

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action to be taken you are recommended to seek your own personal financial and taxation advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in Ireland, is authorised or exempted under the Investment Intermediaries Act, 1995 (as amended) or the European Communities (Markets in Financial Instruments) Regulations 2007 (as amended) or, if you are taking advice in the United Kingdom, is authorised pursuant to the Financial Services and Markets Act 2000 or from another appropriately authorised independent financial adviser if you are resident in a territory outside of Ireland or the United Kingdom. This document relates to a scheme of arrangement under the Companies Act, 2014 of Ireland which, if implemented, will result in the cancellation of admission to trading of Minco Shares on AIM.**

**If you sell or have sold or otherwise transferred all your Minco Shares, please send this document, and the accompanying documents at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. Such documents should, however, not be distributed, forwarded or transmitted in or into or from any Restricted Jurisdiction.**

**The distribution of this document in or into certain jurisdictions may be restricted by the laws of those jurisdictions. Accordingly, copies of this document and all other documents relating to the Offer and the Demerger are not being, and must not be, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction. Persons receiving such documents (including, without limitation, nominees, trustees and custodians) should observe these restrictions. Failure to do so may constitute a violation of the securities laws of any such jurisdiction.**

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## **Recommended Offer**

**for**

## **MINCO PLC**

*(incorporated in Ireland with limited liability under the Companies Act, 2014 with registration number 38284)*

**by**

## **DALRADIAN RESOURCES INC.**

**and the Demerger of**

## **Buchans Resources Limited**

**by means of a**

## **SCHEME OF ARRANGEMENT**

**under Chapter 1 of Part 9 of the Companies Act 2014 of Ireland**

**and**

## **NOTICE OF SHAREHOLDER MEETINGS**

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This document sets out details of the recommended Offer relating to the proposed acquisition of Minco plc by Dalradian Resources Inc. (“**Dalradian**”) and the demerger of Buchans Resources Limited (“**Buchans**”), a wholly owned subsidiary of Minco plc (“**Minco**”), to the shareholders of Minco, to be effected, in each case, by way of a scheme of arrangement between Minco and the shareholders of Minco (“**Scheme**”).

In order to become effective, the Scheme must be approved at a meeting of the shareholders of Minco (“**Court Meeting**”). To facilitate implementation of the Scheme, Minco is also seeking approval of the shareholders of Minco to pass a number of resolutions at an extraordinary general meeting of Minco (“**EGM**”).

If the Scheme becomes effective, it will be binding on all shareholders of Minco, including those who do not attend and/or vote to approve the Scheme or who attend and/or vote against it at the Court Meeting, and it will result in the cancellation of the trading of all shares in Minco on AIM.

This document and the accompanying Forms of Proxy should be read as a whole. Your attention is drawn to the letter from John F. Kearney, Chairman of Minco, in Part I (Letter from the Chairman of Minco plc) of this document, which contains a unanimous recommendation from the Board that you vote in favour of the resolutions to be proposed at the Court Meeting and the EGM. A letter from Davy Corporate Finance explaining the Scheme appears in Part III (Explanatory Statement) of this document. Any action taken in relation to the Offer and the Demerger should be taken only on the basis of all of the information contained in this document and any other document by which the Offer, the Demerger and Scheme are made.

Notices convening the Court Meeting and EGM, both of which will be held at Clayton Hotel Burlington Road, Leeson Street Upper, Dublin 4 D04 A318 on 26 July 2017 are set out at the end of this document. The Court Meeting will start at 11.00 a.m. (Dublin time) and the EGM will start at 11.30 a.m. (Dublin time) (or as soon thereafter as the Court Meeting, convened for the same date and place, has concluded or been adjourned).

Shareholders will find enclosed with this document Forms of Proxy for the Court Meeting and the EGM (together, the “**Meetings**”). Whether or not shareholders of Minco wish to attend the Meetings, they are asked to complete the enclosed

Forms of Proxy in accordance with the instructions printed on the forms and return them either by post or by hand as soon as possible but in any event so as to be received by Minco's Registrars, Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, not less than 48 hours before the relevant meeting. If the Form of Proxy for the Court Meeting is not lodged by the relevant time, it may be handed to the Chairman of the Court Meeting before the start of the Court Meeting. The action to be taken by shareholders of Minco in respect of the Court Meeting, the EGM and the Offer and the Demerger is set out on pages 8 and 9.

If you have any questions relating to this document or how to complete and return the Forms of Proxy please call Minco's Registrars, Computershare Investor Services (Ireland) Limited on 01 447 5566 (if calling within Ireland) or on +353 1 447 5566 (if calling from outside Ireland).

The information on Buchans contained in a separate document enclosed herewith has been prepared by Buchans to comply with applicable Canadian legislation.

### **Important Notice**

The statements contained herein (or incorporated by reference into this document) are made as at the date of this document, unless some other time is specified in relation to them, and issue of this document shall not give rise to any implication that there has been no change in the facts set out herein (or incorporated by reference into this document) since such date. Nothing contained herein (or incorporated by reference into this document) shall be deemed to be a profit forecast, projection or estimate of future financial performance nor should any statements herein be interpreted to mean that earnings per share will necessarily be greater or lesser than those for the relevant preceding financial periods of Minco, Dalradian, Buchans or the Enlarged Dalradian Group.

This document does not constitute an offer to purchase, sell, subscribe or exchange or the solicitation of an offer to purchase, sell, subscribe or exchange any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Offer and the Demerger or otherwise. This document and the accompanying documents have been prepared in connection with a scheme of arrangement pursuant to and for the purpose of complying with Irish law, the Takeover Rules and the information disclosed may not be the same as that which would have been prepared in accordance with the laws of any jurisdiction outside of Ireland. Nothing in this document should be relied on for any other purpose.

This document does not constitute a prospectus within the meaning of the Prospectus (Directive 2003/71/EC) Regulations 2005 (as amended) of Ireland (the "**Prospectus Regulations**") and has not been approved by any competent authority in Ireland or elsewhere. This document does not contain an offer of securities to the public within the meaning of the Prospectus Regulations and it is not and should not be construed as a prospectus or a prospectus equivalent document within the meaning of the Prospectus Regulations. It has not been prepared in accordance with Directive 2003/71/EC on prospectuses or any measures made under that Directive or the Prospectus Regulations or of any EU Member State or EEA Treaty adherent State that transpose or implement that Directive or those measures. This document does not contain an offer to the public within the meaning of the Companies Act 2014 of Ireland or otherwise. None of the United Kingdom Listing Authority, the securities commissions in any of the Provinces in Canada, the U.S. Securities and Exchange Commission or any state securities commission or regulatory authority of the United States or any other country has approved or disapproved this document or the Scheme nor expressed a view on the accuracy or adequacy of this document.

No person has been authorised to make any representations on behalf of Minco concerning the Offer and the Demerger which are inconsistent with the statements contained in this document and any such representations, if made, may not be relied upon as having been so authorised.

The attention of shareholders of Minco who are resident in, or citizens of, Restricted Jurisdictions, is drawn to paragraph 7 Overseas Shareholders in Part III (Explanatory Statement) of this document.

The Dalradian Shares are listed on the TSX, trading under the symbol "DNA" and are also admitted to trading on AIM, trading under the symbol "DALR". The New Dalradian Shares will be issued pursuant to an exemption from the prospectus requirements of Canadian securities law. New Dalradian Shares received by shareholders of Minco pursuant to the Scheme may be freely sold pursuant to the securities laws of Canada provided that: (1) such trade is not by any person, company or combination of persons or companies holding a sufficient number of shares of Dalradian to affect materially the control of Dalradian; (2) no unusual effort is made to prepare the market or to create a demand for the New Dalradian Shares that are the subject of the trade; (3) no extraordinary commission or other consideration is paid to a person or company in respect of the trade; and (4) if the selling shareholder is an insider (including an executive officer) of Dalradian, as the case may be, the selling shareholder has no reasonable grounds to believe that Dalradian is in default of securities legislation.

Applications will be made by Dalradian, subject to the Scheme taking effect, to list the New Dalradian Shares on the TSX and for the admission of the New Dalradian Shares to trading on AIM. It is expected that Admission and listing of the New Dalradian Shares will become effective and trading will commence on or about the Effective Date.

The Buchans Shares to be transferred to Minco Shareholders as part of the Scheme will not, as at the Effective Date, be listed on any stock exchange nor admitted to trading on any market. Following the Effective Date, and subject to market and trading conditions and obtaining any necessary approvals, it is intended that Buchans would either make an application for Buchans

Shares to be listed on a Canadian stock exchange or complete another transaction whereby Buchans would acquire or be acquired by a company listed on a Canadian stock exchange, as soon as reasonably practicable. However, there is no certainty that such a listing will be obtained.

This document together with those documents listed in paragraph 14 (Documents available for inspection) of Part VIII (Additional Information) and all information relating to Minco which is incorporated into this document by reference to another source will be available at [www.mincoplc.com](http://www.mincoplc.com). The content of such website is not incorporated and does not form part of this document. Pursuant to Rule 30.2(b) of the Takeover Rules, this document will be available to Dalradian employees on Dalradian's website and will also be made available to Minco employees.

Davy, which is authorised and regulated in Ireland by the Central Bank, is acting exclusively for Minco and for no one else in connection with the Offer and the Demerger. In connection with such matters, Davy, its affiliates and its and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to anyone other than Minco for providing the protections afforded to their clients or for providing advice in connection with the Offer and the Demerger or any matter referred to herein.

Canaccord Genuity Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for Dalradian and no one else in connection with the Offer and will not be responsible to anyone other than Dalradian for providing the protections afforded to clients of Canaccord Genuity Limited or for providing advice in relation to the Offer, the contents of this document or any transaction or arrangement referred to herein.

Grant Thornton UK LLP is authorised and regulated in the United Kingdom by the Financial Conduct Authority and is acting as nominated adviser for Dalradian and no one else in connection with the Offer and will not regard any other person as its client in relation to the matters set out in this document and will not be responsible to anyone other than Dalradian for providing the protections afforded to clients of Grant Thornton UK LLP or for providing advice in relation to any matter referred to herein.

Fort Capital Partners, an investment banking advisory firm in Vancouver, Canada is providing financial advice to Buchans in relation to the Offer and the Demerger and will not be responsible to anyone other than Buchans for providing advice in relation to the Offer and the Demerger or any other matter referred to herein.

If you have any questions relating to this document or how to complete and return the Forms of Proxy please call Minco's Registrars, Computershare Investor Services (Ireland) Limited on 01 447 5566 (if calling within Ireland) or on +353 1 447 5566 (if calling from outside Ireland).

#### **Information concerning forward-looking statements**

This document, including information included or incorporated by reference in this document, may contain 'forward-looking statements' concerning the Offer, the Demerger and the Scheme, Minco, Buchans and Dalradian. Generally, the words 'will', 'may', 'should', 'could', 'would', 'can', 'continue', 'opportunity', 'believes', 'expects', 'intends', 'anticipates', 'estimates' or similar expressions identify forward-looking statements. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances, including, but not limited to, satisfying all conditions precedent to the completion of the Scheme, including obtaining all requisite regulatory, stock exchange, shareholders and High Court approvals, economic and business conditions, the effects of continued volatility in credit markets, market-related risks such as changes in the price of minerals, metals and/or oil or changes in interest rates and foreign exchange rates, the policies and actions of governmental and regulatory authorities, changes in legislation, the further development of standards and interpretations under International Financial Reporting Standards ("IFRS") applicable to past, current and future periods, evolving practices as regards the interpretation and application of standards under IFRS, the outcome of pending and future litigation or regulatory investigations, the success of future exploration, acquisitions and other strategic transactions and the impact of competition. Many of these factors are beyond Minco's, Buchans' and Dalradian's control. As a result, the actual future results of Minco, Buchans and Dalradian may differ materially from the plans, goals and expectations set forth in the forward-looking statements in this document.

Any forward-looking statements made in this document by or on behalf of Minco, Buchans and Dalradian speak only as at the date they are made. Except as required by the FCA, the London Stock Exchange or applicable law, Minco, Buchans and Dalradian expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this document to reflect any changes in Minco, Buchans and Dalradian's expectations with regard thereto or any changes in events, conditions or circumstances upon which any such statement is based.

**The date of this document is 28 June 2017.**

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## CORPORATE INFORMATION AND ADVISERS

### MINCO:

#### Directors

John F. Kearney (*Chairman*)  
Danesh K. Varma (*Chief Financial Officer*)  
Patrick Downey (*Director*)  
Terence McKillen (*Director*)  
Peter McParland (*Director*)  
Warren MacLeod (*Director*)  
Michael Power (*Director*)

#### Company Secretary

Danesh Varma

#### Registered Office

17 Pembroke Street Upper  
Dublin 2  
Ireland

#### Financial Adviser to Minco

Davy Corporate Finance  
Davy House  
49 Dawson Street  
Dublin 2  
Ireland

#### Nominated Adviser and Broker to Minco

Davy  
Davy House  
49 Dawson Street  
Dublin 2  
Ireland

#### Legal Adviser to Minco (as to Irish Law)

OBH Partners  
17 Pembroke Street Upper  
Dublin 2  
Ireland

#### Auditors and Reporting Accountants to Minco

UHY Farrelly Dawe White Limited  
FDW House  
Blackthorn Business Park  
Coes Road  
Dundalk  
Co. Louth  
Ireland

#### Registrars

Computershare Investor Services (Ireland) Limited  
Heron House  
Corrig Road  
Sandyford Industrial Estate  
Dublin 18

### DALRADIAN:

#### Legal Adviser to Dalradian (as to Irish Law)

WhitneyMoore  
Wilton Park House  
Wilton Place  
Dublin 2  
Ireland

<b>Legal Adviser to Dalradian (as to Canadian Law)</b>	Cassels Brock & Blackwell LLP Suite 2100 Scotia Plaza 40 King Street West Toronto ON M5H 3C2 Canada
<b>Nominated Adviser to Dalradian</b>	Grant Thornton UK LLP 30 Finsbury Square London EC2 2YU England
<b>Broker to Dalradian</b>	Canaccord Genuity Limited 88 Wood Street London EC2V 7QR England
<b>BUCHANS:</b>	
<b>Legal Adviser to Buchans (as to Canadian Law)</b>	Steenberglaw Professional Corporation 1805-55 University Avenue Toronto, Ontario Canada M5J 2H7
<b>Financial Adviser to Buchans</b>	Fort Capital #1010 – 510 Burrard St Vancouver, BC V6C 3A8
<b>Auditors to Buchans</b>	UHY McGovern Hurley 251 Consumer Road, Suite 800 North York, Ontario, Canada M2J 4R3

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<i>Event</i>	<i>Time and/or Date<sup>(1) (2)</sup></i>
Latest time for receipt of yellow Forms of Proxy for the Court Meeting <sup>(3)</sup>	11.00 am on 24 July 2017
Latest time for receipt of pink Forms of Proxy for the Extraordinary General Meeting	11.30 am on 24 July 2017
Voting Record Time for the Meetings	6.00 pm on 24 July 2017 <sup>(4)</sup>
Court Meeting	11.00 am on 26 July 2017
Extraordinary General Meeting	11.30 am on 26 July 2017 <sup>(5)</sup>
Last day of dealings in Minco Shares	10 August 2017
Suspension of trading on AIM of Minco Shares	11 August 2017
Hearing Record Time	6.00 pm on 15 August 2017
Scheme Record Time	6.00 pm on 16 August 2017
Court Hearing (of the petition to sanction the Scheme including the Acquisition Reduction and the Demerger Reduction)	16 August 2017
Effective Date of the Scheme	17 August 2017
Issuance of New Dalradian Consideration Shares	17 August 2017
Transfer of the Buchans Shares	17 August 2017
Cancellation of admission to trading of Minco Shares on AIM	7.30 am on 18 August 2017
Listing of the New Dalradian Shares on the TSX	18 August 2017
Admission of the New Dalradian Shares to trading on AIM	8.00 am on 18 August 2017
Crediting of Dalradian DIs to CREST accounts (as appropriate)	No later than 14 days from the Effective Date
Latest date of despatch of DRS Advices of New Dalradian Shares (as appropriate)	No later than 14 days from the Effective Date
Latest date of despatch of DRS Advices of Buchans Shares (as appropriate)	No later than 14 days from the Effective Date

**Notes:**

- (1) All times shown in this document are Dublin times unless otherwise stated.
- (2) The dates and times are indicative only and will depend on, inter alia, the date upon which the High Court sanctions the Scheme and confirms the Demerger Reduction and Acquisition Reduction that forms part of the Scheme and whether the Conditions are satisfied or (if capable of waiver) waived on or prior to such date.
- (3) If the yellow Form of Proxy for the Court Meeting is not returned by this time, a yellow Form of Proxy may be handed to the chairman of the Court Meeting before the start of the meeting and will still be valid.
- (4) If either the Court Meeting or the EGM are adjourned, then the Voting Record Time for the adjourned meeting will be as at close of business on the day which is two days prior to the adjourned meeting.
- (5) Or as soon thereafter as the Court Meeting shall have been concluded or adjourned.

**The dates listed above are based on current expectations and may be subject to change. If any of the expected dates change, Minco will give notice of the change by issuing an announcement through a Regulatory Information Service.**



## ACTION TO BE TAKEN

### MEETINGS TO BE HELD ON 26 JULY 2017

The Scheme requires approval by Minco Shareholders at the Court Meeting to be held at 11.00 am on 26 July 2017.

In addition to approval at the Court Meeting, implementation of the Scheme also requires approval of the Resolutions by Minco Shareholders at an EGM to be held at 11.30 am on 26 July 2017 or, if later, immediately after the conclusion or adjournment of the Court Meeting. Once effective, the Scheme will be binding on all Minco Shareholders, including those who did not vote, or who voted against it, at the Court Meeting.

### SIGN AND RETURN THE ACCOMPANYING FORMS

It is important that as many votes as possible are cast at the Court Meeting so that the High Court may be satisfied that there was a fair representation of Minco Shareholder opinion. You are therefore strongly urged, whether or not you intend to attend the Meetings in person, to sign and return the enclosed Forms of Proxy as soon as possible and in any event so as to be received by Minco's Registrars, Computershare Investor Services (Ireland) Limited at Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland, as follows:

Minco Shareholders have been sent a yellow Form of Proxy for the Court Meeting and a pink Form of Proxy for the EGM. These should be signed and returned so as to be received no later than 11.00 am and 11.30 am, respectively, on 24 July 2017. The yellow Form of Proxy for the Court Meeting (but NOT the pink Form of Proxy for the EGM) may also be handed to the Chairman of the Court Meeting before the start of the meeting on 26 July 2017 and will still be valid.

Whether or not you plan to attend the Court Meeting and/or the Extraordinary General Meeting, please complete and sign the Forms of Proxy accompanying this document in accordance with the instructions printed thereon and return them to **Computershare Investor Services (Ireland) Limited at Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18**, in any event, so as to be received either by post or, during normal business hours, by hand by 11.00 a.m. on 24 July 2017 in the case of the Court Meeting, by 11.30 a.m. on 24 July 2017 in the case of the Extraordinary General Meeting.

**The completion and return of a Form of Proxy either for the Court Meeting or for the EGM will not prevent you from attending and voting at either meeting (or any adjournment thereof) in person if you wish to do so.**

If you have any questions relating to this document or the completion and return of the Forms of Proxy, please telephone the helpline on 01 447 5566 (or, from outside Ireland, +353 (0)1 447 5566 between 9.00 a.m. and 5.00 p.m. (Dublin time) on any Business Day.

Overseas Shareholders should refer to paragraph 7 of Part III (Explanatory Statement) of this document. Details relating to settlement are included in paragraph 6 of Part III (Explanatory Statement) of this document.

The Forms of Proxy can be revoked or amended at any time up to 11.30 am on 24 July 2017 in the case of the pink Form of Proxy for the EGM, or the start of the Court Meeting in the case of the yellow Form of Proxy for the Court Meeting.

If you wish to amend or revoke your Forms of Proxy after you have returned them to Computershare Investor Services (Ireland) Limited, you should contact the Registrar at the address given above.

### RECOMMENDATION

The Directors of Minco are unanimously recommending that you vote in favour of the Scheme at the Court Meeting and in favour of the Resolutions at the EGM using the Forms of Proxy enclosed with this document.



## **ENQUIRIES**

If you have any questions in relation to action to be taken, please contact Minco's Registrars, Computershare Investor Services (Ireland) Limited, on 01 447 5566 (if calling within Ireland) or on +353 447 5566 (if calling from outside Ireland) between 9:00 am and 5:00 pm Monday to Friday. For legal reasons, the Registrars will not be able to provide advice on the merits of the Offer and the Demerger or give financial or tax advice.

**IT IS IMPORTANT THAT, FOR THE COURT MEETING, AS MANY VOTES AS POSSIBLE ARE CAST SO THAT THE COURT MAY BE SATISFIED THAT THERE IS A FAIR AND REASONABLE REPRESENTATION OF THE OPINION OF THE MINCO SHAREHOLDERS.**

**YOU ARE THEREFORE STRONGLY URGED TO COMPLETE, SIGN AND RETURN YOUR FORMS OF PROXY, OR OTHERWISE PROVIDE YOUR VOTING INSTRUCTIONS, AS SOON AS POSSIBLE.**

## STATISTICS

Number of Minco Shares in issue as at the date of this document	478,142,184
Number of Existing Dalradian Shares in issue on 26 June 2017	252,810,030
Number of New Dalradian Shares*	15,490,666
Expected Dalradian Enlarged Issued Share Capital**	268,300,696
Expected New Dalradian Shares as a percentage of the expected Dalradian Enlarged Issued Share Capital	5.8 per cent.
Expected market capitalisation of the Enlarged Dalradian Group immediately following Admission***	C\$437,330,134/Stg£260,315,556
Dalradian TIDM	DALR
Dalradian ISIN	CA2354991002

\* The number of New Dalradian Shares to be issued as determined using the ratio of 0.0242982110 Dalradian Shares for each B Scheme Share pursuant to the terms of the Offer in addition to the issuance of 3,872,666 New Dalradian Shares to Buchans or its nominee.

\*\* This further assumes that no additional Dalradian Shares are issued prior to the Effective Date.

\*\*\* Based on the Close Price of one Dalradian Share of C\$1.63 on 26 June 2017 being the last practicable date prior to the date of this document and the expected Enlarged Issued Share Capital. The Sterling price is based on a Sterling C\$ exchange rate of C\$1.68:£1.00 on 26 June 2017 being the last practicable date prior to the date of this document.

