

Company Number: 07139678

SOVEREIGN MINES OF AFRICA PLC

Notice of Annual General Meeting

Notice is hereby give that the Annual General Meeting of Sovereign Mines of Africa plc (to be renamed The Barkby Group plc) (the “**Company**”) will be held at Lakeside, Fountain Lane, St Mellons, Cardiff CF3 0FB on 2 July 2018 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, all of which will be proposed as ordinary resolutions:

Ordinary Resolutions

1. **THAT** the report of the Directors and the audited accounts for the period ended 31 December 2017 be received and adopted.
2. **THAT** Crowe Clarke Whitehill be re-appointed as auditors of the Company
3. **THAT** the audit committee of the board of Directors be authorised to determine the auditors’ remuneration.
4. **THAT** Jeremy Anthony Simon Sparrow who retires in accordance with the Company’s articles of association and offers himself for re-election be re-appointed as a Director.
5. **THAT** Rupert Michael Fraser, having been appointed by the Directors conditional on the Company’s admission to trading on the NEX Exchange Growth Market operated by NEX Exchange Limited, and, being eligible and offering himself for re-appointment subject to such admission, be re-appointed as a Director.
6. **THAT**, Emma Jane Dark having been appointed by the Directors conditional on the Company’s admission to trading on the NEX Exchange Growth Market operated by NEX Exchange Limited, and, being eligible and offering herself for re-appointment subject to such admission, be re-appointed as a Director.
7. **THAT** Sebastian Luigi Andrew Snow, having been appointed by the Directors conditional on the Company’s admission to trading on the NEX Exchange Growth Market operated by NEX Exchange Limited, and, being eligible and offering himself for re-appointment subject to such admission, be re-appointed as a Director.
8. **THAT** Duncan George Harvey, having been appointed by the Directors conditional on the Company’s admission to trading on the NEX Exchange Growth Market operated by NEX Exchange Limited, and, being eligible and offering himself for re-appointment subject to such admission, be re-appointed as a Director.

Report and Financial Statements

The Company’s Report and Financial Statements for the year ended 31 December 2017 are now available on the Company’s website www.sovmines.com, accessible under the “Investor Centre” section. For those shareholders who have elected to receive paper communications, copies of the Annual Report and Financial Statements are enclosed with this notice.

By order of the Board

Brian James
Company Secretary

DATE: 6 June 2018

Registered Office
Lakeside
Fountain Lane
St. Mellons
Cardiff CF3 0FB

Notes to notice of Annual General Meeting

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at 10.00 a.m. on 28 June 2018; or, if this Meeting is adjourned, at 10.00 a.m. on the day two days (excluding any non working days) prior to the adjourned meeting, shall be entitled to attend and vote at the meeting.

Appointment of proxies

2. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. To appoint as a proxy a person other than the Chairman of the meeting insert the full name in the space provided in the proxy form. To appoint more than one proxy you may photocopy the form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
4. A vote withheld is not a vote in law, which means the vote will not be counted in the calculation of votes for or against the Resolution. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

Appointment of proxy using hard copy proxy form

5. Unless otherwise indicated the proxy will vote as he thinks fit or, at his discretion, abstain from voting. The "Vote Withheld" option on the proxy form is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the vote "For" and "Against" a resolution.
6. To appoint a proxy using the proxy form, the form must be:
 - 6.1. completed and signed;
 - 6.2. sent or delivered to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or delivered by facsimile transmission to 01252 719 232 or scanned and emailed to proxies@shareregistrars.uk.com; and
 - 6.3. in each case, to be received by Share Registrars Limited no later than 48 hours before the Annual General Meeting, excluding non-working days.
7. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited on 01252 821 390.

Termination of proxy appointments

11. In order to revoke proxy instruction you will need to inform Share Registrars Limited by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
12. The revocation notice must be received by Share Registrars Limited no later than 48 hours before the Annual General Meeting excluding non-working days. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then your proxy appointment will remain valid although appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

Voting in CREST

13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual.
14. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
15. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with CRESTCO Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual.
16. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer’s agent 7RA36 by the latest time(s) for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
17. CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of CREST by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
18. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

