

Notice of General Meeting

Vast Resources plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 05414325)

Notice is hereby given that a General Meeting of Vast Resources plc (the "Company") will be held at 2.30 p.m. on Monday 23 November 2020 for the purpose of considering and, if thought fit, passing the resolution set out below, which will be proposed as an ordinary resolution.

As a consequence of the current measures implemented by the UK Government, shareholders will not be permitted to attend the General Meeting but are strongly encouraged to submit their votes by proxy as soon as possible. Voting at the General Meeting will be carried out by way of poll so that votes cast in advance and the votes of all shareholders appointing the chairman of the General Meeting as their proxy can be taken into account.

The Board understands that the General Meeting also serves as a forum for shareholders to raise questions and comments. If shareholders do have any questions or comments relating to the business of the meeting that they would like to ask the Board, they are asked to submit those questions in writing via email to shareholderenquiries@stbridespartners.co.uk by no later than 6.00 p.m. on Friday 20 November 2020. These questions will be posed to the Board and an audio recording of the conversation will be uploaded to the website at www.vastplc.com later on the day of the meeting.

ORDINARY RESOLUTION

That:

- (a) the acquisition of the whole of the issued share capital of AP Mining Group Limited in consideration of the issue of 2,850,000,000 ordinary shares of £0.001p each in the Company ("Ordinary Shares"), credited as fully paid, be approved and ratified; and
- (b) the Directors of the Company be and they are hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006, and in addition to all previous authorities granted to them, to allot Ordinary Shares in connection with the acquisition of AP Mining Group Limited up to an aggregate nominal amount of £2,850,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 31 December 2020.

By Order of the Board

Ben Harber
Company Secretary

Registered Office:

6th Floor
60 Gracechurch Street
London
EC3V 0HR

6 November 2020

NOTES

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on Thursday 19 November 2020. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
2. **In light of the UK Government's rules relating to the COVID-19 pandemic restricting public gatherings, physical attendance at the Company's GM will not be permitted. The Company encourages shareholders to vote electronically, or to appoint the Chairman as their proxy with their voting instructions.**
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different Ordinary Share or Ordinary Shares held by that shareholder. A proxy need not be a shareholder of the Company. The Company encourages shareholders to vote electronically, or to appoint the Chair as their proxy with their voting instructions.
4. 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).
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, 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.
6. You can vote either:
 - by logging on to www.signalshares.com and following the instructions;
 - by email, by post or by hand the completed proxy form attached to this notice; and
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4TU by 2.30 p.m. on Thursday 19 November 2020.

7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
9. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 2.30 p.m. on Thursday 19 November 2020. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application 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.
10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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 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 the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.

11. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
12. As at 6 November 2020 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 13,549,444,200 Ordinary Shares, carrying one vote each, and pursuant to a placing announced on 26 October 2020 the Company's ordinary issued share capital is expected to increase to 14,454,569,200 Ordinary Shares, carrying one vote each on 9 November 2020. Therefore, the total voting rights in the Company as at 9 November 2020 are expected to be 14,454,569,200.
13. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website.