## PART I

### LETTER FROM THE CHAIRMAN OF MINCO PLC

#### MINCO PLC

*(Incorporated and registered in Ireland under the Companies Act, 2014 with registered number 38284)*

*Board:*

John F. Kearney (*Chairman*)  
Danesh K. Varma  
Patrick Downey  
Terence McKillen  
Peter McParland  
Warren MacLeod  
Michael Power

*Registered Office*

17 Pembroke Street Upper  
Dublin 2

28 June 2017

**To Minco Shareholders**

#### **RECOMMENDED OFFER FOR MINCO PLC BY DALRADIAN RESOURCES INC AND THE DEMERGER OF BUCHANS RESOURCES LIMITED TO MINCO SHAREHOLDERS**

Dear Shareholder

#### **1. INTRODUCTION**

On 21 March 2017, Minco announced pursuant to Rule 2.4 of the Takeover Rules that it was in discussions regarding a possible offer from Dalradian for the acquisition by Dalradian of Minco and implementation of the Scheme and the Demerger. Following further negotiations between the parties, on 1 June 2017 Minco and Dalradian published the Announcement disclosing that Minco and Dalradian had reached agreement on the terms of the disposal of Minco's 2% net smelter return royalty on the Curraghinalt gold deposit ("**Royalty**"), which is currently being developed by Dalradian ("**Royalty Disposal**"). The Royalty Disposal together with the related matters set out below will see the issue and allotment of 15,490,666 New Dalradian Shares in total.

Based on the volume weighted average price of Dalradian Shares on the Toronto Stock Exchange for the five trading day period ended on 20 March 2017, being the last Business Day prior to the commencement of the Offer Period (the "**VWAP**") of C\$1.2911, the total value of the 15,490,666 New Dalradian Shares would be C\$20 million (£12,106,537 based on a Sterling C\$ exchange rate of C\$1.652:£1.00 (the "**C\$/£ Exchange Rate**")).

Based on the VWAP and the C\$/£ Exchange Rate, the Royalty Disposal would attribute a value to each Minco Share of 2.532 pence which represents:

- a premium of approximately 91.1 per cent. to the Closing Price of 1.325 pence per Minco Share on 20 March 2017, being the last Business Day prior to the commencement of the Offer Period;
- a premium of approximately 111.1 per cent. to Minco's volume weighted average share price of 1.199 pence over the 30 trading day period ended 20 March 2017, being the last Business Day prior to the commencement of the Offer Period; and
- a premium of approximately 119.6 per cent. to Minco's volume weighted average share price of 1.153 pence over the 90 trading day period ended 20 March 2017, being the last Business Day prior to the commencement of the Offer Period.

The Royalty Disposal will be implemented by means of a recommended acquisition of the entire issued and to be issued share capital of Minco (the “Offer”) by Dalradian by way of a Scheme of Arrangement between Minco and the shareholders of Minco under Chapter 1 of Part 9 of the Act, the terms of which are set out in Part V (The Scheme of Arrangement) of this document and an explanation of which is given by Davy Corporate Finance in Part III (Explanatory Statement) of this document. As part of the Offer, Minco will demerge its wholly owned subsidiary, Buchans, from Minco to the Minco Shareholders.

Buchans is a private company incorporated under the laws of the Province of Ontario, Canada. It is currently a wholly owned subsidiary of Minco which holds all of Minco’s current operations, properties and interests other than the Royalty. Following implementation of the Offer and the Demerger, the only asset retained by Minco will be the Royalty.

On the Effective Date, (i) Scheme Shareholders will own 100 per cent of Buchans, (ii) Minco will become a wholly-owned subsidiary of Dalradian, (iii) Buchans will own approximately 1.5% of Dalradian’s Enlarged Issued Share Capital, and (iv) approximately 4.3% of Dalradian’s Enlarged Issued Share Capital will be owned by the Scheme Shareholders (in each case Dalradian’s Enlarged Issued Share Capital is calculated on the basis of the 252,810,030 Dalradian Shares issued and outstanding as at the close of business on 26 June 2017 (being the last practicable date prior to the date of this document)).

I am writing to you to set out the background to the Offer and the Demerger and the reasons why the Minco Board, who have been so advised by Davy Corporate Finance, Minco’s nominated and financial adviser, considers the terms of the Offer and the Demerger to be fair and reasonable and in the best interests of Minco Shareholders taken as a whole. The Minco Board unanimously recommends that you vote in favour of the Resolutions at the Court Meeting and at the Extraordinary General Meeting as the Minco Directors, who hold Minco Shares, have irrevocably undertaken to do in respect of their beneficial holdings totalling 45,501,528 Minco Shares, representing approximately 9.5 per cent. of the total existing issued ordinary share capital of Minco on 31 May 2017 (being the last practicable date prior to the date of the Announcement). In providing its advice to the Minco Board, Davy Corporate Finance has taken into account the commercial assessments of the Minco Directors.

The Offer and the Scheme are subject to the Conditions and further terms set out in Part VI (Conditions to and Further Terms of the Offer and the Scheme) of this document. It is anticipated that, subject to the satisfaction or waiver of these Conditions, the Offer and Demerger will become effective in the third quarter of 2017.

## **2. BACKGROUND TO AND REASONS FOR RECOMMENDING THE OFFER AND THE DEMERGER**

Minco’s strategy is focused on the acquisition, exploration and development of mineral assets in regions where its management has an established track record.

Minco also holds the Royalty on the Curraghinalt gold deposit, a high-grade lode gold deposit located in Co. Tyrone, Northern Ireland, that was acquired by Dalradian in 2009. Dalradian has advanced the project to define a high grade gold deposit and is currently finalising the necessary applications to seek approval for the construction of a gold mine.

The Minco Board believes this is an appropriate time to re-align its investment in the Royalty for the benefit of its shareholders.

The 15,490,666 New Dalradian Shares in total to be issued to Minco Shareholders pursuant to the Offer and Buchans following the Scheme and the Demerger taking effect, represent approximately 5.8 per cent. of Dalradian’s Enlarged Issued Share Capital (calculated on the basis of the 252,810,030 Dalradian Shares issued and outstanding as at the close of business on 26 June 2017 (being the last practicable date prior to the date of this document) and allow Minco Shareholders to gain exposure to the Curraghinalt Gold Project as Dalradian continues its exploration and development activities and to directly realise the value of the Royalty, which, in the view of the Minco Board, has not heretofore been reflected in Minco’s share price.

In addition, through the Demerger, by receiving Buchans Shares, Minco Shareholders will also retain their interest in all of Minco’s other existing assets, excluding the Royalty.

The Buchans Shares are not currently listed on any stock exchange. Following the Scheme becoming effective, and subject to market and trading conditions and obtaining any necessary approvals, it is intended that Buchans would either make an application for its share capital to be listed on a Canadian stock exchange or complete another transaction whereby Buchans would acquire or be acquired by a company listed on a Canadian stock exchange, as soon as reasonably practicable. However, there is no certainty that such a listing will be obtained.

### **3. SUMMARY OF THE TERMS OF THE OFFER AND THE DEMERGER**

An Implementation Agreement was entered into on 1 June 2017 between Minco, Buchans and Dalradian in order to implement the Scheme and effect the Demerger.

To effect the Offer and the Demerger, it is proposed that the Minco Shares shall be subdivided into two separate classes of shares, A Ordinary Shares and B Ordinary Shares to take effect on the Hearing Record Date. For every one Minco Share in issue on the Hearing Record Date, a shareholder of Minco will be the owner of one A Ordinary Share and one B Ordinary Share as at that date. Minco will also make a bonus issue of A Ordinary Shares to the A Scheme Shareholders on the basis of four A Ordinary Shares for every one A Ordinary Share in issue on the Hearing Record Date. It is not intended to issue share certificates or to credit CREST accounts in respect of the A Ordinary Shares and the B Ordinary Shares on the Subdivision and the Bonus Issue.

The Offer and the Demerger will be effected by means of a Scheme of Arrangement between Minco and the Scheme Shareholders pursuant to Chapter 1 of Part 9 of the Act and, in addition, the Demerger Reduction and Acquisition Reduction will be effected under Sections 84 to 86 of the Act.

The purpose of the Scheme is to enable Dalradian to become the owner of the entire issued and to be issued B Ordinary Shares in the capital of Minco, which are in issue at the Scheme Record Date, such that Minco becomes a wholly owned subsidiary of Dalradian with the B Scheme Shareholders to become the holders of 11,618,000 New Dalradian Consideration Shares being 75% of the total New Dalradian Shares representing approximately 4.3% of the Enlarged Issued Share Capital (calculated on the basis of the 252,810,030 Dalradian Shares issued and outstanding as at the close of business on 26 June 2017). The A Scheme Shareholders would then become the holders of the entire issued share capital of Buchans. The Demerger Reduction and the Acquisition Reduction pursuant to Sections 84 to 86 of the Act are subject to the sanction of the High Court. The procedure involves an application by Minco to the High Court to sanction the Scheme at the Court Hearing in consideration for which the Scheme Shareholders will, under the terms of the Scheme, receive the 11,618,000 New Dalradian Shares and the transfer of Buchans Shares. The Scheme provides that, if it becomes effective, New Minco Shares will be issued to Dalradian or its nominee in consideration for the issue of the 11,618,000 New Dalradian Consideration Shares to the B Scheme Shareholders and the transfer in specie of Buchans Shares to the A Scheme Shareholders. The balance of the New Dalradian Shares, being 3,872,666 New Dalradian Shares representing 25% of the total, will be issued to Buchans or its nominee which will then be wholly owned by the A Scheme Shareholders.

Pursuant to the terms of the Offer, which is subject to the Conditions, each shareholder of Minco who appears on the register of members of Minco at the Scheme Record Time (“**Scheme Shareholders**”) will be entitled to receive:

**For each B Scheme Share: 0.0242982110 New Dalradian Shares (the “Share Consideration”)**

The Share Consideration will be 11,618,000 New Dalradian Consideration Shares in total. In the event that following the date hereof, the number of the issued Minco Shares is increased Dalradian reserves its position so that the ratio of the New Dalradian Shares to be issued pursuant to the Offer will be adjusted in order to reflect the fact that only 11,618,000 New Dalradian Shares will be issued.

Based on the VWAP and the C\$/£ Exchange Rate, the Offer would attribute a value to each B Scheme Share of £0.019/C\$0.031 which would be C\$15 million in total.

On this basis, the Offer and the Share Consideration represents:

- a premium of approximately 43.3 per cent. to the Closing Price of 1.325 pence per Minco Share on 20 March 2017, being the last Business Day prior to the commencement of the Offer Period;
- a premium of approximately 58.4 per cent. to Minco's volume weighted average share price of 1.119 pence over the 30 trading day period ended 20 March 2017, being the last Business Day prior to the commencement of the Offer Period; and
- a premium of approximately 64.7 per cent. to Minco's volume weighted average share price of 1.153 pence over the 90 trading day period ended 20 March 2017, being the last Business Day prior to the commencement of the Offer Period.

As part of the Scheme and upon the Demerger taking effect and taking into account the Bonus Issue, Scheme Shareholders will be entitled to receive:

**For each A Scheme Share: 0.02 Buchans Shares (which is equivalent to 0.10 Buchans Shares for each Minco Share as at the date of the Announcement)**

Upon the Scheme and the Demerger taking effect, 3,872,666 New Dalradian Shares, which would be 25 per cent. of the total New Dalradian Shares, would be issued to Buchans or its nominee which, based on the VWAP would be valued at C\$5 million in total (£3,026,634 based on the C\$/£ Exchange Rate).

Entitlements to New Dalradian Shares and Buchans Shares will be rounded down to the nearest whole number of New Dalradian Shares and Buchans Shares respectively. Fractions of New Dalradian Shares and Buchans Shares will not be allotted, issued or transferred to Scheme Shareholders.

Assuming the Scheme becomes effective, Minco will become a wholly owned subsidiary of Dalradian on the Effective Date. Dalradian is a public company incorporated under the laws of the Province of Ontario, Canada. Its shares are admitted to trading on AIM and listed on the TSX. Admission and listing of the New Dalradian Shares is expected to take place on or about the Effective Date of the Scheme. Further information on Dalradian is set out in Part II (Letter from the Chief Executive Officer of Dalradian) of this document.

Minco Shareholders should note that the value of the consideration that they will ultimately receive (once the Scheme is implemented and becomes effective in accordance with its terms) will depend upon the market value of New Dalradian Shares received by them pursuant to the Scheme on the Effective Date, and this value may vary, as Dalradian is a public company whose shares are admitted to trading on AIM and listed on the TSX.

#### **4. SCHEME STRUCTURE**

It is expected that subject to the satisfaction (or, where applicable, waiver) of the Conditions, (further details of which are set out in Part VI (Conditions to and further terms of the Offer and the Scheme) of this document), the Court Hearing to sanction the Scheme will be held on 16 August 2017 and that the Effective Date will be 17 August 2017. The Offer and the Demerger are conditional upon the Scheme becoming effective by no later than 30 September 2017, or such later date as Minco and Dalradian may agree (with, where applicable, the consent of the Panel and (if required) the approval of the High Court), failing which it will lapse.

In order to become effective, the Scheme must be approved at the Court Meeting (at which voting will be conducted by way of a poll) by the passing of a resolution by a majority in number of the Scheme Shareholders, present and voting, either in person or by proxy, at such meeting, representing not less than 75 per cent. in value of the Scheme Shares held by such Scheme Shareholders.

To facilitate implementation of the Scheme, Minco is seeking approval for amendments to the Articles in connection with the Scheme at the Extraordinary General Meeting including approval to sub-divide the Minco Shares into A Ordinary Shares and B Ordinary Shares. The percentage of Scheme Shares held by each Scheme Shareholder following the Subdivision will be the same as the percentage of Minco Shares held by each Minco Shareholder prior to the Subdivision. The rights attaching to the Scheme Shares following

Subdivision will be the same as the rights attaching to the Minco Shares prior to the Subdivision and shall rank pari passu with each other.

Minco will also make a bonus issue of A Ordinary Shares to the A Scheme Shareholders on the Hearing Record Date on the basis of four A Ordinary Shares for every one A Ordinary Share held by a shareholder of Minco on that date.

It is not intended to issue share certificates or to credit CREST accounts in respect of the Scheme Shares on the Subdivision and the Bonus Issue.

If the Scheme becomes effective, it will be binding on all Scheme Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the Extraordinary General Meeting or whether they voted against the Scheme. The Scheme will only become effective on (i) an office copy of the Court Order being delivered to the Registrar of Companies and (ii) the minute of the Minco Board approved by the High Court in respect of the Demerger Reduction and the Acquisition Reduction being registered by the Registrar of Companies and (iii) the issue of a certificate of registration with respect to the Court Order. Further details of the Scheme are set out in Part III (Explanatory Statement) of this document as required by Chapter 1 of Part 9 of the Act.

Prior to the Scheme becoming effective, application will be made by Dalradian for the New Dalradian Shares to be admitted to trading on AIM and listed on the TSX. If the Scheme becomes effective, (i) Minco will become a wholly owned subsidiary of Dalradian on the Effective Date, (ii) Buchans will become wholly owned by the A Scheme Shareholders, (iii) the B Scheme Shareholders will receive 75% of the New Dalradian Shares referred to above and (iv) 25% of the New Dalradian Shares will be issued to Buchans. It is expected that Admission of all of the New Dalradian Shares will become effective and trading in the New Dalradian Shares will commence on or about the Effective Date.

The Buchans Shares to be transferred to the Minco Shareholders as part of the Scheme will not, as at the Effective Date, be listed on any stock exchange. Following the Scheme becoming effective, and subject to market and trading conditions and obtaining any necessary approvals, it is intended that Buchans would either make an application for its share capital to be listed on a Canadian stock exchange or complete another transaction whereby Buchans would acquire or be acquired by a company listed on a Canadian stock exchange, as soon as reasonably practicable. However, there is no certainty that such a listing will be obtained.

It is expected that the admission of the Minco Shares to trading on AIM will be cancelled at 7.30 a.m. on the Business Day following the Effective Date and dealings in such shares will be suspended from 7.30 a.m. on 11 August 2017.

Prior to the Scheme becoming effective, application will be made to the London Stock Exchange to cancel the admission to trading on AIM of the Minco Shares. Following the Scheme becoming effective, Minco will become a wholly owned subsidiary of Dalradian. Minco will cease to be a reporting issuer in Canada and will cease to have its shares admitted to trading on any market. Dalradian intends to re-register Minco as a private company under the relevant provisions of the Act as soon as practicable after cancellation of admission to trading of the Minco Shares on AIM.

## **5. INFORMATION ON BUCHANS**

Buchans is a private company incorporated under the laws of the Province of Ontario, Canada. It is currently a wholly owned subsidiary of Minco which holds, indirectly, all of Minco's current operations, properties and interests other than the Royalty.

Buchan's principal exploration projects are the Buchans Base Metal Project located in the Buchans area of central Newfoundland, Canada, and the Woodstock Manganese Project, located in west-central New Brunswick, Canada,

Through its wholly owned subsidiary Buchans Minerals Corporation Inc., Buchans has four advanced base metal exploration properties in the Buchans area of central Newfoundland that contain numerous exploration prospects.



Buchans also holds, through its subsidiary, Canadian Manganese Company Inc., the Woodstock electrolytic manganese metal project, located near Woodstock, in west-central New Brunswick, Canada.

For further information on Buchan's material properties please see the technical reports which are filed under Minco's profile on [www.sedar.com](http://www.sedar.com) and also the Information on Buchans Resources Limited which is enclosed with this document.

In respect of the Buchans Base Metal Project, please refer to the NI 43-101 technical report entitled "Mineral Resource Estimate, Technical Report on the Lundberg Deposit, Buchans Area, Newfoundland, Canada" dated April 26, 2013 (effective date February 22, 2013), and prepared by Michael Cullen, P.Geo., Andrew Hilchey, P. Geo, of Mercator Geological Services Limited, each of whom is "independent" and a "qualified person" for the purposes of NI 43-101.

In respect of the Woodstock Manganese Project, please refer to the NI 43-101 technical report entitled "Preliminary Economic Assessment on the Woodstock Manganese Property, New Brunswick Canada", effective date July 10, 2014, and prepared by Dharshan Kesavanathan, P.Eng., Laszlo Bodi, P.Eng., Michael Cullen, M.Sc., P.Geo., Mike McLaughlin, P.Eng., Stephanie M. Goodine, P.Eng., and Wenchang Ni, P.Eng., of Mercator Geological Services Limited, each of whom is "independent" and a "qualified person" for the purposes of NI 43-101.

Buchans also holds indirectly through subsidiaries early stage exploration projects for base metals in the Northern Pennines area of England, at Moate in County Westmeath, Ireland, and a 20 per cent. joint venture interest with Tara Boliden Mines Limited (80 per cent.) at Navan in County Meath, Ireland.

Buchans also owns indirectly 30 million shares (approximately 26 per cent.) in Xtierra Inc. listed on the TSX Venture Exchange (TSX.V-"XAG") which holds zinc-silver exploration or development projects in Mexico.

The directors and executive officers of Buchans are the same as the directors and executive officers of Minco as detailed in the table below.

<i>Name and Municipality of Residence</i>	<i>Offices with the Company</i>	<i>Principal Occupation</i>	<i>Director/Officer Since</i>
John F. Kearney <sup>(1)</sup> Ontario, Canada	Chairman, Chief Executive Officer and Director	Mining Executive Chairman and CEO of Labrador Iron Mines Holdings Limited and Canadian Zinc Corp.	8 May, 2015
Patrick D. Downey <sup>(1)</sup> Ontario, Canada	Director	Chartered Accountant	16 June, 2017
Warren G. MacLeod Nova Scotia, Canada	Director and President of BMC	Mining Executive	16 June, 2017
Terence McKillen Ontario, Canada	Director	Professional Geologist (Retired)	16 June, 2017
Peter McParland Ireland	Director	Business Executive	16 June, 2017
Michael Power <sup>(1)</sup> Ontario, Canada	Director	Professional Engineer	16 June, 2017
Danesh Varma Kingston United Kingdom	Director, Chief Financial Officer	Chartered Accountant	16 June, 2017
Neil J.F. Steenberg Ontario, Canada	Secretary	Lawyer	8 May, 2015

**Notes:**

(1) Member of the Audit Committee.

The directors of Buchans hold office for a term of one (1) year until the next annual meeting of shareholders of Buchans or until their successors are duly elected or appointed. Further information on the directors of Buchans is set out in Information on Buchans Resources Limited which is enclosed with this document.

Buchans is authorised to issue an unlimited number of common shares of no par value, of which 47,814,218 common shares are issued and outstanding as at the date hereof. All of such shares are currently held by Minco. Holders of common shares are entitled to dividends if, as and when declared by the directors, to one vote per common share at meetings of shareholders and to receive the remaining property of Buchans upon the liquidation, dissolution or winding-up of Buchans, whether voluntary or involuntary.

Upon implementation of the Scheme, all of the issued shares of Buchans will be transferred to Minco Shareholders as a return of capital on the following basis:

**For each A Scheme Share: 0.02 Buchans Shares (which is equivalent to 0.10 Buchans Shares for each Minco Share as at the date of the Announcement)**

Please see also Information on Buchans Resources Limited which is enclosed with this document for further information on Buchans.

## **6. INTERESTS IN THE ENLARGED DALRADIAN GROUP**

Based on 478,142,184 Minco Shares in issue as at 26 June 2017, being the latest practicable date prior to the posting of this document, the 15,490,666 New Dalradian Shares in total are to be issued as follows:

- (a) the 11,618,000 New Dalradian Shares in total representing 75 per cent. of the total New Dalradian Shares would be issued in connection with the Offer to the holders of the Minco Shares following the Scheme and the Demerger which represent approximately 4.3 per cent. of Dalradian's Enlarged Issued Share Capital; and
- (b) 3,872,666 New Dalradian Shares in total and representing 25 per cent. of the total New Dalradian Shares would be issued directly to Buchans or its nominee, which would then be wholly owned by Minco Shareholders which represent approximately 1.5 per cent. of Dalradian's Enlarged Issued Share Capital

calculated on the basis of the 252,810,030 Dalradian Shares issued and outstanding as at the close of business on 26 June 2017 (being the last practicable date prior to the date of this document). On this basis, following the Scheme becoming effective, the Existing Dalradian Shareholders will hold 252,810,030 Dalradian Shares representing approximately 94.2 per cent. of the Enlarged Issued Share Capital of Dalradian. The 15,490,666 New Dalradian Shares issued under the Scheme and Demerger will be credited as fully paid and free from all liens, charges and encumbrances whatsoever and will rank pari passu with the Existing Dalradian Shares, including in respect of the right to receive all dividends, distributions and other entitlements made or paid on the Existing Dalradian Shares for which the record date occurs after the date of their issue.

## **7. INTENTIONS OF DALRADIAN REGARDING MINCO**

As a result of the Demerger as discussed in paragraph 3 of this Part I (Letter from the Chairman of Minco plc), on completion of the Scheme, the only asset remaining in Minco will be the Royalty and Minco will not hold any other assets or have employees or other operations. In the Implementation Agreement, Minco and Buchans provide warranties to Dalradian that Minco will not have at the Effective Date any liabilities, including without limitation, in relation to any environmental law or taxation. Buchans has entered into a Deed of Indemnity (Miscellaneous) and a Deed of Indemnity (Taxation) in favour of Minco and Dalradian pursuant to which deeds Buchans has, respectively, agreed to indemnify Minco and Dalradian against any cost or loss incurred by Minco or Dalradian, following the implementation of the Scheme in relation to (a) any liabilities of Minco arising under environmental law and certain other liabilities and (b) any liabilities of Minco for taxation arising prior to or in connection with the implementation of the Scheme.

The Enlarged Dalradian Group will be managed by the current Dalradian Board. All of the Directors of Minco will resign from the Minco Board on completion of the Scheme. Please see paragraph 8 of Part II (Letter from the Chief Executive Officer of Dalradian) of this document for further information.

The strategic plans of Minco will have no repercussions for the employees of Minco since at present Minco has, and on implementation of the Scheme, it will have no employees. Minco does not currently have, and on implementation of the Scheme, Minco will not have any places of business. The sole asset of Minco on implementation of the Scheme will be the Royalty and Minco will have no subsidiaries. The management of Minco consists of the Directors of Minco, each of which will resign on the Scheme becoming effective.

The intention of Dalradian in relation to the Royalty is that it will be consolidated into Dalradian's overall economic interest in the Curraghinalt Gold Project. Following the completion of the Acquisition the Royalty will likely initially be held as an *Exploration and Evaluation* asset in the Financial Statements of Dalradian although it may be determined in the future that there will be requirement for Dalradian to recognise the Royalty as a specific contractual entitlement and accordingly it may ultimately be decided by Dalradian to cancel the Royalty.

The strategic plans of Dalradian will not be altered as a consequence of the acquisition of Minco. Minco will be fully consolidated into the Dalradian Group and Dalradian will continue with its stated plans for the development of the Curraghinalt Gold Project but, as a consequence of the Offer, it will have an increased economic interest therein. Management of Dalradian believes the acquisition of Minco and the consequential increase in the economic interest in the Curraghinalt Gold Project is in the long term best interest of its shareholders.

The acquisition of the Royalty is not anticipated to change Dalradian's business plan for the development of the Curraghinalt Gold Project and Dalradian does not anticipate any repercussions for its employees or the location of Dalradian's business practices.

## **8. IRREVOCABLE UNDERTAKINGS**

Dalradian has received irrevocable undertakings from the Minco Directors (who own shares in Minco), who are together interested in a total of 45,501,528 Minco Shares, representing approximately 9.5 per cent. of Minco's issued share capital on close of business on 31 May 2017 (being the last practicable date prior to the date of the Announcement), to vote (or procure the vote of) such Minco Shares in favour of the Scheme at the Court Meeting and the Resolutions at the Extraordinary General Meeting, respectively. All such irrevocable undertakings will remain binding even if a higher competing offer is made for Minco.

Particulars of these irrevocable undertakings are set out in paragraph 4 of Part II (Letter from the Chief Executive Officer of Dalradian) of this document.

As of the date of this document, Dalradian and parties acting in concert with Dalradian own no Minco Shares.

## **9. THE MINCO DIRECTORS AND THE EFFECT OF THE SCHEME ON THEIR INTERESTS**

Details of the interests of the Minco Directors in Minco Shares are set out in paragraph 4.1 of Part VIII (Additional Information) of this document. Scheme Shares held by the Minco Directors will be subject to the Scheme.

None of the Directors of Minco has a service contract with Minco or its subsidiaries or associated companies with more than twelve months to run save as set out in paragraph 9 of Part VIII (Additional Information) of this document.

Save as set out above, the effect of the Scheme on the interests of the Minco Directors does not differ from its effect on the interests of any other Scheme Shareholder.

The Minco Directors (who own shares in Minco) have given irrevocable undertakings to Dalradian to vote in favour of the Offer (see paragraph 4 of Part II (Letter from the Chief Executive Officer of Dalradian) of this document).

Save as disclosed in paragraph 9 of Part VIII (Additional Information) the total emoluments receivable by Minco Directors will not be varied automatically as a consequence of the Offer and Demerger.

## 10. IMPLEMENTATION AGREEMENT

Under the Implementation Agreement dated 1 June 2017, Minco, Dalradian and Buchans have agreed the terms on which they will co-operate with regard to the implementation of the Offer and the Scheme (including the Demerger). Minco and Dalradian have undertaken to each other to procure the implementation of the Scheme and the completion of the Offer and the Demerger as outlined in this Scheme Document and the Implementation Agreement unless the Implementation Agreement is terminated in accordance with its terms. As soon as practicable after the date of the Implementation Agreement, each of the parties must take or cause to be taken such steps as are within its power and necessary or required and provide each other with such other assistance as may reasonably be required to implement the Scheme and the completion of the Offer and Demerger.

If between the date of the Implementation Agreement and the longstop date of 30 September 2017:

- (a) all of the Conditions are not satisfied or waived;
- (b) the High Court refuses to sanction the Scheme or the Demerger;
- (c) the resolutions are not passed adopting (i) the Scheme at the Court Meeting or (ii) the Demerger Reduction, the Acquisition Reduction and the reclassification of Minco Shares at the EGM;
- (d) the directors of Minco withdraw or materially alter the recommendation of the Scheme provided by them;
- (e) Dalradian or Minco (as the case may be) becomes aware that any representation or warranty given by Minco, Buchans or Dalradian (as the case may be) was untrue, inaccurate or misleading in a material respect at the time given; or
- (f) there has been a material breach by Minco, Buchans or Dalradian (as the case may be) of any other provision of the Implementation Agreement,

Dalradian or Minco (as the case may be) may by notice in writing to the other party at its option terminate the Implementation Agreement.

The Minco Board has resolved to recommend to Minco Shareholders that they vote in favour of (i) the Scheme at the Court Meeting (the “**Scheme Recommendation**”) and (ii) the reclassification of Minco Shares, the Demerger Reduction and the Acquisition Reduction at the EGM. Neither the Minco Board nor any of the directors of Minco shall withdraw or adversely modify the Scheme Recommendation unless Minco has received an offer from any person other than Dalradian that the Minco Board determines in good faith after consultation with Minco’s advisers is more favourable to the Minco Shareholders than the Offer and Demerger (a “**Superior Proposal**”) and the Minco Board has determined in good faith, after consideration with its advisors, that in order for the Board to properly discharge its fiduciary duties it is necessary to withdraw or adversely modify the Scheme Recommendation and to approve or recommend the Superior Proposal. In that case, Minco must provide (a) written notice to Dalradian once such a determination has been made by the Minco Board and (b) Dalradian with a reasonable opportunity to make adjustments in the terms and conditions of the Offer and negotiate in good faith with Dalradian with respect thereto during the five (5) Business Day period after Dalradian has received the notice.

Under the Implementation Agreement Buchans and Minco are providing warranties to Dalradian in relation to certain activities, assets and liabilities of Buchans and Minco. The warranties are qualified by the Disclosure Letter (Minco and Buchans). In addition Dalradian is providing to Minco and Buchans warranties in relation to certain activities, assets and liabilities of Dalradian. The warranties are qualified by the Disclosure Letter (Dalradian). If the Scheme is not implemented: (a) the warranties provided by Buchans and Minco or those of Dalradian expire on the first anniversary of the date of the Implementation Agreement and (b) the maximum liability for Buchans and Minco or Dalradian under the warranties will not exceed C\$200,000. However if the Scheme is implemented: (a) the warranties provided by Buchans and Minco or

those of Dalradian expire on the first anniversary of the Effective Date and (b) the maximum liability of Buchans, Minco or Dalradian will not exceed C\$1,000,000.

Pursuant to the Implementation Agreement Buchans will assume and discharge following the Effective Date the liability for all of the fees and outlay of all of the advisers to Minco (the “**Minco Advisers Invoices**”) which are unpaid at the Effective Date including those fees and outlay incurred in connection with the Scheme and Demerger.

In connection with the warranties provided by Buchans to Dalradian pursuant to the Implementation Agreement, Buchans together with each of the subsidiaries of Buchans, on 1 June 2017 entered into a deed of waiver (the “**Buchans Subsidiaries Waiver**”) whereby on the Effective Date (i.e. conditional on the Scheme being implemented) each of the companies will irrevocably waive all claims of any nature they have against Minco.

#### **11. DEED OF INDEMNITY (MISCELLANEOUS) AND DEED OF INDEMNITY (TAXATION)**

In the Implementation Agreement, Minco and Buchans provide warranties to Dalradian that Minco will not have, at the Effective Date any liabilities, including without limitation, in relation to any environmental law or taxation. Buchans has entered into both a Deed of Indemnity (Miscellaneous) and a Deed of Indemnity (Taxation) in favour of Minco and Dalradian pursuant to which deeds Buchans has, respectively, agreed to indemnify Minco and Dalradian against any cost or loss incurred by Minco or Dalradian, following the implementation of the Scheme in relation to (a) any liabilities of Minco arising under environmental law, to a limit of C\$10 million for a term of ten years, and (b) any liabilities of Minco for taxation arising prior to or in connection with the implementation of the Scheme, to a limit of C\$5 million for a term of five years.

#### **12. ACTION TO BE TAKEN**

Your attention is drawn to the summary of the action to be taken on pages 8 and 9 of this document.

#### **13. TAXATION**

Your attention is drawn to paragraph 10 of Part VIII (Additional Information) of this document, headed “Irish Taxation”. If you are in any doubt as to your own tax position, you should consult an independent financial adviser immediately.

#### **14. FURTHER INFORMATION**

Your attention is drawn to the information set out in the rest of this document including the risk factors detailed in Part IV (Risk Factors) of this document. You are advised to read this document in its entirety and not to rely solely on the information in this letter.

#### **15. RECOMMENDATION**

The Minco Board, which has been so advised by Davy Corporate Finance, considers the terms of the Offer and the Demerger to be fair and reasonable. In providing its advice, Davy Corporate Finance has taken into account the commercial assessments of the Minco Board. Accordingly, the Minco Board unanimously recommends that Minco Shareholders vote in favour of the Offer and the Demerger and the Resolutions at the Meetings, as the members of the Minco Board who hold Minco Shares have irrevocably undertaken to do in respect of their beneficial holdings totalling 45,501,528 Minco Shares, representing approximately 9.5 per cent. of the total existing issued ordinary share capital of Minco on 31 May 2017 (being the last practicable date prior to the date of the Announcement).

Yours faithfully

**John F. Kearney**  
*Chairman*

**MINCO PLC**

## PART II

### LETTER FROM THE CHIEF EXECUTIVE OFFICER OF DALRADIAN

28 June 2017

To Minco Shareholders

#### RECOMMENDED OFFER FOR MINCO PLC BY DALRADIAN RESOURCES INC. AND THE DEMERGER OF BUCHANS RESOURCES LIMITED TO MINCO SHAREHOLDERS

Dear Shareholder

#### 1. BACKGROUND TO AND REASONS FOR THE OFFER

On 21 March 2017, Minco announced pursuant to Rule 2.4 of the Takeover Rules that it was in discussions regarding a possible offer from Dalradian for the acquisition by Dalradian of Minco to be implemented by way of the Scheme and the Demerger. Following further negotiations between the parties, on 1 June 2017 Minco and Dalradian published the Announcement setting out the terms of the Scheme and Demerger. The acquisition of the Royalty will result in Dalradian holding an increased economic interest in the Curraghinalt Gold Project and management of Dalradian believe that the acquisition of Minco and the consequential increase in the economic interest in the Curraghinalt Gold Project is in the long term best interest of its shareholders.

#### 2. THE CONSIDERATION

Pursuant to the terms of the Offer, which is subject to the Conditions, each shareholder of Minco who appears on the register of members of Minco at the Scheme Record Time (“**Scheme Shareholders**”) will be entitled to receive:

##### **For each B Scheme Share: 0.0242982110 New Dalradian Shares (the “Share Consideration”)**

Entitlements to New Dalradian Shares will be rounded down to the nearest whole number of Dalradian Shares. The Royalty Disposal together with the related matters set out below will see the issue and allotment of 15,490,666 New Dalradian Shares in total.

Based on the VWAP of C\$1.2911, the total value of the 15,490,666 New Dalradian Shares would be C\$20 million (£12,106,537 based on a C\$/£ Exchange Rate of C\$1.652:£1.00).

Based on the VWAP and the C\$/£ Exchange Rate, the Royalty Disposal would attribute a value to each Minco Share of 2.532 pence which represents:

- a premium of approximately 91.1 per cent. to the Closing Price of 1.325 pence per Minco Share on 20 March 2017, being the last Business Day prior to the commencement of the Offer Period;
- a premium of approximately 111.1 per cent. to Minco’s volume weighted average share price of 1.199 pence over the 30 trading day period ended 20 March 2017, being the last Business Day prior to the commencement of the Offer Period; and
- a premium of approximately 119.6 per cent. to Minco’s volume weighted average share price of 1.153 pence over the 90 trading day period ended 20 March 2017, being the last Business Day prior to the commencement of the Offer Period.

Based on the VWAP and the C\$/£ Exchange Rate, the Offer would attribute a value to each B Scheme Share of £0.019/C\$0.031 which would be C\$15 million (£9,079,903) in total.



On this basis, the Offer and the Share Consideration represents:

- a premium of approximately 43.3 per cent. to the Closing Price of 1.325 pence per Minco Share on 20 March 2017, being the last Business Day prior to the commencement of the Offer Period;
- a premium of approximately 58.4 per cent. to Minco's volume weighted average share price of 1.119 pence over the 30 trading day period ended 20 March 2017, being the last Business Day prior to the commencement of the Offer Period; and
- a premium of approximately 64.7 per cent. to Minco's volume weighted average share price of 1.153 pence over the 90 trading day period ended 20 March 2017, being the last Business Day prior to the commencement of the Offer Period.

As part of the Scheme and upon the Demerger taking effect, Scheme Shareholders will be entitled to receive:

**For each A Scheme Share: 0.02 Buchans Shares (which is equivalent to 0.10 Buchans Shares for each Minco Share as at the date of the Announcement)**

Upon the Scheme and the Demerger taking effect, 3,872,666 New Dalradian Shares, which would be 25 per cent. of the total New Dalradian Shares, would be issued to Buchans or its nominee which, based on the VWAP would be valued at C\$5 million in total (£3,026,634 based on the C\$/£ Exchange Rate).

Minco Shareholders should note that the value of the New Dalradian Shares that they will ultimately receive (assuming the Scheme is implemented and becomes effective in accordance with its terms) will depend upon the market value of New Dalradian Shares received by them on the Effective Date, and this value may vary, as Dalradian is a public company whose shares are admitted to trading on AIM and listed on the TSX.

### **3. RISK FACTORS AND INVESTMENT CONSIDERATIONS IN RESPECT OF THE CONSIDERATION**

Your attention is drawn to the information set out in Part IV (Risk Factors) of this document in respect of the risks relating to the New Dalradian Shares.

### **4. IRREVOCABLE UNDERTAKINGS**

Dalradian has received irrevocable undertakings from each of the Minco Directors (who own shares in Minco), who are together interested in a total of 45,501,528 Minco Shares, representing approximately 9.5 per cent. of Minco's issued share capital on close of business on 31 May 2017 (being the last practicable date prior to the date of the Announcement), to vote (or procure the vote of) such Minco Shares in favour of the Scheme at the Court Meeting and the Resolutions at the Extraordinary General Meeting, respectively. All such irrevocable undertakings will remain binding even if a higher competing offer is made for Minco.

As of the date of this document, Dalradian or parties acting in concert with Dalradian own no Minco Shares.

### **5. INFORMATION ON DALRADIAN**

Dalradian is a gold exploration and development company and is involved in the acquisition, exploration and evaluation of mineral properties in Northern Ireland. Dalradian's current focus is on advancing its flagship property located in Northern Ireland, United Kingdom, which is a high-grade lode gold deposit referred to herein as the "Curraghinalt Gold Project" or "Curraghinalt". Dalradian is nearing the end of a work program in support of a planning (permitting) application for construction of an operating mine at the Curraghinalt Gold Project as described in further detail below.

Dalradian has one wholly-owned material subsidiary, Dalradian Gold Limited ("Subco") incorporated under the laws of Northern Ireland, which holds the Northern Ireland Properties (as defined below) in the counties of Tyrone and Londonderry on which the Curraghinalt Gold Project is located.



Subco, holds a 100 per cent. interest in option agreements and prospecting licences, subject to the royalties described below, covering approximately 122,000 hectares, consisting of six contiguous licence areas (such areas being referred to as “**DG1**”, “**DG2**”, “**DG3**” “**DG4**” “**DG5**” and “**DG6**” respectively), and collectively referred to herein as the “**Northern Ireland Properties**”. There are two elements comprising this interest for each of the six licence areas: (a) option agreements for mining leases entered into with the Crown Estate Commissioners (the “**CEC**”), for gold and silver (the “**CEC Mining Lease Option Agreements**”); and (b) prospecting licenses entered into with the Department for Economy “**DFE**” formerly known as the Department of Enterprise and Trade for base metals (the “**DFE Prospecting Licences**”).

On March 11, 2016, Subco finalised renewals of DG1 – DG4 CEC Mining Lease Option Agreements using a new standard form of CEC agreement, and entered into additional CEC Mining Lease Option Agreements for DG5 and DG6, each with a commencement date of January 1, 2016 and an initial expiry date of December 31, 2021. The CEC Mining Lease Option Agreements have a six-year term, with an option to extend the term for up to an additional four years (together, the “**Option Period**”). An extension will only be granted if there is satisfactory evidence that Subco has made significant progress towards obtaining and has submitted an application for the requisite planning permission for the exploration and mining of gold and silver (and including access to and from the surface land) within the mining area (the “**Planning Permission**”). Pursuant to the terms of the CEC Mining Lease Option Agreements, Subco can exercise its option and require the CEC to grant a mining lease (in a form as agreed and appended to the CEC Mining Lease Option Agreements) (the “**Mining Lease**”) over the relevant part of the licence area, provided that either of the following have been obtained: (i) the grant of a Planning Permission, or (ii) confirmation by the Department of Infrastructure that it intends to grant Planning Permission subject only to the finalisation of planning obligations or conditions or the execution of a planning agreement. The Mining Lease, will among other things, set out the terms, conditions, obligations and certain rent and royalty payments to be made in connection with Subco’s right to discover, extract and sell gold and silver from the relevant areas.

The DFE Prospecting Licences for DG1 and DG2 were issued in 2013 and are currently in their first two-year extension term which runs from January 1, 2016 to December 31, 2017. They are eligible for one more, two-year extension. The DFE Prospecting Licences for DG3 and DG4 completed their second two-year extension term on April 23, 2017 and Dalradian’s applications for new prospecting licences in relation to these areas are being processed by the DFE. On 23 June, 2016, Subco was granted DFE Prospecting Licences for DG5 and DG6 with a commencement date of 1 June, 2016 and an expiry date of 31 May, 2022. A DFE Prospecting Licence cannot be extended beyond six years from the date of grant, however, at the end of the second two-year extension, Subco may apply for a new DFE Prospecting Licence over the same area. Applications for new DFE Prospecting Licences for DG1 and DG2 will be required in 2019 and for DG5 and DG6 in 2021.

During 2015 and 2016, Dalradian purchased surface rights for a potential mine site processing plant and associated facilities in proximity to the Curraghinalt Gold Project. Substantially all of the required land has been secured.

Dalradian does not hold any other relevant licences, options or titles and Dalradian’s main focus is on advancing the Curraghinalt Gold Project in the DG1 area.

DG1 contains the Curraghinalt Gold deposit, on which Dalradian has estimated proven and probable mineral reserves of 1.44 million ounces Au and 0.66 million ounces Ag (contained in 5.24 million tonnes at 8.54 g/t Au and 3.9 g/t Ag) , a subset of measured and indicated mineral resources of 2.10 million ounces Au (contained in 5.61 million tonnes at 11.61 g/t Au) and inferred mineral resources of 2.31 million ounces Au (contained in 7.13 million tonnes at 10.06 g/t Au), in each case using a cut-off grade of 5.0 g/t Au and a gold price of US\$1,200/ounce. Mineral resources which are not mineral reserves do not have demonstrated economic viability. For further details please refer to Dalradian’s technical report prepared in accordance with National Instrument 43-101 (“**NI 43-101**”) entitled “NI 43-101 Feasibility Study Technical Report on the Curraghinalt Gold Project, Northern Ireland” with an effective date of 12 December, 2016 (the “**Technical Report**”), and prepared by (i) Garrett Macdonald, P.Eng. Michael Makarenko, P.Eng., Stacy Freudigmann, P.Eng. and Indi Gopinathan, P.Eng., each of JDS Energy & Mining Inc; (ii) William Harding,

C.Geol. of SRK Consulting (UK) Ltd.; and (iii) Jean-Francois Couture, P. Geo, Bruce Murphy, P.Eng., and Cam Scott, P.Eng., each of SRK Consulting (Canada) Inc., each of whom is a “qualified person” for the purpose of NI 43-101. The Technical Report is filed under Dalradian’s profile on www.sedar.com.

As provided in the CEC Mining Lease Option Agreements, a 4 per cent. royalty will be payable to the CEC upon production and sale of silver and/or gold on the Northern Ireland Properties. On completion of the Scheme, the Royalty payable by Subco to Minco pursuant to the Royalty Agreement, will be acquired by Dalradian.

Dalradian’s primary goal is develop the Curraghinalt Gold Project in a socially and environmentally responsible manner and to ultimately increase its portfolio of gold and base metal resources in Northern Ireland by employing systematic, modern exploration techniques. Although the principal business of Dalradian is currently the exploration and development of the Northern Ireland Properties, Dalradian remains open to reviewing additional opportunities and, if appropriate, completing acquisitions that may enhance shareholder value.

Dalradian is in the process of completing an environmental and social impact assessment (“ESIA”) in support of a planning (permitting) application to build a mine at the Curraghinalt gold deposit in Northern Ireland, submission of which is targeted during 2017. Dalradian continues to engage in numerous formal and informal stakeholder and community consultations to promote an understanding of the Curraghinalt Gold Project and transparency with respect to Dalradian’s operations.

For 2017, a work program has been outlined in support of enhancing the Curraghinalt Gold Project. The program includes infill, step-out and geotechnical drilling (approximately 40,000 metres in total), geotechnical studies and ore-sorting tests. ESIA, permitting and stakeholder relations activities will continue in support of the planning application. Regional exploration will continue across all of the licence areas.

The scientific and technical information on Dalradian’s Curraghinalt Gold Project contained in this document has been reviewed and approved by Eric Tremblay, P. Eng., a mining engineer and the Chief Operating Officer of Dalradian, who is also a “qualified person” for the purpose of NI 43-101.

## **6. IMPLEMENTATION AGREEMENT**

Minco, Buchans and Dalradian have entered into the Implementation Agreement on 1 June 2017 which contains certain obligations and commitments in relation to the implementation of the Scheme and Demerger and related issues. Please see paragraph 10 in Part 1 (Letter from the Chairman of Minco plc) for further details.

## **7. DEED OF INDEMNITY (MISCELLANEOUS) AND DEED OF INDEMNITY (TAXATION)**

Buchans has entered into both a Deed of Indemnity (Miscellaneous) and a Deed of Indemnity (Taxation) in favour of Minco and Dalradian pursuant to which deeds Buchans has, respectively, agreed to indemnify Minco and Dalradian against certain liabilities of Minco arising prior to or in connection with the implementation of the Scheme. Buchans and the subsidiaries of Buchans have entered into the Buchans Subsidiaries Waiver in connection with the Implementation Agreement. Please see paragraph 11 in Part 1 (Letter from the Chairman of Minco plc) for further details.

## **8. DIRECTORS, MANAGEMENT, EMPLOYEES AND BUSINESS OF THE ENLARGED DALRADIAN GROUP**

As a result of the Demerger as set out in paragraphs 3 and 4 of Part I (Letter from the Chairman of Minco plc) in this Scheme Document, on completion of the Scheme, the only asset remaining in Minco will be the Royalty and Minco will not hold any other assets or have employees or other operations.

The Enlarged Dalradian Group will be managed by the current Dalradian Board. All of the Directors of Minco will resign from the Minco Board on completion of the Scheme.

Biographies for the directors of Dalradian are set out below:

**James E. Rutherford** – *Non-Executive Chairman; Corporate Social Responsibility Committee, Chair; Audit Committee – Independent*

Mr. Rutherford has more than 25 years of experience in investment banking and investment management, both as an institutional investor and analyst and, since November 2013, has served as a director of Anglo American plc, one of the largest UK-listed diversified mining companies. Between 1997 and 2013, he was a senior vice president of Capital International Investors (a division of Capital Group, one of the world's largest and longest established investment management companies), with responsibility for investments in the mining and metals industry. Prior to joining Capital Group, Mr. Rutherford was an investment analyst with HSBC James Capel's global mining team, based in New York. He also held analyst roles with Credit Lyonnais and CRU International. He received his Bachelor of Science in Economics and Computer Science from Queen's University, Belfast (UK) and gained his Master of Arts in Development Economics from the University of Sussex (UK).

**Dr. Nicole Adshead-Bell** – *Audit Committee; Safety, Health and Environmental Affairs Committee; Corporate Social Responsibility Committee – Independent*

Dr. Adshead-Bell has over 20 years of experience in the mining sector and capital markets most recently, as the Director of Mining Research at Sun Valley Gold LLC; a US based, SEC registered investment advisor focused on the precious metals sector. She also sits on the board of Pretium Resources Inc., Beadell Resources Ltd. and is the President of Cupel Advisory Corp. Previously, she was a Managing Director at Haywood Securities Inc., where she focused on building the company's M&A and financing business in the mining sector. Earlier in Dr. Adshead-Bell's career, she was a sell-side analyst at Dundee Securities Corp. and acted as a geological consultant for a range of mining companies. She was also previously a director of Vista Gold Corp. and Silver Bull Resources Inc. Dr. Adshead-Bell holds a Bachelor of Science Degree, a First Class Honours Degree in Geology, and a Ph.D. in Geology from James Cook University in North Queensland, Australia.

**Patrick F. N. Anderson** – *President, Chief Executive Officer and Director*

Mr. Anderson is an exploration geologist, entrepreneur and business executive with over 20 years of experience working in the resource sector. After graduating with a geology degree from the University of Toronto, he moved to Venezuela to work as the resident project geologist on a successful kimberlite exploration program. Since then, he has been a consulting geologist on gold, base metals and diamond projects for junior explorers, major producers and mineral industry consulting firms in South America, North America and Europe. Mr. Anderson was a director, President, Chief Executive Officer and co-founder of Aurelian Resources Inc. ("**Aurelian**") which discovered a 13.7 million ounce gold deposit in 2006 and was acquired by Kinross Gold in 2008. Mr Anderson sits on the board of Osisko Mining Inc. and Strongbow Exploration Inc. He was named Mining Man of the Year by The Northern Miner in 2009 and received the Prospectors and Developers Association of Canada's ("**PDAC**") Thayer Lindsley award for an international mineral discovery in 2008.

**Patrick G. Downey** – *Safety, Health and Environmental Affairs Committee, Chair; Governance Nominating and Compensation Committee; Corporate Social Responsibility Committee – Independent*

Mr. Downey has over 30 years of international experience in the resource industry. In May 2017, Mr Downey was appointed President and Chief Executive Officer of Oreozone Gold Corporation ("**Oreozone**") and previous to that, Mr. Downey was the President and Chief Executive Officer of Elgin Mining Inc. ("**Elgin Mining**"), which was acquired by Mandalay Resources Inc. in June of 2014. Prior to joining Elgin Mining, Mr. Downey held the position of President, Chief Executive Officer and Director of Aura Minerals Inc. Mr. Downey was also President, Chief Executive Officer and a director of Viceroy Exploration Ltd. before its acquisition by Yamana Gold Inc. in 2006. He also served as President of Oliver Gold Corporation and completed the merger of that company to form Canico Resource Corp., which was subsequently purchased by Vale Corporation for over \$800 million. He has held numerous senior engineering positions at several large scale gold mining operations and has also held operating positions at several mining projects

for Anglo American Corporation in South Africa. Mr. Downey is currently a director of Orezone, Victoria Gold Corporation, Pan Global Resources Inc. and GFG Resources Inc. Mr. Downey holds a Bachelor of Science (Hon.) degree in Engineering from Queen's University in Belfast, Ireland.

**Ronald P. Gagel** – *Audit Committee, Chair – Independent*

Mr. Gagel is a chartered professional accountant with more than 35 years of professional experience, predominantly in the mining sector. In January 2013, Mr. Gagel became the Executive Vice President and Chief Financial Officer of TMAC Resources Inc., a publicly traded Canadian emerging gold producer. Mr. Gagel is currently a director of Stonegate Agricom Ltd., and has also been a director of other public companies including HudBay Minerals Inc., Central Sun Mining Inc. (now part of B2Gold Corp.), Adriana Resources Inc. (now Sprott Resources Holding Inc.) and FNX Mining Company Inc. (“**FNX**”). Mr. Gagel had joined FNX in 2005 as Vice President and Chief Financial Officer and became Senior Vice President and Chief Financial Officer in 2006, a position he held until May 2010 upon the acquisition of FNX by Quadra Mining Ltd. (subsequently acquired by KGHM International Inc.). From 1988 to 2004, Mr. Gagel was at Aur Resources Inc. holding roles of increasing responsibility including Vice President and Chief Financial Officer from 1999 to 2004. Mr. Gagel was a director of PDAC from 1997 to 2015 and was the 2013 recipient of the PDAC Distinguished Service Award. He has been the Chairman of a CPA Canada PDAC IFRS committee that produces Viewpoints on IFRS accounting issues for the mining industry since its inception in 2011. Mr. Gagel received his C.A. designation in 1981 with Coopers & Lybrand LLP (now PricewaterhouseCoopers LLP) and holds a Bachelor of Commerce, Honours Business Administration from the University of Windsor and a Bachelor of Science, Honours Zoology from the University of Western Ontario.

**Thomas J. Obradovich** – *Governance Nominating and Compensation Committee – Independent*

Mr. Obradovich has more than 30 years of experience in mining exploration, development and financing. He sits on the board of Barkerville Gold Mines Ltd. (“**Barkerville**”) and is President and Chief Executive Officer of Canadian Continental Exploration Corp. He was one of the key individuals behind Aurelian, which discovered the Fruta Del Norte gold deposit in Ecuador. He was also the co-founder of Canadian Royalties Inc., which discovered and developed the Raglan south nickel belt. Mr. Obradovich acquired most of the Matachewan gold camp and through a reverse takeover of Young-Davidson Mines Ltd., upgraded and doubled the resource which was subsequently acquired by Northgate Minerals in 2005. Mr. Obradovich is a graduate of the Haileybury School of Mines in mining technology and advanced field geophysics.

**Sean E. O. Roosen** – *Safety, Health and Environmental Affairs Committee – Independent*

Mr. Roosen has been the Chairman and Chief Executive Officer of Osisko Gold Royalties Ltd. since June 2014. Prior to this, he was the President and Chief Executive Officer of Osisko Mining Corporation (“**Osisko Mining**”), which he co-founded. He led the transition of Osisko Mining from a junior exploration company to a leading intermediate gold producer. He was responsible for leading the strategic development of Osisko Mining and was instrumental in securing the necessary financing to fund the development of the \$1 billion Canadian Malartic Mine, Osisko Mining's flagship asset. Mr. Roosen is a founding member and supervisory board member of EurAsia Resource Holdings A.G., a European based venture capital fund. He is also a director of EurAsia Resource Value S.E. Mr. Roosen is Chairman (or Co-Chairman) of the following publicly listed companies: Barkerville Gold Mines Ltd., Condor Petroleum Inc., Osisko Mining Inc. and Falco Resources Ltd. Mr. Roosen is a graduate of the Haileybury School of Mines and has had various progressive positions in the mining industry both domestically and internationally.

**Jonathan Rubenstein** – *Governance Nominating and Compensation Committee, Chair; Audit Committee – Independent (Acc.Dir)*

Mr. Rubenstein practiced law from 1976 until 1994 and has been a mining executive and corporate director since that time. In 2001, Mr. Rubenstein was one of the founders of Canico Resources Corp., where he served as a director and as Vice President & Corporate Secretary. Mr. Rubenstein was instrumental in the negotiations for the 2005 acquisition of Canico Resources Corp. by Companhia Vale do Rio Doce. Mr. Rubenstein was also a director of Cumberland Resources Ltd. from 1983 to 2007 and was on the Special



Committee for the Agnico-Eagle Mines Ltd. takeover in 2007. From 2006 to 2008, Mr. Rubenstein was a director for Aurelian Resources Inc. and on the Special Committee for the takeover bid by Kinross Gold Corp. in 2008. As the Vice President, Corporate Affairs for Sutton Resources Ltd., he also played a key role in the takeover of that company by Barrick Gold Corporation in 1999. He is currently the Chairman and a director of MAG Silver Corp., and a director of Detour Gold Corporation, Eldorado Gold Corporation, and Roxgold Inc. Mr. Rubenstein obtained his Bachelor of Arts from Oakland University and an LL.B from the University of British Columbia.

## **9. DELISTING AND CANCELLATION OF TRADING**

Prior to the Scheme becoming effective, application will be made to the London Stock Exchange to cancel the admission to trading on AIM of the Minco Shares. Following the Scheme becoming effective, Minco will become a wholly owned subsidiary of Dalradian and will cease to be a reporting issuer in Canada and will cease to have its shares admitted to trading on any market. Dalradian intends to re-register Minco as a private company under the relevant provisions of the Act as soon as practicable after cancellation of trading of the Minco Shares on AIM.

## **10. FINANCIAL EFFECTS OF THE OFFER**

As a result of and following the Scheme becoming effective, the sole asset that Minco will own following completion of the Offer will be the Royalty. As at 31 December 2016, being the date to which the audited accounts of Minco are made, and under Minco's historical accounting policies, Minco had consolidated net assets with a value of US\$15,366,000, of which US\$408,000 is attributable to the Royalty. A fair value assessment of the Royalty will be required to be carried out under Dalradian's accounting policies following completion of the Offer to determine the on-going tangible and intangible carrying values at which the Royalty will be carried on Dalradian's balance sheet. However, it is initially envisaged by Dalradian that the Royalty will have a value assigned based on the value of the consideration paid by Dalradian pursuant to the Offer at the Effective Date. The Royalty is expected to be accounted for by Dalradian following completion of the Offer as an asset in its consolidated accounts. No accounting impact is expected from the Demerger on Dalradian's financial statements.

## **11. ISSUANCE OF NEW DALRADIAN SHARES**

Pursuant to the rules of the TSX, if the Scheme were to result in an issuance of greater than 25 per cent. of the currently outstanding Dalradian Shares, the rules would require that Dalradian obtain majority shareholder approval for the issuance of the New Dalradian Shares at a duly constituted shareholders meeting. The number of New Dalradian Shares to be issued pursuant to the Scheme represents approximately 6.1 per cent. of the currently issued and outstanding Dalradian Shares. Therefore, approval by the shareholders of Dalradian is not required under Canadian securities laws in connection with the Scheme.

Applications will be made by Dalradian, subject to the Scheme taking effect, to list the New Dalradian Shares on the TSX and for the admission of the New Dalradian Shares to trading on AIM. It is expected that Admission and listing of the New Dalradian Shares will become effective and trading will commence on or about the Effective Date.

## **12. DETAILS OF THE SHARE CAPITAL OF DALRADIAN**

Dalradian is authorised to issue an unlimited number of Dalradian Shares. As of the 26 June 2017 (being the latest practicable date), 252,810,030 Dalradian Shares were issued and outstanding as fully paid and non-assessable. In addition, as of the 26 June 2017 (being the latest practicable date), the following rights which are convertible into Dalradian Shares are issued and outstanding: (i) warrants exercisable for 38,785,412 Dalradian Shares (with expiry dates of 31 July 2017 and 7 October 2017), (ii) options exercisable for 7,931,666 Dalradian Shares, (iii) restricted share units redeemable for 1,375,000 Dalradian Shares, or a cash amount, in each case in accordance with the restricted share unit plan, and (iv) deferred share units

redeemable for 294,000 Dalradian Shares, or a cash amount, in each case in accordance with the deferred share unit plan.

Holders of the Dalradian Shares are entitled to receive notice of and attend all meetings of shareholders of Dalradian, except meetings at which only holders of another class or series of shares are entitled to attend, and shall be entitled to cast one vote per Dalradian Share on all matters to be voted on at all such meetings. Holders of the Dalradian Shares are entitled to receive on a *pro rata* basis such dividends if, as and when declared by the Dalradian Board at its discretion and, unless otherwise provided by legislation, subject to the rights of the holders of any other class or series of shares ranking senior to the Dalradian Shares. Dalradian does not anticipate it will pay dividends until profits, available cash flow and capital requirements allow.

In the event of any liquidation, dissolution or winding-up of Dalradian or other distribution of assets of Dalradian among holders of the Dalradian Shares for the purpose of winding-up its affairs, the holders of Dalradian Shares shall be entitled, subject to the rights of the holders of any other class or series of shares ranking senior to the Dalradian Shares, to receive on a *pro rata* basis the remaining property or assets of Dalradian available for distribution, after the payment of debts and other liabilities. The Dalradian Shares do not carry any pre-emptive, subscription, conversion or redemption rights, nor do they contain any sinking or purchase fund provisions.

The Dalradian Shares are listed and traded on the TSX under the symbol “DNA” and are admitted to trading on the AIM market of the London Stock Exchange under the symbol “DALR”.

### **13. RECOMMENDATION BY THE MINCO BOARD**

The attention of Minco Shareholders is drawn to the recommendation of the Minco Board, set out in Part I (Letter from the Chairman of Minco plc) of this document. The Minco Board is unanimously recommending that Minco Shareholders vote in favour of the Offer and the Demerger and the Resolutions.

### **14. ACTION TO BE TAKEN**

Your attention is drawn to the summary of the action to be taken on pages 8 and 9 of this document.

Yours faithfully

**Patrick Anderson**

*President, Chief Executive Officer and Director*

**DALRADIAN RESOURCES INC.**

## PART III

### EXPLANATORY STATEMENT

(IN COMPLIANCE WITH SECTION 452 OF THE ACT)

Davy Corporate Finance

Davy House, 49 Dawson Street, Dublin 2, Ireland [www.davy.ie](http://www.davy.ie)  
T +353 1 679 6363 F +353 1 679 6366 [dcf@davy.ie](mailto:dcf@davy.ie)



Davy Corporate Finance  
Davy House  
49 Dawson Street  
Dublin 2

28 June 2017

#### To Minco Shareholders

Dear Minco Shareholder

### RECOMMENDED OFFER FOR MINCO PLC BY DALRADIAN RESOURCES INC. AND THE DEMERGER OF BUCHANS RESOURCES LIMITED TO MINCO SHAREHOLDERS

#### 1. INTRODUCTION

On 1 June 2017 the Minco Board and the Dalradian Board announced that they had reached agreement on the terms of a recommended acquisition of the entire issued and to be issued ordinary share capital of Minco by Dalradian by way of a High Court-sanctioned scheme of arrangement under Chapter 1 of Part 9 of the Act involving capital reductions of Minco. As part of the Offer, Minco will demerge its wholly owned subsidiary, Buchans, from Minco to the Minco Shareholders.

#### 2. THE OFFER AND DEMERGER

It is intended that the Offer and the Demerger will be implemented by way of a High Court-sanctioned Scheme of Arrangement under Chapter 1 of Part 9 of the Act. The Scheme is set out in full in Part V (Scheme of Arrangement) of this document. The Scheme is also subject to the Conditions, details of which are set out in full in Part VI (Conditions to and further terms of the Offer and the Scheme).

To effect the Offer, it is proposed that the Minco Shares shall be subdivided into two separate classes of shares, A Ordinary Shares and B Ordinary Shares to take effect on the Hearing Record Date. For every one Minco Share in issue on the Hearing Record Date, a shareholder of Minco will receive one A Ordinary Share and one B Ordinary Share as at that date. The Directors will make a bonus issue of A Ordinary Shares to the shareholders of Minco on the Hearing Record Date on the basis of four A Ordinary Shares for every one A Ordinary Share held by a shareholder of Minco on that date. It is not intended to issue share certificates or to credit CREST accounts in respect of the A Ordinary Shares and B Ordinary Shares on the Subdivision and the Bonus Issue.

The Offer and the Demerger will be effected by means of a Scheme of Arrangement between Minco and the shareholders of Minco pursuant to Chapter 1 of Part 9 of the Act and, in addition, the Demerger Reduction and the Acquisition Reduction will be effected under Sections 84 to 86 of the Act.

Pursuant to the terms of the Offer, if it becomes effective, each shareholder of Minco who appears on the register of members of Minco at the Scheme Record Time will be entitled to receive:

**For each B Scheme Share: 0.0242982110 New Dalradian Shares (the “Share Consideration”)**

Based on the VWAP and the C\$/£ Exchange Rate, the Offer would attribute a value to each B Scheme Share of £0.019/C\$0.031 which would be C\$15 million (£9,079,903) in total.



On this basis, the Offer and the Share Consideration represents:

- a premium of approximately 43.3 per cent. to the Closing Price of 1.325 pence per Minco Share on 20 March 2017, being the last Business Day prior to the commencement of the Offer Period;
- a premium of approximately 58.4 per cent. to Minco's volume weighted average share price of 1.119 pence over the 30 trading day period ended 20 March 2017, being the last Business Day prior to the commencement of the Offer Period; and
- a premium of approximately 64.7 per cent. to Minco's volume weighted average share price of 1.153 pence over the 90 trading day period ended 20 March 2017, being the last Business Day prior to the commencement of the Offer Period.

As part of the Scheme and upon the Demerger taking effect, each shareholder of Minco who appears on the register of members of Minco at the Scheme Record Time will be entitled to receive:

**For each A Scheme Share: 0.02 Buchans Shares (which is equivalent to 0.10 Buchans Shares for each Minco Share as at the date of the Announcement)**

Entitlements to New Dalradian Shares and Buchans Shares will be rounded down to the nearest whole number of New Dalradian Shares and Buchans Shares respectively. Fractions of New Dalradian Shares and Buchans Shares will not be allotted, issued or transferred to Scheme Shareholders.

Assuming the Scheme becomes effective, Minco will become a wholly owned subsidiary of Dalradian and Buchans will be demerged from Minco on the Effective Date.

Dalradian is a public company incorporated under the laws of the Province of Ontario, Canada. Its shares are admitted to trading on AIM and listed on the TSX. Admission and listing of the New Dalradian Shares is expected to take place on or about the Effective Date of the Scheme. Further information on Dalradian is set out in Part II (Letter from the Chief Executive Officer of Dalradian) of this document.

Buchans is a private company incorporated under the laws of the Province of Ontario, Canada. It is a wholly owned subsidiary of Minco. Its shares are not currently listed on any stock exchange nor admitted to trading on any market. Further information on Buchans is set out in paragraph 5 of Part I (Letter from the Chairman of Minco plc) and in Information on Buchans Resources Limited which is enclosed with this document.

Minco Shareholders should note that the value of the New Dalradian Consideration Shares that they will ultimately receive (once the Scheme is implemented and becomes effective in accordance with its terms) will depend upon the market value of New Dalradian Consideration Shares received by them on the Effective Date, and this value may vary, as Dalradian is a public company whose shares are admitted to trading on AIM and listed on the TSX.

The Deferred Shares in Minco have no economic value as the rights attaching to the Deferred Shares do not carry any voting rights and have no entitlement to attend general meetings of Minco, nor do they have any right to participate in any dividend or other distribution and no right to participate in a return of capital unless on a winding up the holders of the Minco Shares first receive a repayment of capital paid up on the Minco Shares plus an amount of €12,697.38 per Minco Share. The Deferred Shares do not form part of the Scheme and are not included within the definition of Scheme Shares. Consequently holders of Deferred Shares have no rights to attend, participate nor vote at the Court Meeting or at the Extraordinary General Meeting. It is proposed, (in accordance with the rights attaching to the Deferred Shares pursuant to Regulation 3(b) of the Articles) that in the event the Scheme becomes effective, Minco will procure the transfer of all of the Deferred Shares to Dalradian for a nominal sum of €1.

### **3. STRUCTURE OF THE SCHEME**

#### **3.1 Introduction**

It is intended that the Offer and the Demerger will be effected by means of a High Court-approved scheme of arrangement between Minco and the Scheme Shareholders under Chapter 1 of Part 9 of the Act.

The purpose of the Scheme is to enable Dalradian to become the owner of the entire issued and to be issued B Ordinary Shares in the capital of Minco, which are in issue at the Scheme Record Date, such that Minco becomes a wholly owned subsidiary of Dalradian with the B Scheme Shareholders to become the holders of New Dalradian Consideration Shares (representing 4.3% of the Enlarged Issued Share Capital (calculated on the basis of the 252,810,030 Dalradian Shares issued and outstanding as at the close of business on 26 June 2017 (being the latest practicable date prior to the date of this document)) and the A Scheme Shareholders to become the holders of the entire issued share capital of Buchans. The Demerger Reduction and the Acquisition Reduction pursuant to Sections 84 to 86 of the Act are subject to the sanction of the High Court. The procedure involves an application by Minco to the High Court to sanction the Scheme at the Court Hearing in consideration for which the Scheme Shareholders will, under the terms of the Scheme, receive the New Dalradian Consideration Shares and the transfer of Buchans Shares. The Scheme provides that, if it becomes effective, New Minco Shares will be issued to Dalradian or its nominee in consideration for the issue of the New Dalradian Consideration Shares to the B Scheme Shareholders and the transfer in specie of Buchans Shares to the A Scheme Shareholders.

To effect the Offer, it is proposed that the Minco Shares shall be subdivided into two separate classes of shares, A Ordinary Shares and B Ordinary Shares to take effect on the Hearing Record Date. For every one Minco Share in issue at the Hearing Record Time, a shareholder of Minco will be the owner of one A Ordinary Share and one B Ordinary Share as at that date. The Directors will make a bonus issue of A Ordinary Shares to the shareholders of Minco on the Hearing Record Date on the basis of four A Ordinary Shares for every one A Ordinary Share held by a shareholder of Minco on that date. It is not intended to issue share certificates or to credit CREST accounts in respect of the A Ordinary Shares and the B Ordinary Shares on the Subdivision and the Bonus Issue.

As a result of the Demerger Reduction, the entire A Ordinary Shares in issue in the capital of the Company and the share premium account of Minco will be cancelled and the sum of EUR39,317,449 arising on such cancellations shall be applied as follows:

- (a) EUR24,874,477 shall be transferred to Minco's reserves as a realised profit and part of which shall be applied in eliminating the deficit in the distributable reserves of Minco.
- (b) EUR14,442,972 shall be applied in transferring in specie the entire issued share capital of Buchans to the A Scheme Shareholders on terms that each A Scheme Shareholder shall receive 0.02 Buchans Shares for each A Scheme Share held by an A Scheme Shareholder at the Scheme Record Time; and

As a result of the Acquisition Reduction the entire B Ordinary Shares (save for one B Ordinary Share) in issue in the capital of Minco will be cancelled.

The Scheme requires the approval of a majority in number of Minco Shareholders representing at least 75 per cent. in value of the Minco Shares held by Minco Shareholders present and voting (either in person or by proxy) at the Court Meeting (voting at which shall be conducted by way of a poll).

To facilitate implementation of the Scheme, Minco is seeking approval for amendments to the Memorandum and Articles in connection with the Scheme at the Extraordinary General Meeting. The proposed amendments to the Memorandum and Articles require the approval by Minco Shareholders at the Extraordinary General Meeting by way of a special resolution.

The Scheme also requires the sanction of the High Court, as well as satisfaction (or waiver, where applicable) of the other Conditions set out in Part VI (Conditions to and further terms of the Offer and the Scheme) of this document. If the Scheme becomes effective, it will be binding on all Scheme Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the Extraordinary General Meeting or whether they voted against the Scheme. The Scheme will only become effective on (i) an office copy of the Court Order being delivered to the Registrar of Companies (ii) the minute of the Minco Board approved by the High Court in respect of the Demerger

Reduction and the Acquisition Reduction being registered by the Registrar of Companies and (iii) the issue of a certificate of registration with respect to the Court Order.

It is expected that the Court Hearing to sanction the Scheme will be held on 16 August 2017 and that the Effective Date will be 17 August 2017. The Offer and the Demerger are conditional upon the Scheme becoming effective by no later than 30 September 2017, or such later date as Minco and Dalradian may agree (with, where applicable, the consent of the Panel and the approval of the High Court), failing which it will lapse.

### 3.2 Consents and Meetings

The Scheme is subject to the approval of Minco Shareholders at the Court Meeting and its implementation will also require various approvals of Minco Shareholders at the separate EGM, both of which will be held at Clayton Hotel Burlington Road, Leeson Street Upper, Dublin 4, Ireland D04 A318 on 26 July 2017. The Court Meeting will start at 11.00 am and the EGM at 11.30 am (or as soon thereafter as the Court Meeting is concluded or adjourned) on that date. The Court Meeting is being held at the direction of the High Court to seek the approval of Minco Shareholders to the Scheme. The EGM is being convened to enable the Directors of Minco to implement the Offer and the Demerger and to amend the Articles, as described below.

Notices of both the Court Meeting and the EGM are set out at the end of this document. Entitlement to attend and vote at each meeting and the number of votes which may be cast at each meeting will be determined by reference to the register of members of Minco at the Voting Record Time.

### 3.3 Court Meeting

The Court Meeting has been convened for 11.00 am on 26 July 2017 to enable Minco Shareholders to consider and, if thought fit, approve the Scheme. At the Court Meeting, voting will be by poll and not a show of hands and each holder of Minco Shares who is present in person or by proxy will be entitled to one vote for each Minco Share held. The approval required at the Court Meeting is that those voting to approve the Scheme should:

- (a) represent a simple majority in number of those Minco Shareholders at the Voting Record Time present and voting in person or by proxy; and
- (b) also represent three-fourths (seventy-five per cent.) in value of the Minco Shares held by those Minco Shareholders at the Voting Record Time present and voting in person or by proxy.

**It is important that as many votes as possible are cast at the Court Meeting so that the appropriate resolution can be passed and that the High Court may be satisfied that there is a fair representation of Minco Shareholder opinion when it is considering whether to sanction the Scheme. If you are the registered holder of any Minco Shares, you are strongly urged to complete and return your yellow Form of Proxy for the Court Meeting as soon as possible.**

### 3.4 Extraordinary General Meeting

In addition, the EGM has been convened for the same date at 11.30 am (or as soon thereafter as the Court Meeting is concluded or adjourned) to consider and, if thought fit, pass the following resolutions (which in the case of special resolutions requires a vote in favour of not less than 75 per cent. of the votes cast and in respect of ordinary resolutions requires in excess of 50 per cent. of the votes cast):

- (1) Ordinary Resolution: to increase the authorised share capital of Minco to facilitate the issuance of the Bonus Shares;
- (2) Ordinary Resolution: to subdivide the authorised and issued share capital of Minco into A Ordinary Shares and B Ordinary Shares and to capitalise the revaluation reserve account of Minco by way of the issuance of Bonus Shares;

- (3) Special Resolution: to approve the Scheme and to authorise the Minco Directors to take all actions necessary to give effect to the Scheme including the Demerger and all other related matters, including the Acquisition Reduction and the Demerger Reduction;
- (4) Special Resolution: to approve the proposed cancellation of the A Scheme Shares and the share premium account and to approve the application of the proceeds as set out in Resolution 4 of the Notice of EGM contained in Part XI (Notice of Extraordinary General Meeting) of this document;
- (5) Special Resolution: to approve the proposed cancellation of the B Scheme Shares;
- (6) Ordinary Resolution: to approve the Minco Directors' authority to allot securities and to pay up reserves in order to facilitate the issuance of New Minco Shares to Dalradian;
- (7) Special Resolution: to approve various amendments to the Memorandum and Articles of Minco to facilitate the Offer and Demerger as detailed in Resolution 7 of the Notice of EGM contained in Part XI (Notice of Extraordinary General Meeting) of this document;
- (8) Special Resolution: subject to the Scheme becoming effective, to approve the cancellation of the admission to trading of the shares of Minco on AIM; and
- (9) Special Resolution: to approve the redesignation and consolidation of the share capital of Minco should the Scheme lapse in accordance with its terms or be withdrawn.

Each Resolution is subject to and conditional on passing each other Resolution. Each Minco Shareholder present in person or by proxy will be entitled to one vote for each Minco Share held.

You will find the Notice of EGM set out in Part XI (Notice of Extraordinary General Meeting) of this document. The quorum for the EGM will be two or more Minco Shareholders present in person or by proxy.

**It is important that as many votes as possible are cast at the EGM so that the appropriate resolutions can be passed. If you are the registered holder of any Minco Shares, you are strongly urged to complete and return your pink Form of Proxy for the EGM as soon as possible.**

### 3.5 Forms of Proxy

Minco Shareholders are strongly urged to complete and return their Forms of Proxy, as soon as possible. Minco Shareholders are being sent a yellow Form of Proxy for the Court Meeting and a pink Form of Proxy for the EGM.

### 3.6 Court Hearing

The Court Hearing is expected to take place on or about 16 August 2017, although this will be subject to the receipt of all necessary regulatory approvals. Each Scheme Shareholder is entitled to attend the Court Hearing in person or to be represented by counsel or a solicitor (at their own expense) to support or oppose the sanctioning of the Scheme.

### 3.7 Sanction of the Scheme

It is proposed that, under the Scheme, all the A Scheme Shares and B Scheme Shares in issue on the Scheme Record Time will be cancelled. Any further shares in Minco issued before 6:00 pm on the Business Day before the Effective Date and in respect of which the holders are or have consented to be bound by the Scheme (by virtue of the Articles as amended from time to time or otherwise) will also be cancelled save for one B Ordinary Share to be allotted by Minco to Dalradian and/or its nominee(s) prior to the Court Order.

As a result of the Acquisition Reduction the entire B Ordinary Shares (save for one B Ordinary Share) in issue in the capital of Minco will be cancelled.

New Minco Shares will be issued by Minco to Dalradian (and/or its nominee(s)) by the capitalisation of the reserve arising from the cancellation of the B Scheme Shares so that Minco becomes a direct wholly owned subsidiary of Dalradian. The Buchans Shares shall be transferred to the A Scheme Shareholders and Buchans shall cease to be a wholly owned subsidiary of Minco.

Those shareholders of Minco who are on the register of Minco at the Scheme Record Time that is, 6.00 p.m. on the Business Day immediately preceding the Effective Date will receive the New Dalradian Consideration Share(s) and Buchans Shares. No transfers of Scheme Shares (other than transfers to any member or members of the Dalradian Group) will be registered after the Scheme Record Time.

If the Scheme becomes effective, it will be binding on all Scheme Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the Extraordinary General Meeting or whether they voted against the Scheme. The Scheme will only become effective on (i) an office copy of the Court Order being delivered to the Registrar of Companies (ii) the minute of the Minco Board approved by the High Court in respect of the Demerger Reduction and the Acquisition Reduction being registered by the Registrar of Companies and (iii) the issue of a certificate of registration with respect to the Court Order.

### **3.8 Cancellation of Admission to trading on AIM of Minco Shares**

Unless the Meetings are adjourned, it is expected that the last day of dealings in, and for registration of transfers of, Minco Shares will be 10 August 2017, and dealings in Minco Shares will be suspended with effect from 7.30 a.m. on 11 August 2017.

Prior to the Scheme becoming effective, application will be made to the London Stock Exchange to cancel the admission to trading on AIM of the Minco Shares at 7.30 a.m. on the Business Day following the Effective Date.

On the Effective Date, share certificates in respect of Minco Shares will cease to be valid and should be destroyed. In addition, on the Business Day following the Effective Date, entitlements to Minco Shares held within the CREST system will be cancelled.

The New Dalradian Shares to which B Scheme Shareholders will be entitled pursuant to the Scheme will be issued on or about the Effective Date. Application will be made by Dalradian, subject to the Scheme taking effect, to list the New Dalradian Shares on the TSX and for the admission of the New Dalradian Shares to trading on AIM. It is expected that Admission and listing of the New Dalradian Shares will become effective and trading will commence on or about the Effective Date.

The Buchans Shares to which A Scheme Shareholders will be entitled pursuant to the Scheme will be transferred on or about the Effective Date. The Buchans Shares to be received by A Scheme Shareholders as part of the Scheme will not, as at the Effective Date, be listed or admitted to trading on any stock exchange. Following the Scheme becoming effective, and subject to market and trading conditions and obtaining any necessary approvals, it is intended that Buchans would either make an application for Buchans Shares to be listed on a Canadian stock exchange or complete another transaction whereby Buchans would acquire or be acquired by a company listed on a Canadian stock exchange as soon as reasonably practicable. However, there is no certainty that such a listing will be obtained.

If the Scheme becomes effective, Minco will become a wholly owned subsidiary of Dalradian on the Effective Date and Buchans will cease to be a wholly owned subsidiary of Minco on the Effective Date. Scheme Shareholders will receive the New Dalradian Consideration Shares and the Buchans Shares referred to above.

Dalradian intends to re-register Minco as a private company under the relevant provisions of the Act as soon as practicable after cancellation of trading of the Minco Shares on AIM.



#### **4. THE CONDITIONS**

The Offer and the Demerger are conditional, amongst other things, on the Scheme becoming effective. The conditions to the Offer and the Scheme are set out in full in Part VI (Conditions to and Further Terms of the Offer and the Scheme) of this document.

The implementation of the Scheme is conditional, amongst other things, upon:

- (1) the Scheme becoming effective by no later than 30 September 2017 (or such later date as Dalradian and Minco may, with (if required) the consent of the Panel, agree and (if required) the High Court may allow);
- (2) the approval by a majority in number of Minco Shareholders representing three-fourths (75 per cent.) or more in value of the Minco Shares held by such holders present and voting either in person or by proxy, at the Court Meeting (or at any adjournment of such meeting);
- (3) the passing of the Resolutions at the Extraordinary General Meeting;
- (4) the sanction of the Scheme (with or without modifications) and confirmation of the Demerger Reduction and Acquisition Reduction involved therein by the High Court and the delivery of an office copy of the Court Order and the minute required by Section 86 of the Act to the Registrar of Companies and the registration of such Court Order and minute by the Registrar of Companies; and
- (5) the Conditions, which are not otherwise identified above, being satisfied or waived on or before the sanction of the Scheme by the High Court pursuant to Chapter 1 of Part 9 of the Act.

#### **5. TAXATION**

Your attention is drawn to paragraph 10 of Part VIII (Additional Information) of this document, headed “Irish Taxation”. If you are in any doubt as to your own tax position, you should consult an independent financial adviser immediately.

#### **6. SETTLEMENT, LISTING AND DEALINGS**

Settlement of the consideration to which any Scheme Shareholder is entitled under the Scheme will be implemented in full, in accordance with the terms of the Scheme, free of any liens, rights of set off, counterclaims or other analogous rights to which Dalradian may otherwise be, or claim to be, entitled against such Scheme Shareholder.

Subject to the Scheme becoming effective, currently expected to take place in the third quarter of 2017, settlement of the consideration to which any Scheme Shareholder is entitled under the Scheme will be effected in the following manner.

##### **6.1 Buchans Shares**

Buchans Shares to which A Scheme Shareholders are entitled once the Scheme becomes effective will be transferred in specie by Minco in the following manner.

On the Effective Date, each A Scheme Shareholder who was a registered holder of A Scheme Shares at the Scheme Record Time shall be registered as a holder of Buchans Shares at a ratio of 0.02 Buchans Shares credited as fully paid and rounded down to the nearest whole number) in respect of each A Scheme Share held by such Minco Shareholder as at the Scheme Record Time.

Only shareholders of Minco listed on the register of members maintained by Minco’s Registrars, Computershare Investor Services (Ireland) Limited, at the Scheme Record Time as holding A Scheme Shares will be entitled to receive Buchans Shares in accordance with the Scheme. In order to ensure any transferee receives the consideration to which it is entitled in the Scheme, Minco Shareholders must properly report any transfers of Minco Shares to Computershare Investor Services (Ireland) Limited no later than the Scheme Record Time. No transfer of Minco Shares may be validly effected after the Scheme Record Time.



Buchans plans to use the Direct Registration System (“**DRS**”) as its means of recording security ownership. DRS is an electronic name-on-register that allows investors to hold securities in Buchans in book-based form evidenced by a DRS advice/statement rather than a physical security certificate. The Buchans Shares to which A Scheme Shareholders are entitled following the Scheme becoming effective will be issued in book-entry form evidenced by a DRS advice which will be dispatched by post (or by such other method as Buchans may determine) within 14 days of the Effective Date to the address appearing on the register of members of Minco (or in the case of joint holders, at the address of that joint holder whose name stands first in the said register of such joint holdings).

Temporary documents of title will not be issued pending the dispatch by post of the DRS advice. Holders wishing to register transfers of Buchans Shares prior to the issue of the DRS advice should contact Minco’s Registrars, Computershare Investor Services (Ireland) Limited, who will be able to certify against the register. On the issue of the DRS advice for the Buchans Shares, the certificates for the old Minco Shares will cease to be of value and will be automatically cancelled.

A Scheme Shareholders should be aware that certain risk factors attach to the Buchans Shares. These are set out in Part IV (Risk Factors) of this document.

## 6.2 New Dalradian Shares

On the Effective Date, each B Scheme Shareholder who was a registered holder of B Scheme Shares at the Scheme Record Time shall be registered as a holder of New Dalradian Consideration Shares at a ratio of 0.0242982110 New Dalradian Shares (credited as fully paid and rounded down to the nearest whole number) in respect of each B Scheme Share held by such Minco Shareholder as at the Scheme Record Time in accordance with the provisions of clause 4.1 of the Scheme. Existing certificates representing Minco Shares will be automatically cancelled without any further action by the holder thereof.

**Only shareholders of Minco listed on the register of members maintained by Minco’s Registrars, Computershare Investor Services (Ireland) Limited, at the Scheme Record Time as holding B Scheme Shares will be entitled to receive New Dalradian Consideration Shares in accordance with the Scheme. In order to ensure any transferee receives the consideration to which it is entitled in the Scheme, Minco Shareholders must properly report any transfers of Minco Shares to Computershare Investor Services (Ireland) Limited no later than the Scheme Record Time. No transfer of Minco Shares may be validly effected after the Scheme Record Time.**

### (i) *Holders of B Scheme Shares in CREST*

*Issue of Dalradian Depositary Interests (“Dalradian DIs”) representing entitlement to New Dalradian Shares*

Unlike Minco Shares, New Dalradian Shares are not capable of being held, transferred or settled directly through the CREST settlement system. For this reason, B Scheme Shareholders who hold their Minco Shares in uncertificated form in CREST will not be issued with New Dalradian Consideration Shares directly but will be issued with Dalradian DIs. The Dalradian DIs reflect the economic rights attached to the New Dalradian Consideration Shares. However, while the holders of Dalradian DIs will have an interest in the underlying New Dalradian Consideration Shares, they will not be the registered holders to the New Dalradian Consideration Shares.

New Dalradian Consideration Shares to which B Scheme Shareholders will be entitled under the Scheme will be delivered, held and settled in CREST under the terms of the Dalradian DI deed poll created and issued by Computershare Investor Services PLC (“**CIS PLC**”). This service operates through CIS PLC, as the DI Depositary, holding the New Dalradian Consideration Shares through its custodian, Computershare Company Nominees Limited (“**CCNL**”). The Dalradian DIs may be held, transferred and settled exclusively through CREST. The terms on which the Dalradian DIs are issued and held in CREST are set out in the Dalradian DI deed poll.

On settlement, Dalradian will instruct its Transfer Agent to effect the credit of the New Dalradian Consideration Shares to CCNL, as custodian for CIS PLC. CIS PLC will then issue the Dalradian DIs through CREST to the deposit accounts in CREST in which each relevant B Scheme Shareholder previously held Scheme Shares in CREST.

Notwithstanding the above, Dalradian reserves the right to settle all or part of such consideration in accordance with paragraph (ii) below if, for reasons outside Dalradian's reasonable control, it is not able to effect settlement in accordance with this paragraph.

*Rights attaching to Dalradian DIs*

The registered holder of the New Dalradian Consideration Shares represented by Dalradian DIs will be CCNL who will hold them on the Dalradian Canadian Register, for CIS PLC. CCNL will hold those New Dalradian Consideration Shares in trust (as bare trustee under English law) for the holders of Scheme Shares in uncertificated form to whom it will issue Dalradian DIs.

Under Dalradian's arrangements with CIS PLC, unless otherwise determined by Dalradian, CIS PLC will make a copy of the register of the names and addresses of Dalradian DI holders available to Dalradian and will (a) send out notices of shareholder meetings and proxy forms to the Dalradian DI holders; and (b) produce a definitive list of Dalradian DI holders as at the record date for such shareholder meetings. In addition, CIS PLC will be able to grant each Dalradian DI holder the right to vote in respect of such holder's underlying New Dalradian Consideration Shares.

As a result, the holders of Dalradian DIs will be able to:

- (A) receive notices of general shareholder meetings of Dalradian;
- (B) give directions as to voting at general shareholder meetings of Dalradian; and
- (C) have made available to them and be sent, at their request, copies of the annual report and accounts of Dalradian and all other documents issued by Dalradian to Dalradian Shareholders generally.

Holders of Dalradian DIs will otherwise be treated in the same manner as if they were registered holders of New Dalradian Consideration Shares underlying their Dalradian DIs, in each case in accordance with applicable law and, so far as is possible, in accordance with CREST arrangements and the Dalradian DI deed poll.

Dalradian has entered into arrangements with CIS PLC and the Transfer Agent pursuant to which CIS PLC will be instructed to credit the appropriate stock account in CREST of the relevant B Scheme Shareholder with such relevant Scheme Shareholder entitlement to Dalradian DIs as soon as practicable after the Effective Date and in any event within 14 days thereof.

With effect from 11 August 2017, each holding of Minco Shares credited to any stock account in CREST will be disabled and all Minco Shares and transaction records will subsequently be removed from CREST.

(ii) ***Holders of B Scheme Shares in certificated form***

Dalradian uses the Direct Registration System ("DRS") as its means of recording security ownership. DRS is an electronic name-on-register that allows investors to hold securities in Dalradian in book-based form evidenced by a DRS advice/statement rather than a physical security certificate. The New Dalradian Consideration Shares to which B Scheme Shareholders (who held their Minco Shares in certificated form) are entitled following the Scheme becoming effective will be issued in book-entry form evidenced by a DRS advice which will be dispatched by post (or by such other method as Dalradian may determine) within 14 days of the Effective Date to the address appearing on the register of members of Minco (or in the case

of joint holders, at the address of that joint holder whose name stands first in the said register of such joint holdings). Temporary documents of title will not be issued pending the dispatch by post of the DRS advice.

B Scheme Shareholders should be aware that certain risk factors attach to the New Dalradian Consideration Shares. These are set out in Part IV (Risk Factors) of this document.

### 6.3 General

Except with the consent of the Panel, settlement of the consideration to which any Minco Shareholder is entitled under the Offer will be implemented in full in accordance with the terms of the Offer without regard to any lien, right of set-off, counterclaim or other analogous right.

All documents and remittances sent to Scheme Shareholders (or in accordance with their directions) will be dispatched at their own risk.

### 6.4 Deferred Shares

The Deferred Shares in Minco have no economic value as the rights attaching to the Deferred Shares do not carry any voting rights and have no entitlement to attend general meetings of Minco, nor do they have any right to participate in any dividend or other distribution and no right to participate in a return of capital unless on a winding up the holders of the Minco Shares first receive a repayment of capital paid up on the Minco Shares plus an amount of €12,697.38 per Minco Share. The Deferred Shares do not form part of the Scheme and are not included within the definition of Scheme Shares. Consequently holders of Deferred Shares have no rights to attend, participate nor vote at the Court Meeting or at the Extraordinary General Meeting. It is proposed, (in accordance with the rights attaching to the Deferred Shares (pursuant to Regulation 3(b) of the Articles) that in the event the Scheme becomes effective, Minco will procure the transfer of all of the Deferred Shares to Dalradian for a nominal sum of €1.

## 7. OVERSEAS SHAREHOLDERS

As regards Overseas Shareholders, the Offer may be affected by the laws of the relevant jurisdictions. Such Overseas Shareholders should inform themselves about and observe any applicable legal requirements. It is the responsibility of Overseas Shareholders to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.

This document and the accompanying documents have been prepared for the purpose of complying with the laws of Ireland and the Takeover Rules. This document and the conditions and further terms set out in this document are governed by Irish law and are subject to the jurisdiction of the Irish courts. Therefore, the information disclosed in this document may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any other jurisdiction. Custodians, nominees and trustees should observe these restrictions and should not send or distribute this document or the accompanying documents in or into any such Restricted Jurisdiction.

If the issue of New Dalradian Consideration Shares to any Overseas Shareholder, or to any person who is reasonably believed to be an Overseas Shareholder, would or may infringe the laws of such jurisdiction or would or may require any governmental or other consent or any registration, filing or other formality which cannot be complied with, or compliance with which would be unduly onerous, Dalradian may at its sole discretion procure either: (i) the sale of such New Dalradian Consideration Shares and that the net cash proceeds (after deduction of all expenses and commissions, including any amount in respect of value added tax payable thereon) are remitted to such holders as soon as possible following the Effective Date; or (ii) the issue of the New Dalradian Consideration Shares to a nominee appointed by Dalradian on behalf of such Overseas Shareholders on the terms that the nominee shall hold such New Dalradian Consideration Shares on trust for such Overseas Shareholders until such Overseas Shareholders cease to be considered as such or

such New Dalradian Consideration Shares can be sold and the net cash proceeds (after deduction of all expenses and commissions, including any amount in respect of value added tax payable thereon) remitted to such holders. Neither Dalradian nor its agents shall have any liability for any loss arising as a result of the timing or terms of such sale. Such shares shall be sold on behalf of such person at the best price which can reasonably be obtained at the time of sale and the net proceeds of such sale be paid to the persons entitled thereto. In the absence of bad faith or wilful default, neither Dalradian nor Minco nor any person appointed to sell such shares shall have any liability for any loss or damage arising as a result of the timing or terms of such sale.

If the transfer of Buchans Shares to any Overseas Shareholder, or to any person who is reasonably believed to be an Overseas Shareholder, would or may infringe the laws of such jurisdiction or would or may require any governmental or other consent or any registration, filing or other formality which cannot be complied with, or compliance with which would be unduly onerous, Buchans may at its sole discretion procure either: (i) the sale of such Buchans Shares and that the net cash proceeds (after deduction of all expenses and commissions, including any amount in respect of value added tax payable thereon) are remitted to such holders as soon as possible following the Effective Date; or (ii) the transfer of the Buchans Shares to a nominee appointed by Buchans on behalf of such Overseas Shareholders on the terms that the nominee shall hold such Buchans Shares on trust for such Overseas Shareholders until such Overseas Shareholders cease to be considered as such or such Buchans Shares can be sold and the net cash proceeds (after deduction of all expenses and commissions, including any amount in respect of value added tax payable thereon) remitted to such holders. Neither Buchans nor its agents shall have any liability for any loss arising as a result of the timing or terms of such sale. Buchans may determine that such shares be sold on behalf of such person at the best price which can reasonably be obtained at the time of sale and the net proceeds of such sale be paid to the persons entitled thereto. In the absence of bad faith or wilful default, neither Minco, Buchans nor any person appointed to sell such shares shall have any liability for any loss or damage arising as a result of the timing or terms of such sale.

Overseas Shareholders are encouraged to consult their local tax adviser.

The Dalradian Shares are listed on the TSX, trading under the symbol “DNA” and are admitted to trading on AIM, trading under the symbol “DALR”. The New Dalradian Shares will be issued pursuant to an exemption from the prospectus requirements of Canadian securities law. New Dalradian Consideration Shares received by shareholders of Minco pursuant to the Scheme may be freely sold pursuant to the securities laws of Canada provided that: (1) such trade is not by any person, company or combination of persons or companies holding a sufficient number of shares of Dalradian to affect materially the control of Dalradian; (2) no unusual effort is made to prepare the market or to create a demand for the New Dalradian Consideration Shares that are the subject of the trade; (3) no extraordinary commission or other consideration is paid to a person or company in respect of the trade; and (4) if the selling shareholder is an insider (including an executive officer) of Dalradian, as the case may be, the selling shareholder has no reasonable grounds to believe that Dalradian is in default of securities legislation.

## **8. ACTION TO BE TAKEN**

Your attention is drawn to the summary of the action to be taken on pages 8 and 9 of this document.

## **9. FURTHER INFORMATION**

Your attention is drawn to the Conditions and further terms of the Offer (including the risk factors) set out in the remaining parts of this document, all of which form part of this document.

Yours faithfully

for and on behalf of  
**DAVY CORPORATE FINANCE**

## PART IV

### RISK FACTORS

**There are a number of risk factors in relation to the New Dalradian Shares and the Buchans Shares which Scheme Shareholders should carefully consider in deciding whether to vote in favour of the Resolutions at the Court Meeting and Extraordinary General Meeting, of which the following are considered to be the most significant. The following risk factors do not purport to be a complete list or explanation of all the risk factors relating to holding a New Dalradian Share and a Buchans Shares. In particular, performance may be affected by changes in the market and/or economic conditions or in legal, regulatory and tax requirements.**

**Additional risks and uncertainties not known to the Minco Directors, the Dalradian Directors and the directors of Buchans, or which they currently deem immaterial, may also have an effect on the value of New Dalradian Shares and Buchans Shares. If you are in any doubt as to the action you should take, you are advised to consult an appropriately authorised independent financial advisor.**

**Please note that an investment in New Dalradian Shares and Buchans Shares differs in several aspects to an investment in Minco Shares which are described below.**

**The risks noted below do not necessarily comprise all those faced by Dalradian and Buchans and are not intended to be presented in any assumed order of priority. If any or all of the risks identified in Section A actually occur, the Enlarged Dalradian Group's business, financial conditions, results or future operations could be materially adversely affected.**

#### **A. DALRADIAN SHARES**

B Scheme Shareholders will receive a fixed number of New Dalradian Consideration Shares under the Scheme, rather than New Dalradian Consideration Shares with a fixed market value. Because the number of New Dalradian Consideration Shares will not be adjusted to reflect any change in the market value of the New Dalradian Consideration Shares, the market price of New Dalradian Consideration Shares received pursuant to the Scheme may vary significantly from the market price or value as applicable at the dates referenced in this document.

As at 26 June 2017, being the latest practicable date prior to the date of this document, 252,810,030 Dalradian Shares were outstanding. In addition, there are (i) 7,931,666 options, (ii) 38,785,412 warrants, (iii) 1,375,000 restricted share units and (iv) 294,000 deferred share units outstanding. In connection with the Scheme Dalradian will issue 15,490,666 New Dalradian Shares. The issue of these New Dalradian Shares and their sale, and the sale of additional Dalradian Shares that may become eligible for sale, in the public market from time to time could depress the market price for Dalradian Shares.

B Scheme Shareholders should be aware that the exchange of their B Ordinary Shares for New Dalradian Consideration Shares may have tax consequences and should refer to paragraph 10 of Part VIII (Additional Information) of this document, headed "Irish Taxation". Such Scheme Shareholders should consult with their own tax advisors for advice regarding the tax consequences to them of the Scheme.

Notwithstanding that the Dalradian Shares are listed on the TSX and are admitted to trading on AIM, this should not be taken as implying that there will be a "liquid" market in the New Dalradian Shares. The New Dalradian Shares will not be listed on the Official List of the London Stock Exchange. Investments in shares quoted on AIM may carry a higher degree of risk than investments listed or quoted on the main markets of the London Stock Exchange. The New Dalradian Shares will be denominated and traded in Canadian dollars. The market price of those shares may be more or less than that of the Scheme Shares depending on, among other things, changes in currency exchange rates between the Canadian dollar and the British pound sterling.



## **Business risks relating to the Enlarged Dalradian Group**

### ***No History of Revenues***

Dalradian is an exploration and development stage company and has no source of operating cash flow. As such Dalradian is subject to many risks common to such enterprises, including undercapitalization, cash shortages, limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that Dalradian will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations. Dalradian has no history of earnings or revenues.

### ***Negative Operating Cash Flow***

Dalradian has limited financial resources, has earned nominal interest income since commencing operations and has no source of operating cash flow. During the fiscal years ended December 31, 2016 and December 31, 2015, Dalradian had negative cash flow from operating activities. Dalradian's cash and cash equivalents as at December 31, 2016 was approximately \$35.7 million and as at December 31, 2015 was approximately \$43.3 million. Dalradian anticipates it will continue to have negative cash flow from operating activities in future periods until commercial production is achieved at Curraghinalt or other mineral resource properties that may be acquired. There is no assurance that additional funding will be available to Dalradian for exploration and development. Furthermore, additional financing, whether through the issuance of securities or debt, will be required to continue the development of Dalradian's properties even if Dalradian's exploration programs are successful. There can be no assurance that Dalradian will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of Dalradian's properties.

### ***Uncertainty of Additional Funding***

Dalradian's activities have scope for flexibility in terms of the amount and timing of expenditures, and expenditures may be adjusted accordingly. Further operations will require additional capital and will depend on Dalradian's ability to obtain financing through debt, equity, or other means. Dalradian believes that it has sufficient funds to complete its ongoing work program in support of the Planning Application for construction of an operating mine at Curraghinalt, which includes among other things, the ESIA, however Dalradian will need to raise additional financing to meet its obligations and fund planned expenditures. Dalradian's ability to meet its obligations and maintain operations is contingent upon successful completion of additional financing arrangements. Although Dalradian has been successful in raising funds to date, there is no assurance that Dalradian will be successful in obtaining the required financing in the future or that such financing will be available on terms acceptable to Dalradian. In addition, any future financing may also be dilutive to existing shareholders of Dalradian.

### ***Fluctuations in Gold and Other Commodity Prices Could Adversely Affect Operations***

Dalradian's ongoing viability and future profitability will depend, in large part, on the global market price of gold and other commodities that are produced and the marketability of such minerals extracted from Curraghinalt. The market price of gold and other minerals is set in the world market and is affected by numerous factors beyond Dalradian's control, including the demand for precious metals, inflation, currency exchange fluctuations, interest rates, speculative activities, international political and economic trends, gold production levels, inventories, demand for jewellery and industrial products containing metals, costs of substitutes, production costs, increased production due to new and improved extraction and production methods, sales by central banks and other holders, global and regional consumption patterns, demand and supply. The aggregate effect of these factors on resource prices is impossible for Dalradian to predict.

Dalradian does not currently have a hedging policy and has no present intention to establish one. Accordingly, Dalradian has no protection from declines in commodity prices. In addition, Dalradian may not have the ability to purchase hedging instruments in the future. Hedging instruments may also not protect Dalradian adequately from fluctuations in the market price of gold and other minerals.



### ***Uncertainty of Acquiring or Extending Necessary Licences and Permits in Northern Ireland for Development of an Operating Mine***

Although Dalradian currently holds, or has applied for, the necessary licences and permits it requires in order to carry out its presently planned course of exploration and evaluation, Dalradian has no assurance that it will receive or be able to extend any permits, including environmental, drilling and surface rights permits, that may be required in the future to carry out further exploration, evaluation, development and production activities on its properties, or obtain them in a timely manner. The failure to obtain, extend or renew such permits could adversely affect Dalradian's operations and consequently the value of the securities of Dalradian. While the CEC Mining Lease Option Agreements confer an option on DGL to obtain Mining Leases over the relevant areas of the Curraghinalt Project, the grant of any such Mining Lease is contingent on obtaining Planning Permission or sufficient confirmation that Planning Permission will be granted subject only to certain conditions. There is no assurance that any such Mining Leases will be granted.

Dalradian will require an explosives licence for use in connection with the future mine. Any explosives transported in Northern Ireland or used within the jurisdiction must be approved by the Police Service of Northern Ireland ("PSNI") as per the Explosives Act (Northern Ireland) 1970 and the Carriage of Explosives Regulations (Northern Ireland) 2010 (as amended) and deliveries of explosives must be escorted by the PSNI. Any licence that is granted is subject to the approval and sole discretion of the Department of Justice. There is no assurance that Dalradian will continue to have such approval. In order to conduct blasts, Dalradian is required to have a shot firer who is licensed by the Northern Ireland Office.

### ***No Certainty of Permits and Consents following the Planning Application***

Dalradian is preparing to submit a planning application during 2017 to build a mine under Section 24 of the *Planning Act (Northern Ireland) 2011* and also the *Planning (Environmental Impact Assessment) Regulations (Northern Ireland) 2015*. Depending on the scale of the development, any such application could result in a public inquiry and the obtaining of the required consent could take a significant period of time. There is no assurance that Dalradian will be able to obtain such consent in a timely manner or at all. There are a number of possible constraints to mine development, and Dalradian will need to carry out detailed assessments of all proposed activities to ensure that mineral development is carried out in accordance with applicable Northern Ireland planning laws and environmental regulations. The abandonment of a public road may also be required and this may also be the subject of public inquiry. The progression of mineral development will therefore require close scrutiny of all relevant sites and designations of those sites and close co-operation with the relevant planning and environmental authorities. In addition to the costs entailed, the timeframe for securing the permits and consents could be subject to significant delays depending on the approach taken by the planning authorities. There is no guarantee that all necessary permits and consents will be obtained. Any permit or consent granted may be the subject of judicial review challenge in the Northern Ireland High Court and such an application may cause significant delay and may result in the decision to grant the permit or consent being set aside.

### ***Community Relationships***

Dalradian is required to engage in a formal community consultation process regarding its proposal to build a mine at the Curraghinalt Gold Project as part of its Planning Application and receipt of Planning Permission. Dalradian's relationships with the communities in which it operates are critical to ensure the future success of its existing operations and the construction and development of the Curraghinalt Gold Project. Public concerns relating to the perceived effects of mining activities on the environment and on communities impacted by such activities and adverse publicity could have a material adverse effect on Dalradian's reputation or financial condition and may impact its relationship with the communities in which it operates. One or more groups of people, including community members and non-governmental organizations, may oppose Dalradian's current and future operations or development of the Curraghinalt Project. Such opposition could have a negative impact on Dalradian's reputation and could adversely impact Dalradian's anticipated project development timelines and receipt of Planning Permission. While Dalradian is committed to operating in a socially responsible manner and working towards entering into agreements in satisfaction of such requirements, there is no guarantee that its efforts will be successful.

### ***Mine Development Risk***

Dalradian's ability to bring Curraghinalt into production is based on estimates of future operating costs and capital requirements, such estimates may differ materially from the FS results. Such estimates are forward-looking and no assurance can be given that they will be achieved. Curraghinalt is also subject to issuance of necessary permits and other governmental approvals, suitable power and water requirements, confirming the availability of appropriate local area infrastructure, receipt of adequate financing and addressing local stakeholder concerns.

The capital expenditures and timeline needed to develop Curraghinalt and the economics of and the ability to complete the project can be affected by many factors, including; inability to complete construction and related infrastructure in a timely manner; changes in the legal and regulatory environment; currency fluctuations; industrial disputes; availability of parts, machinery or operators; delays in the delivery of major process plant equipment; inability to obtain, renew or maintain the necessary permits, licenses or approvals; unforeseen natural events; and political factors. Factors such as changes to technical specifications, failure to enter into agreements with contractors or suppliers in a timely manner, and shortage of capital may also delay the completion of construction or commencement of production or require the expenditure of additional funds. There can be no assurance the Curraghinalt will be able to be developed successfully or economically or that they will not be subject to the other risks described in this section.

### ***Uncertainty of Feasibility Study Results***

Feasibility studies (which include estimates of cash operating costs based on anticipated tonnage and grades of ore to be mined and processed), are used to determine the economic viability of a deposit, as are preliminary economic assessments. Feasibility studies are the most detailed and reflect a higher level of confidence in the reported capital and operating costs. Generally accepted levels of confidence are plus or minus 15% for feasibility studies, plus or minus 25-30% for pre-feasibility studies and plus or minus 35-40% for preliminary economic assessments. These levels reflect the levels of confidence that exist at the time the study is completed. However, results indicated by Dalradian's feasibility study is still a projection only and is inherently uncertain. Accordingly, while initial development costs and construction schedule estimates to commercial production are based on the best information available to Dalradian, Dalradian cannot be certain that actual costs, engineering, construction and production schedules will not significantly vary from the estimates. While Dalradian incorporated what it believes is an appropriate contingency factor in cost and timing estimates to account for this uncertainty, there can be no assurance that the contingency factor will be adequate and changes to actual costs, timing, operating results and production levels can have a material impact on project economics.

### ***Uncertainty of Acquiring or Extending Access Rights in Northern Ireland for Exploration and Evaluation Activities***

The grant of CEC and DfE precious and base metal mineral exploration rights in Northern Ireland also does not automatically confer upon the licensee rights of access to the licenced areas and Dalradian is required to secure access agreements with the relevant landowners. Further access agreements will need to be entered into with additional landowners for Dalradian to carry out further proposed work programs in the relevant areas extending beyond Curraghinalt. There is no assurance that Dalradian will be able to obtain the cooperation of other landowners or successfully negotiate access agreements on terms that are favourable to Dalradian. In the event that future access agreements cannot be secured as necessary in a timely manner or at all, Dalradian's ability to pursue further exploration, evaluation and development work in accordance with its intended work program at Curraghinalt may be adversely affected.

### ***Environmental Risks and Liabilities***

Dalradian's current and future operations in Northern Ireland, including exploration, evaluation, development, extraction and production activities, are subject to environmental regulations promulgated by the Northern Ireland government and other agencies from time to time. Dalradian is subject to potential risks and unanticipated liabilities associated with its activities, including negative impacts to the environment from operations, waste management and site discharges. Previous operations may have caused environmental damage at certain of Dalradian's properties. It may be difficult or impossible to assess the extent to which

such damage was caused by Dalradian or by the activities of previous operators, in which case, any indemnities and exemptions from liability may be ineffective and Dalradian may be responsible for the costs of reclamation. Environmental legislation is evolving in a manner that will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. Dalradian is subject to several key environmental legal requirements in Northern Ireland relating to, among other things, hazardous substances, restoration obligations, discharge of waste water and other effluents from operations, waste management, transportation and storage, and there is no assurance that Dalradian will not fail in complying with such requirements, whether inadvertently or not. Although Dalradian closely monitors changes in local legislation and works closely and transparently with local government agencies responsible for permitting its activities, there is no assurance that future changes in environmental regulation, if any, will not adversely affect operations at Dalradian's Northern Ireland Properties. Environmental hazards may exist on the relevant properties that are unknown to Dalradian at present.

To the extent that Dalradian is subject to environmental liabilities, the payment of any liabilities or the costs that may be incurred to remedy environmental impacts would reduce funds otherwise available for operations. If Dalradian is unable to remedy an environmental problem fully, it may be required to suspend operations or enter into interim compliance measures pending completion of the required remedy. The potential financial exposure may be significant. Where Dalradian has a reclamation bond in place, actual reclamation costs may exceed the amount of the bond. Dalradian does not currently carry insurance for environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production). Financial assurance requirements could increase in light of evolving environmental regulations, and the cost to Dalradian of supplying the assurance could increase as a consequence.

#### ***Land and Title Risks***

The acquisition of title to resource properties or interests is a very detailed and time-consuming process. Title to the areas covered by the mineral licences comprising the Northern Ireland Properties may be disputed. If litigation occurs it could delay the development of Dalradian's operations. Title may be based upon interpretation of a country's laws, which may be ambiguous, inconsistently applied and subject to reinterpretation or change. While Dalradian has diligently investigated its title to, and rights over and interests in and relating to, Curraghinalt, there is no guarantee of title to any of Dalradian's properties, which may be subject to prior unregistered liens, agreements, transfers or claims, and rights may be affected by, among other things, undetected defects in title.

#### ***Risks Relating to Government Regulation***

Dalradian's mining operations and properties are subject to various laws and regulations, including those of the European Union and the UK, governing mineral concession acquisition, mine development and prospecting, mining, production, occupational health and safety, labour standards, employment, waste disposal, toxic substances, land use, environmental protection, use of water, exports, taxes and other matters. Dalradian cannot predict the government's position on foreign investment, mining concessions, land tenure, environmental regulation or taxation. A change in government positions on these issues could adversely affect Dalradian's business and/or its holdings, assets and operations. Any changes in regulations or shifts in political conditions are beyond Dalradian's control and there is no assurance that current and future mineral operations will not be adversely affected by political, social or economic changes. It is possible that Dalradian may not be able to comply with existing and future laws and regulations. In addition, future changes in applicable laws, regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes to the terms of Dalradian's permits and agreements, which could have a material adverse impact on Dalradian's current operations and future development projects. Dalradian may experience increased costs and delays in production as a result of the need to comply with applicable laws, regulations and permits. Permits are subject to the discretion of government authorities and there is no assurance that Dalradian will be able to obtain all required permits on reasonable terms or on a timely basis. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in

enforcement actions thereunder including the loss of Dalradian's mining licences, orders issued by regulatory or judicial authorities requiring operations to cease or be curtailed, fines, penalties or other liabilities. Dalradian may be required to compensate those suffering loss or damage by reason of its mining operations and may have civil or criminal fines or penalties imposed for violations of such laws, regulations and permits.

### ***Brexit***

On June 23, 2016, the United Kingdom (U.K.) held a referendum in which voters approved an exit from the E.U., commonly referred to as "Brexit". As a result of the referendum, it is expected that the British government will begin negotiating the terms of the U.K.'s future relationship with the E.U. Although it is unknown what those terms will be, it is possible that there will be visa restrictions, greater restrictions on imports and exports between the U.K. and E.U. countries, changes to the pound sterling exchange rate and increased regulatory complexities. These changes may adversely affect the Curraghinalt Project and financial results.

### ***Currency Fluctuations***

Dalradian's activities in Northern Ireland will render it subject to foreign currency fluctuations. The effects of the foreign exchange rate on operating costs and on cash flows, and the escalation of the pound sterling relative to the Canadian dollar may be significant. Dalradian does not currently have any intention to enter into hedging contracts in connection with foreign currencies. The appreciation of the pound sterling against the Canadian dollar would, in Canadian dollar terms, increase the costs of exploration, evaluation and development of Dalradian's properties, increase the future operating costs, and increase future taxes and royalties paid to the government of Northern Ireland. These increased costs could materially and adversely affect Dalradian's profitability, results of operations and financial condition. Since Dalradian's financial results are reported in Canadian dollars, its financial position and results will be impacted by exchange fluctuations between the pound sterling and the Canadian dollar.

### ***Tax Uncertainty***

Tax rates and methods of calculating tax in jurisdictions related to Dalradian's business may be subject to changes. Dalradian's interpretation of taxation law where it operates and as applied to its transactions and activities may be different than that of applicable tax authorities. As a result, tax treatment of certain operations, actions or transactions may be challenged and reassessed by applicable tax authorities, which could result in adverse tax consequences for Dalradian, including additional taxes, penalties, interest and may also adversely affect Dalradian's ability to repatriate earnings and otherwise deploy its assets.

### ***Dependence on the Curraghinalt Project for Future Operating Revenue***

Dalradian's only material property is the Curraghinalt Gold Project and Dalradian's current focus and primary objective is the development and construction of an operating mine at the Curraghinalt Gold Project. The Curraghinalt Gold Project has a limited life of mine based on current mineral resource and mineral reserve estimates. In the absence of future discoveries of additional mineral resources and reserves on the Curraghinalt Gold Project or surrounding areas on the Northern Ireland Properties, or the acquisition of additional mineral projects, Dalradian will be solely dependent upon the Curraghinalt Gold Project for revenue and profits. It is uncertain whether the Curraghinalt Gold Project will ever, or on the timeline anticipated by Dalradian, achieve commercial production. In the event the Curraghinalt Gold Project is not ever put into development and production, whether for political, engineering, technical, economic, legal or other reasons, Dalradian's business and financial position will be significantly and adversely affected.

### ***Uncertainty of Mineral Resource and Mineral Reserve Estimates***

There are numerous uncertainties inherent in estimating mineral resources and mineral reserves and the future cash flows that might be derived from their production. Accordingly, the figures for mineral resources and mineral reserves contained in the FS and Dalradian's public record are estimates only. The estimation of mineralization is a subjective process and the accuracy of estimates is a function of quantity and quality of available data, the accuracy of statistical computations, and the assumptions and judgments made in

interpreting engineering and geological information. In respect of mineral resource and reserve estimates, no assurance can be given that the anticipated tonnage and grades will be achieved, that the indicated level of recovery will be realized or that mineral resources will be upgraded to mineral reserve categories or mined or processed profitably. In addition, in respect of future cash flows, actual cash flows may differ materially from estimates. Estimates of mineral resources and reserves, and future cash flows to be derived from the production of such mineral resources and reserves necessarily depend upon a number of variable factors and assumptions, including, among others, geological and mining conditions that may not be fully identified by available exploration data or that may differ from experience in current operations, historical production from the area compared with production from other producing areas, the assumed effects of regulation by governmental agencies and assumptions concerning metal prices, exchange rates, interest rates, inflation, operating costs, development and maintenance costs, reclamation costs and the availability and cost of labour, equipment, raw materials and other services required to mine and refine the ore.

Estimates may have to be recalculated based on changes in mineral prices or further exploration or development activity. This could materially and adversely affect estimates of the volume or grade of mineralization, estimated recovery rates or other important factors that influence estimates. Market price fluctuations for minerals, increased production costs or reduced recovery rates, or other factors can adversely affect the economic viability of a project. There can be no assurance that mineral recoveries in small scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production. For these reasons, estimates of Dalradian's mineral resources and mineral reserves in Dalradian's public record, including classifications thereof based on probability of recovery, and any estimates of future cash flows expected from the production of those mineral resources may vary substantially. The actual volume and grade of mineral resources and mineral reserves mined and processed and the actual cash flows derived from that production, may not be as currently anticipated in such estimates. If Dalradian's actual mineral resources, mineral reserves, or cash flows are less than its estimates, Dalradian's results of operations and financial condition may be materially impaired and therefore adversely affect the value of the securities of Dalradian.

#### ***Uncertainty of Inferred Mineral Resources***

Inferred mineral resources do not have demonstrated economic viability and are considered too speculative geologically to have economic considerations applied to them to enable them to be categorized as mineral reserves. The estimates of mineral resources contained in Dalradian's public record contain estimates of inferred mineral resources. Due to the uncertainty that may attach to inferred mineral resources, there is no assurance that the estimated tonnage and grades as stated will be achieved or that they will be upgraded to measured and indicated mineral resources or proven and probable mineral reserves as a result of continued exploration.

#### ***Risks and Hazards Inherent in the Mining Industry***

Dalradian's operations are and will continue to be subject to all of the hazards and risks normally incidental to exploring, evaluating, developing and exploiting natural resources. Some of these risks include, but are not limited to, environmental hazards, industrial accidents, labour disputes, unusual or unexpected geologic formations or other geological or grade problems, unanticipated changes in metallurgical characteristics and mineral recovery, unanticipated ground or water conditions, cave-ins, flooding, rock bursts, periodic interruptions due to bad or hazardous weather conditions and other acts of nature, and unfavourable operating conditions. Should any of these risks and hazards adversely affect Dalradian's operations or activities, it may cause an increase in the cost of operations to the point where it is no longer economically feasible to continue, it may require Dalradian to write down the carrying value of one or more mines or a property, it may cause delays or a stoppage in mineral exploration or development, it may result in damage to or destruction of mineral properties, and may result in personal injury or death or legal liability, all of which may have a material adverse effect on Dalradian's financial condition, results of operation, and future cash flows and could have an adverse effect on the value of the securities of Dalradian.



### ***Global Financial Conditions***

In recent years and continuing into 2017, financial conditions and commodity prices have been characterized by volatility. Access to financing has been negatively impacted by many factors as a result of recent market events and conditions, including Brexit, disruptions in the international credit markets and other financial systems, credit downgrades particularly in the mining sector, political instability, falling oil prices, the continued economic slowdown in China and Europe and an oversupplied metals market. This may impact Dalradian's ability to obtain equity or debt financing in the future, or at all, on terms acceptable or favourable to Dalradian. A period of continued uncertainty in the world capital markets could make any project debt component of requisite financing more expensive than anticipated or, in certain cases, unavailable. It is not uncommon for financial institutions to require some form of cost overrun facility, a price guarantee (hedging) program and/or a completion guarantee in association with the provision of project debt finance. Additionally, downward global economic conditions may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. Such market volatility and turmoil can adversely affect commodity prices, the demand for metals including gold, availability of credit, investor confidence and general financial market liquidity, all of which would adversely impact Dalradian's business and financial condition.

### ***Insurance Risks***

The mining industry is subject to significant risks that could result in damage to, or destruction of, mineral properties or producing and processing facilities, personal injury or death, environmental damage, delays in mining, and monetary losses and possible legal liability. Where required or considered practical to do so, Dalradian maintains insurance against risks in the operation of its business and in amounts believed to be consistent with industry practice. Such insurance contains exclusions and limitations on coverage. Dalradian currently maintains directors' and officers' liability insurance. Dalradian's insurance policies may not provide coverage for all losses related to Dalradian's business and the payment of any such liabilities not covered by such insurance policies would reduce the funds available to Dalradian and could have a material and adverse effect on Dalradian's profitability, results of operation and financial condition. Furthermore, there can be no assurance that such insurance will continue to be available, or that it will be available on terms and conditions acceptable to Dalradian. Dalradian currently carries limited insurance for environmental risks which may not cover all potential liabilities for pollution or other hazards. Further, insurance coverage provided by contractors to Dalradian may not be sufficient to cover all potential losses suffered in connection with the services provided by such contractors.

### ***Dependence on Management and Key Personnel***

Dalradian is dependent on the services of key executives, including the Chief Executive Officer and Chairman of the Board, Chief Operating Officer and Chief Financial Officer of Dalradian, and a small number of highly skilled and experienced executives and personnel, which is sufficient for Dalradian's present stage of development. Dalradian's development to date has largely depended, and in the future will continue to depend, on the efforts of key management and other key personnel to develop Curraghinalt. Loss of any of these people, particularly to competitors, could have an adverse effect on Dalradian's business. Further, with respect to the development and operation of Dalradian's projects, it may become necessary to attract both international and local personnel. The marketplace for skilled personnel could become more competitive, which would mean the cost of hiring, training and retaining such personnel may increase. Factors outside Dalradian's control, including competition for human capital and the high level of technical expertise and experience required to execute the development and operation of Dalradian's projects, will affect Dalradian's ability to employ the specific personnel required. The failure to retain or attract a sufficient number of skilled personnel could have an adverse effect on Dalradian's business, results of operations and financial condition. Dalradian has not taken out and does not intend to take out key man insurance in respect of any directors, officers or other employees.

### ***Price Volatility of the Common Shares***

The market price of the Common Shares could be subject to significant fluctuations due to various factors and events, including any regulatory or economic changes affecting Dalradian's operations, variations in



Dalradian's operating results, developments in Dalradian's business or its competitors, or to changes in market sentiment towards the Common Shares. Investors should be aware that the value of the Common Shares may be volatile and investors may, on disposing of the Common Shares, realize less than their original investment or may lose their entire investment.

Dalradian's operating results and prospects from time to time may be below the expectations of market analysts and investors. In addition, stock markets from time to time suffer significant price and volume fluctuations that affect the market prices of the securities listed thereon and which may be unrelated to Dalradian's operating performance. Any of these events could result in a decline in the market price of the Common Shares. The Common Shares may, therefore, not be suitable as a short-term investment. In addition, the market price of the Common Shares may not reflect the underlying value of Dalradian's net assets. The price at which the Common Shares will be traded and the price at which investors may realise their shares will be influenced by a large number of factors, some specific to Dalradian and its proposed operations, and some which may affect the business sectors in which Dalradian operates. Such factors could also include the performance of Dalradian's operations, large purchases or sales of the Common Shares, liquidity or the absence of liquidity in the Common Shares, legislative or regulatory changes relating to the business of Dalradian and general economic conditions.

### ***Dilution***

Additional financing needed to continue funding the exploration, development and operation of Curraghinalt may require the issuance of additional securities of Dalradian. The issuance of additional securities and the exercise of Common Share purchase warrants, stock options and other convertible securities will result in dilution of the equity interests of any holders of Common Shares. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights.

### ***Compliance with Anti-Corruption Laws***

Dalradian is subject to various anti-corruption and anti-bribery laws and regulations including but not limited to the *Bribery Act 2010* (an Act of the Parliament of the United Kingdom), The *Extractive Sector Transparency Measure Act* (ESTMA) and the Canadian *Corruption of Foreign Public Officials Act*. In general, these laws prohibit a company and its employees and intermediaries from bribing or making other prohibited payments to foreign officials or other persons to obtain or retain business or gain some other business advantage. In recent years, there has been a general increase in both the frequency of enforcement and the severity of penalties under such laws, resulting in greater scrutiny and punishment of companies found in violation of such laws. Failure to comply with the applicable legislation and other similar foreign laws could expose Dalradian and its senior management to civil and/or criminal penalties, other sanctions and remedial measures, legal expenses and reputational damage, all of which could materially and adversely affect Dalradian's business, financial condition and results of operations. Likewise, any investigation of any potential violations of the applicable anti-corruption or anti-bribery legislation by Canadian or foreign authorities could also have an adverse impact on Dalradian's business, financial condition and results of operations, as well as on the market price of the Common Shares. As a consequence of these legal and regulatory requirements, Dalradian has instituted policies, including a code of business conduct and ethics and a whistleblower policy. There can be no assurance or guarantee that such efforts have been and will be completely effective in ensuring Dalradian's compliance, and the compliance of its employees, consultants, contractors and other agents, with all applicable anti-corruption and anti-bribery laws.

### ***Information Systems Security Threats***

Information systems, hardware, software and other technologies, including those related to Dalradian's financial and operational management, are an integral part of Dalradian's business activities. Adverse network and information systems-related events, such as computer hackings, cyberattacks, computer viruses, worms or other destructive or disruptive software, process breakdowns, denial of service attacks, malicious social engineering or other malicious activities, power outages, natural disasters, terrorist attacks or other similar events or any combination of the foregoing, could result in damage to Dalradian's property, equipment and data. Any of these and other events could result in information system failures, delays and significant expenditures to repair or replace the damaged property or information systems and/or to protect

them from similar events in the future. Further, any security breaches, such as misappropriation, misuse, leakage, falsification or accidental release or loss of information and data maintained in Dalradian's information technology systems, could damage its reputation and require Dalradian to expend significant capital and other resources to remedy any such security breach. Insurance maintained by Dalradian against losses resulting from any such events or security breaches may not be sufficient to cover any consequent losses or otherwise adequately compensate Dalradian for any disruptions to its business that may result, and the occurrence of any such events or security breaches could have a material adverse effect on the business of Dalradian. Although to date Dalradian has not experienced any material losses relating to cyberattacks or other information security breaches, there can be no assurance that these events and security breaches will not occur in the future. Dalradian's risk and exposure to these matters also cannot be fully mitigated because of, among other things, the evolving nature of cyber threats. As such threats continue to evolve, Dalradian may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities. During 2016 Dalradian had a third-party audit of its information technology systems performed and made a number of improvements as a result. Dalradian plans to continue to strengthen its information technology security going forward.

### ***Competition in the Mining Industry***

Dalradian competes with other mining companies for the acquisition of mineral claims, permits, concessions and other mineral interests as well as for the recruitment and retention of qualified employees. As a result of this competition, much of which is with large established mining companies with substantially greater financial and technical resources, Dalradian may be unable to acquire additional attractive mining concessions or financing on terms it considers acceptable. Increased competition could result in increased costs and reduced profitability. Consequently, Dalradian's operations and financial condition could be materially adversely affected.

### ***Inability to Enforce Legal Rights in Certain Circumstances***

Dalradian is organized under the laws of Ontario; however, its operating subsidiary is organized under the laws of Northern Ireland. In the event a dispute arises in Northern Ireland, or in another foreign jurisdiction, Dalradian may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdictions of courts in Canada. Similarly, given that a substantial portion of Dalradian's assets are located outside of Canada, investors may have difficulty collecting from Dalradian or enforcing any judgments obtained in the Canadian courts and predicated on the civil liability provisions of Canadian securities legislation or other laws of Canada, against foreign persons or Dalradian.

### ***Conflicts of Interest***

Certain directors and officers of Dalradian also serve as directors and/or officers of other companies involved in natural resource exploration, development and exploitation. To the extent that such other companies may participate in ventures in which Dalradian may participate, there exists the possibility for such directors and officers to be or come into a position of conflict. In accordance with the laws of Canada, directors of Dalradian are required to act honestly, in good faith and in the best interests of Dalradian. In addition, such directors will declare and abstain from voting on any matter in which such directors may have a conflict of interest.

### ***Unknown Liabilities in Connection with Acquisitions***

Dalradian has and will continue to complete acquisitions as opportunities arise, and will as a consequence assume various liabilities and risks. While Dalradian conducts due diligence in connection with any potential acquisitions, there may be liabilities or risks that Dalradian fails, or is unable, to discover in the course of performing its due diligence investigations or for which Dalradian is not indemnified. Any such liabilities, individually or in the aggregate, could have a material adverse effect on Dalradian's financial position and results of operations.

### ***Litigation Risks***

All industries, including the mining industry, are subject to legal claims, with and without merit. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation and dispute resolution process, there can be no assurance that the resolution of any particular legal proceeding or dispute will not have a material adverse effect on Dalradian's future cash flow, results of operations or financial condition.

### ***Accounting Policies and Internal Controls***

Dalradian prepares its financial statements in accordance with IFRS. In preparing financial reports, management may need to rely upon assumptions, make estimates or use their best judgment in determining Dalradian's financial condition. Significant accounting policies are described in more detail in Dalradian's audited consolidated financial statements. In order to have a reasonable level of assurance that financial transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported, Dalradian has implemented and continues to analyze its internal control systems for financial reporting. Although Dalradian believes its financial reporting and consolidated financial statements are prepared with reasonable safeguards to ensure reliability, Dalradian cannot provide absolute assurance.

### ***Dividends Unlikely in the Near Term***

Dalradian has not declared or paid any dividends since the date of its incorporation and does not currently anticipate that dividends will be declared in the short or medium term. Whilst Dalradian expects to pay a dividend once profits, available cash flow and capital requirements allow, it is the current intention that earnings, if any, will be retained to finance further development of Dalradian's business.

## **B. BUCHANS SHARES**

### **Buchans at Exploration Stage Only – Limited Operating History**

Buchans has no history of earnings. Buchan's properties are in the exploration stage and there are no known commercial quantities of mineral reserves on the properties. There can be no assurance that Buchans will place its resource properties into production or generate revenue, operate profitably or provide a return on investment in the future.

### **Additional Financing**

Buchans does not currently have sufficient financial resources necessary to undertake all of its currently planned activities. There can be no assurance that Buchans will be successful in obtaining any required funding necessary to conduct exploration on Buchans's exploration properties or to develop mineral resources on such properties, if commercially mineable quantities of such resources are located thereon. Failure to obtain additional financing on a timely basis could cause Buchans to forfeit its interest in such properties. If additional financing is raised through the issuance of equity or convertible debt securities of Buchans, the interests of shareholders in the net assets of Buchans may be diluted.

### **Absence of Public Trading Market**

Currently there is no public market for the common shares of Buchans, and there can be no assurance that an active market for such shares will develop or be sustained after the Effective Date. If an active public market for Buchans Shares does not develop, the liquidity of an investor's investment may be limited.

If the Buchans Shares are, at some time in the future, listed on a stock exchange, it should be noted that securities of exploration companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally, and market perceptions of the relative attractiveness of particular industries. Buchans' share price is also likely to be significantly affected by short-term changes in metal prices or in Buchans' financial condition or results of operations as reflected in

quarterly earnings reports. Other factors unrelated to Buchans' performance that may have an effect on the price of the Buchans Shares include the following:

- the extent of analytical coverage available to investors concerning Buchans' business may be limited if investment banks with research capabilities do not follow its securities;
- the limited trading volume and general market interest in Buchans' securities may affect an investor's ability to trade the Buchans Shares;
- the relatively small size of the publicly held shares will limit the ability of some institutions to invest in Buchans' securities; and
- a substantial decline in Buchans' share price that persists for a significant period of time could cause its securities to be delisted from any stock exchange upon which they are listed, further reducing market liquidity.

As a result of any of these factors, the market price of Buchans' Share(s) at any given point in time may not accurately reflect Buchans' long-term value.

The Buchans Shares will not be listed or quoted on any stock exchange in the short term, nor will there be any trading facility for the Buchans Shares on completion of the Offer and the Demerger. In the absence of an active and liquid trading market, holders of Buchans Shares may have difficulty selling their shares in Buchans. There is no certainty that such a listing or admission will be obtained.

Since the Buchans Shares have not been traded on a market or stock exchange their value is and may remain uncertain. There can be no assurance that Buchans Shares can be sold in the future at the same price as that at which they have been valued for the purposes of the Offer and the Demerger.

As the Buchans Shares will not be subject to any market or exchange rules pending the anticipated listing of Buchans on a stock exchange, holders of Buchans Shares will not be afforded the same level of protections and disclosures of material information, the publication of financial information and compliance with certain corporate governance standards that they currently benefit from as shareholders of Minco, a company whose shares are admitted to trading on AIM.

### **Title Risks**

Although Buchans has exercised the usual due diligence with respect to determining title to and interests in its properties, there is no guarantee that such title to or interests in the properties will not be challenged or impugned and title insurance is generally not available. Buchan's mineral property interests may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by, among other things, undetected defects. Surveys have not been carried out on any of Buchans' properties in accordance with local laws; therefore, their existence and area could be in doubt. Until competing interests in the mineral lands have been determined, Buchans can give no assurance as to the validity of title of Buchans to those lands or the size of such mineral lands.

### **Exploration, Development and Operating Risk**

Resource exploration and development is a speculative business, characterised by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by Buchans may be affected by numerous factors that are beyond the control of Buchans and that cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting minerals and environmental protection, the combination of which factors may result in Buchans not receiving an adequate return of investment capital. All of the claims to which Buchans has a right to acquire an interest are in the exploration stage only and are without a known body of commercial ore. Development of the subject mineral properties would follow only

if favourable exploration results are obtained and a positive feasibility study is completed.

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. There is no assurance that Buchans's mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of Buchans's operations will in part be directly related to the costs and success of its exploration and development programs, which may be affected by a number of factors.

Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

### **No Assurance of Production**

Mineral exploration is highly speculative in nature, involves many risks, and frequently does not lead to the discovery of commercial reserves of minerals. While the rewards can be substantial if commercial reserves of minerals are found, there can be no assurance that Buchans's past or future exploration efforts will be successful, that any production therefrom will be obtained or continued, or that any such production which is attempted will be profitable.

### **Factors Beyond Buchans Control**

The exploration and development of mineral properties and the marketability of any minerals contained in such properties will be affected by numerous factors beyond the control of Buchans. These factors include government regulation, high levels of volatility in market prices, availability of markets, availability of adequate transportation infrastructure and related facilities and the imposition of new or amendments to existing taxes and royalties. The effect of these factors cannot be accurately predicted.

### **Insurance and Uninsured Risks**

Buchans's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to Buchans' properties or the properties of others, delays in development or mining, monetary losses and possible legal liability.

Although Buchans will purchase insurance to protect against certain risks in such amounts as it considers reasonable, such insurance may not cover all the potential risks associated with a mining company's operations. Buchans may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to Buchans or to other companies in the mining industry on acceptable terms. Buchans might also become subject to liability for pollution or other hazards which may not be insured against or which Buchans may elect not to insure against because of premium costs or other reasons. Losses from these events may cause Buchans to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

### **Environmental Risks and Hazards**

Buchans operations may be subject to environmental regulations in the various jurisdictions in which it operates. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that



means standards are stricter, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. Buchans intends to comply fully with all applicable environmental regulations.

### **Government Regulation and Permitting**

The current or future operations of Buchans, including development activities and commencement of production on its properties, require permits from various federal, provincial or territorial and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, water use, environmental protection, land claims of local people, mine safety and other matters.

Such operations and exploration activities are also subject to substantial regulation under applicable laws by governmental agencies that will require Buchans to obtain permits, licences and approvals from various governmental agencies. There can be no assurance, however, that all permits, licences and approvals that Buchans may require for its operations and exploration activities will be obtainable on reasonable terms or on a timely basis or that such laws and regulations will not have an adverse effect on any mining project which Buchans might undertake.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on Buchans and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

### **Lags**

Buchans is unable to predict the amount of time which may elapse between the date when any new mineral reserve may be discovered, the date upon which such discovery may be deemed to be economic pursuant to a feasibility study and the date when production will commence from any such discovery.

### **Infrastructure**

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. There can be no assurance that Buchans will be successful in obtaining access to such infrastructure on economically feasible terms or at all. Failure to obtain access to such infrastructure could render Buchans's properties unviable. Unusual or infrequent weather phenomena, terrorism, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect Buchans's operations, financial condition and results of operations.

### **Competition**

The mining industry is intensely competitive in all its phases, and Buchans competes with other mining companies in connection with the acquisition of properties producing or capable of producing, precious and base metals. Many of these companies have greater financial resources, operational experience and technical facilities than Buchans. Competition could adversely affect Buchans's ability to acquire suitable properties



or prospects in the future. Consequently, Buchans's revenue, operations and financial condition could be materially adversely affected.

### **Management Executives and Conflicts of Interest**

Buchans is dependent on certain key executives and the loss of these executives may adversely affect our business and results of operations. Due to the relatively small size of Buchans, the loss of these persons or Buchans inability to attract and retain additional highly skilled or experienced employees may adversely affect its business and future operations.

Certain of the directors and officers of Buchans also serve as directors and/or officers of, or have significant shareholdings in, other companies involved in natural resource exploration and development and consequently there exists the possibility for such directors and officers to be in a position of conflict. In addition some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors and officers will be in direct competition with Buchans.

Conflicts, if any, will be dealt with in accordance with the relevant provisions of applicable corporate and securities laws. Any decision made by any of such directors and officers involving Buchans will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of Buchans and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth in the Business Corporations Act (Ontario) and other applicable laws.

To the extent that such other companies may participate in ventures in which Buchans may participate, the directors of Buchans may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of Buchan's directors, a director who has such a conflict will abstain from voting for the approval of such participation or such terms.

From time to time several companies may collectively participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment.

Under the laws of the Province of Ontario, Canada, the directors of Buchans are required to act honestly, in good faith and in the best interests of Buchans. In determining whether or not Buchans will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which Buchans may be exposed and its financial position at that time.

### **Limited Experience with Development-Stage Mining Operations**

Buchans has limited experience in placing resource properties into production, and its ability to do so will be dependent upon using the services of appropriately experienced personnel or entering into agreements with other major resource companies that can provide such expertise. There can be no assurance that Buchans will have available to it the necessary expertise when and if Buchans places its resource properties into production in the future.

### **Ability to Attract and Retain Qualified Personnel**

Recruiting and retaining qualified personnel is critical to Buchans's success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As Buchans's business activity grows, additional key financial, administrative and mining personnel as well as additional operations staff will be required. Although Buchans believes it will be successful in attracting, training and retaining qualified personnel, there can be no assurance of such success. If Buchans is not successful in attracting, training and retaining qualified personnel, the efficiency of operations could be affected.

**Fluctuating Mineral Prices**

Factors beyond the control of Buchans may affect the marketability of metals discovered, if any. Metal prices are subject to significant fluctuation and are affected by a number of factors which are beyond the control of Buchans. The principal factors include: diminished demand which may arise if current rates of economic growth in India and China are not sustained; war, or international trade embargoes; increases in supply resulting from the alleviation of professional and skilled labour shortages experienced by the world's largest base metal producers; and, increases in supply resulting from the discovery and the development of new sources of base metals. The effect of these factors on Buchans' operations cannot be predicted.

**Foreign Currency Exchange**

Exchange rate fluctuations may affect the costs that Buchans incurs in its operations. Buchans' financing and operating activities have been denominated in Canadian dollars, British pounds and Euros, while prices for base metals are generally quoted in U.S. dollars. The appreciation of the U.S. dollar against these currencies, if it occurs, may have a significant impact on Buchans' financial position and results of operations in the future.

**Dividends**

Buchans has not paid any dividends on its common shares since incorporation. Buchans has a limited operating history and there can be no assurance of its ability to operate its projects profitably. Payment of any future dividends will be at the discretion of Buchans's board of directors after taking into account many factors, including Buchans' operating results, financial condition and current and anticipated cash needs.

**PART V**  
**THE SCHEME OF ARRANGEMENT**

2017 No. 213 COS

**THE HIGH COURT**  
**IN THE MATTER OF MINCO PLC**  
**AND IN THE MATTER OF THE COMPANIES ACT 2014**

**SCHEME OF ARRANGEMENT**  
*(UNDER CHAPTER 1 OF PART 9 OF THE COMPANIES ACT 2014)*

**BETWEEN**  
**MINCO PLC**  
**AND**  
**THE HOLDERS OF THE SCHEME SHARES**  
**(AS HEREINAFTER DEFINED)**

**PRELIMINARY**

(A) In the Scheme (as hereinafter defined) the following expressions have the meanings stated, unless they are inconsistent with the subject or context:

<b>“Acquisition Reduction”</b>	the proposed reduction of the B Ordinary Shares pursuant to the Scheme and Sections 84 to 86 of the Companies Act by cancellation of the B Scheme Shares to be effected as part of the Scheme;
<b>“AIM Rules”</b>	the Rules and Guidance notes for AIM Companies and their nominated advisers issued by the London Stock Exchange from time to time;
<b>“A Ordinary Shares”</b>	A ordinary shares of €0.00625 each in the capital of Minco (subject to the passing of resolutions 1 and 2 at the EGM) at the Hearing Record Time;
<b>“A Scheme Shares”</b>	A Ordinary Shares in issue at the Scheme Record Time;
<b>“A Scheme Shareholders”</b>	the holders of A Scheme Shares at the Scheme Record Time;
<b>“B Ordinary Shares”</b>	B ordinary shares of €0.00625 each in the capital of Minco (subject to the passing of resolutions 1 and 2 at the EGM) at the Hearing Record Time;
<b>“B Scheme Shares”</b>	B Ordinary Shares in issue at the Scheme Record Time save for any B Ordinary Shares held (whether legally or beneficially) by Dalradian or its nominee(s);
<b>“B Scheme Shareholders”</b>	the holders of B Scheme Shares at the Scheme Record Time;
<b>“Buchans”</b>	Buchans Resources Limited, a company incorporated under the laws of the Province of Ontario, Canada with registered number 19355474 and which is a wholly owned subsidiary of Minco;
<b>“Buchans Shares”</b>	common shares without par value in the capital of Buchans;

<b>“certificated” or in “certificated form”</b>	in relation to a share or other security, not in uncertificated form, that is, not held in CREST;
<b>“Companies Act”</b>	the Companies Act 2014, as amended or modified from time to time;
<b>“Consideration”</b>	the consideration payable under the Scheme to Scheme Shareholders on the basis set out in the Scheme Document, consisting of 0.0242982110 New Dalradian Shares (credited as fully paid and rounded down to the nearest whole number) for each B Scheme Share and 0.02 Buchans Shares (credited as fully paid and rounded down to the nearest whole number) for each A Scheme Share;
<b>“Court Hearing”</b>	the hearing or hearings by the High Court of the petition to sanction the Scheme, confirm the associated reductions of capital of Minco and grant the Court Order;
<b>“Court Meeting”</b>	the meeting of the holders of the Existing Minco Shares convened pursuant to an order of the High Court under Chapter 1 of Part 9 of the Companies Act, to be held at 11.00 am on 26 July 2017 (including any adjournment thereof), for the purpose of considering and, if thought fit, approving the Scheme (with or without amendment) of which notice is set out in Part X of the Scheme Document;
<b>“Court Order”</b>	the order or orders of the High Court sanctioning the Scheme under Chapter 1 of Part 9 of the Companies Act and confirming the Acquisition Reduction(s) and the Demerger Reduction(s);
<b>“CREST”</b>	the relevant system (as defined in the CREST Regulations) operated by Euroclear;
<b>“CREST Regulations”</b>	the Companies Act 1990 (Uncertificated Securities) Regulations, 1996 (SI No. 68 of 1996 of Ireland) and the Companies Act 1990 (Uncertificated Securities) (Amendment) Regulations 2005 (SI No. 63 of 2005 of Ireland), as from time to time amended;
<b>“Dalradian”</b>	Dalradian Resources Inc., a company incorporated under the laws of the Province of Ontario with registered number 002201851 and whose registered office is at Queen’s Quay Terminal 207 Queen’s Quay West, Suite 416, Toronto, Ontario, Canada M5J 1A7;
<b>“Dalradian DI”</b>	a dematerialised depositary interest representing New Dalradian Shares issued by Computershare Investor Services PLC whereby Computershare Investor Services PLC will hold New Dalradian Shares, via Computershare Company Nominees Limited as its custodian, on trust for the CREST member to whom it has issued a depositary interest
<b>“Dalradian Shares”</b>	common shares without par value in the capital of Dalradian;
<b>“Deferred Shares”</b>	the deferred shares of €0.0625 each in issue in the capital of Minco;
<b>“Demerger”</b>	the proposed demerger of Buchans from Minco to be effected as part of the Scheme;
<b>“Demerger Reduction(s)”</b>	the proposed reduction(s) of the A Ordinary Shares under Sections 84 to 86 of the Companies Act and the entire share

	premium account by cancellation of the A Ordinary Shares and the entire share premium account of the Company to be effected as part of the Scheme;
<b>“DRS”</b>	the direct registration system;
<b>“EGM”</b>	the extraordinary general meeting of Minco to be convened in connection with the Scheme, expected to be held as soon as the preceding Court Meeting shall have been concluded or adjourned (and any adjournment thereof);
<b>“Effective Date”</b>	the date on which the Scheme becomes effective pursuant to clause 6.1 of this Scheme;
<b>“Euroclear”</b>	Euroclear UK & Ireland Limited, the operator (as defined in the CREST Regulations) of CREST;
<b>“Existing Minco Shares”</b>	ordinary shares of €0.0125 each in issue in the share capital of the Company at the Voting Record Time;
<b>“Hearing Record Date”</b>	the last Business Day immediately prior to the first day of the Court Hearing;
<b>“Hearing Record Time”</b>	6.00 p.m. on the Hearing Record Date;
<b>“High Court”</b>	the High Court of Ireland;
<b>“holder(s)”</b>	the member whose name is entered in the register of members of Minco as the holder of a share in the Company and any person(s) entitled thereto by transmission;
<b>“New Dalradian Shares”</b>	the common shares without par value in the capital of Dalradian and/or Dalradian DIs (as the case may be) to be allotted and issued credited as fully paid to the B Scheme Shareholders in accordance with clause 3 of the Scheme;
<b>“New Minco Shares”</b>	the new B Ordinary Shares of €0.00625 each in the share capital of Minco to be issued to Dalradian in accordance with clause 2.2 of the Scheme;
<b>“Minco” or the “Company”</b>	Minco plc, a public limited company incorporated in Ireland with registered number 38284 and whose registered office is at 17 Pembroke Street Upper, Dublin 2;
<b>“Minco Shares” or “Ordinary Shares”</b>	ordinary shares of €0.0125 each in the share capital of Minco;
<b>“Minco Shareholder(s)”</b>	holder(s) of Existing Minco Shares;
<b>“Offer”</b>	the recommended offer being made by Dalradian as a result of which Dalradian (or its nominee) is to become the owner of the entire issued and to be issued B ordinary shares of €0.00625 each in the share capital of Minco, which offer is to be effected by means of the Scheme, and where the context requires, any subsequent revision, variation, extension or renewal of such offer;
<b>“Order Date”</b>	the date on which the Court Order is made;
<b>“Overseas Shareholder”</b>	holder of Ordinary Shares, A Ordinary Shares and/or B Ordinary Shares (as the context requires) who is resident in, or a citizen of, a jurisdiction outside the Republic of Ireland;

<b>“Registrar of Companies”</b>	the Registrar of Companies in Dublin, Ireland;
<b>“Restricted Jurisdiction”</b>	any jurisdiction in relation to which Minco or Dalradian (as the case may be) is advised that the release, publishing or distribution of this document or any accompanying document in whole or in part or the satisfaction of any obligations or taking of any action under this document which would or might infringe the laws of that jurisdiction or would or might require compliance with any governmental or other consent or any registration or other formality that Minco or Dalradian (as the case may be) is unable to comply with or regards as unduly onerous to comply with;
<b>“Restricted Overseas Shareholder”</b>	an Overseas Shareholder who is resident in or a citizen of a Restricted Jurisdiction (or any custodian, nominee or trustee for such persons);
<b>“Scheme”</b>	this scheme, being the scheme of arrangement under Chapter 1 of Part 9 of the Companies Act between Minco and the Scheme Shareholders, in its present form or with or subject to any modification, addition or condition agreed between Minco and Dalradian and approved or imposed by the High Court and including the Acquisition Reduction(s) and the Demerger Reduction(s);
<b>“Scheme Document”</b>	the document sent to Minco Shareholders of which this Scheme forms part;
<b>“Scheme Record Date”</b>	the last Business Day immediately prior to the Effective Date;
<b>“Scheme Record Time”</b>	6.00 p.m. on the Scheme Record Date;
<b>“Scheme Shares”</b>	A Scheme Shares and B Scheme Shares;
<b>“Scheme Shareholders”</b>	the holders of A Scheme Shares and B Scheme Shares as noted on the register of members of the Company at the Scheme Record Time;
<b>“Subdivision”</b>	the subdivision of the Ordinary Shares into A Ordinary Shares and B Ordinary Shares pursuant to the passing of Resolution 2 at the EGM;
<b>“Takeover Rules”</b>	the Irish Takeover Panel Act, 1997, Takeover Rules, 2013 and the Substantial Acquisition Rules 2007;
<b>“Transfer Agent”</b>	Computershare Investor Services Inc. at its principal offices in Vancouver, British Columbia and Toronto, Ontario;
<b>“uncertificated” or “uncertificated form”</b>	in relation to a share or other security, title to which is recorded on the relevant register of the share or security as being held in uncertificated form by the specified registrar, and title to which may only be transferred by means of the regulations governing such registrar; and
<b>“Voting Record Time”</b>	the time fixed by the High Court and Minco for determining the entitlement to vote respectively at the Court Meeting and the EGM as set out in the respective notices thereof.



- A. All times referred to in this Scheme are references to Dublin time unless otherwise specified.
- B. The authorised share capital of Minco at the date of this Scheme is €11,125,000 divided into 700,000,000 Ordinary Shares of €0.0125 each and 38,000,000 Deferred Shares of €0.0625 each which, as at the date hereof, 478,142,184 Ordinary Shares of €0.0125 each and 38,000,000 Deferred Shares of €0.0625 each have been issued and are credited as fully paid and the remainder are unissued. Subject to the passing of resolutions 1 and 2 by the requisite majority of Minco Shareholders at the EGM, the authorised share capital of Minco at the Scheme Record Time will be €33,625,000 divided into 2,500,000,000 A Ordinary Share(s) of €0.00625 each, 2,500,000,000 B Ordinary Shares of €0.00625 each and 38,000,000 Deferred Shares of €0.0625. It is not intended that share certificates will be issued or that stock accounts in CREST will be credited following the Subdivision.
- C. As at the date of this document neither Dalradian nor any of its nominees hold or own any shares in the capital of Minco. It is proposed that Dalradian will be allotted one B Ordinary Share at the Scheme Record Time.
- D. The authorised share capital of Dalradian as at the date of this document is an unlimited number of common shares without par value. As at the close of business on 26 June 2017, 252,810,030 Dalradian Shares have been issued and are credited as fully paid.
- E. Dalradian and Buchans have each agreed to appear by counsel on the hearing of the petition to sanction the Scheme, to consent to the Scheme and to undertake to the High Court to be bound thereby and to execute and do, or procure to be executed and done, all such documents, acts or things as may be necessary or desirable to be executed or done by them or on their behalf for the purpose of giving effect to the Scheme.
- F. The Deferred Shares do not form part of the Scheme and are not included within the definition of Scheme Shares. It is proposed, (in accordance with the rights attaching to the Deferred Shares as set out in Regulation 3(b) of the Articles of Association of Minco that in the event the Scheme becomes effective, Minco will procure the transfer of all the Deferred Shares to Dalradian for a nominal sum of €1.

# THE SCHEME

## 1. Cancellation of A Scheme Shares and Share Premium Account

- 1.1 The A ordinary share capital of Minco shall be reduced by cancelling and extinguishing all of the A Scheme Shares without thereby reducing the authorised A ordinary share capital of Minco.
- 1.2 The share premium account of Minco in the amount of €24,375,506 shall be cancelled and extinguished.
- 1.3 €39,317,449, being the total sum arising on the reduction of share capital referred to in clause 1.1 above and on the cancellation of the share premium account referred to in clause 1.2 above, shall be applied as follows:
  - a) €24,874,477 shall be transferred to Minco's reserves as a realised profit and part of which shall be applied in eliminating the deficit in the distributable reserves of Minco; and
  - b) €14,442,972 shall be applied in transferring in specie the entire issued share capital of Buchans to the A Scheme Shareholders on terms that each A Scheme Shareholder shall receive 0.02 Buchans Shares credited as fully paid and rounded down to the nearest whole number for each A Scheme Share held by an A Scheme Shareholder at the Scheme Record Time.

## 2. Cancellation of B Scheme Shares and Issue of New Minco Shares

- 2.1 The B ordinary share capital of Minco shall be reduced by cancelling and extinguishing all of the B Scheme Shares without thereby reducing the authorised B ordinary share capital of Minco.
- 2.2 Forthwith and contingent upon the reduction of share capital referred to in clause 2.1 of this Scheme taking effect, Minco shall capitalise and apply the amount credited to its books of account arising as a result of such reduction of capital in paying up in full at par such number of New Minco Shares as shall be equal to the number of B Scheme Shares cancelled pursuant to the Scheme and having the same rights as the B Scheme Shares so cancelled, which shall be allotted and issued (credited as fully paid) to Dalradian and/or its nominee(s) free from all liens, charges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever and shall be registered in the name of Dalradian and/or its nominee(s) in Minco's register of members.

## 3. Consideration for the cancellation of the B Scheme Shares

In consideration for the cancellation of the B Scheme Shares and the allotment and issue to Dalradian and/or its nominee(s) of the New Minco Shares pursuant to clause 2.2 of this Scheme, Dalradian shall allot to each B Scheme Shareholder 0.0242982110 New Dalradian Shares (credited as fully paid and rounded down to the nearest whole number) in respect of each B Scheme Share held by such B Scheme Shareholder at the Scheme Record Time in accordance with the provisions of clause 4 of this Scheme. The New Dalradian Shares shall rank equally in all respects with all other fully paid Dalradian Shares and shall be entitled to all dividends and other distributions declared, paid or made by Dalradian by reference to a record date on or after the Effective Date.

## 4. Settlement

### 4.1 *Issue of New Dalradian Shares*

- 4.1.1 As soon as practicable after the Effective Date and in any event not more than 14 days thereafter, Dalradian shall procure that the New Dalradian Shares to be issued pursuant to clause 3 above are allotted and issued to each B Scheme Shareholder as follows:
  - a) where, a B Scheme Shareholder held its Minco Shares immediately prior to the Subdivision in certificated form, Dalradian shall procure that the New Dalradian Shares to which such B Scheme Shareholders becomes entitled under clause 3 above are issued

to them in uncertificated form, and their names are entered as registered owners of those New Dalradian Shares, through the Direct Registration System on the Effective Date;

- b) where a B Scheme Shareholder held its Minco Shares immediately prior to the Subdivision in uncertificated form, Dalradian shall procure that (i) the New Dalradian Shares to which such B Scheme Shareholder becomes entitled under clause 3 above shall be issued to Computershare Company Nominees Limited, as custodian for Computershare Investor Services PLC; and (iii) Computershare Investor Services PLC shall issue, through CREST, Dalradian DIs representing such interests to the CREST account in which such shares were so held as soon as practicable after the Effective Date and in any event within 14 days of the Effective Date. Dalradian reserves the right to settle all or any part of the entitlement to New Dalradian Shares due under clause 3 above to all or any B Scheme Shareholders who held its Minco Shares immediately prior to the Subdivision in uncertificated form in the manner referred to in clause 4.1.1(a) if for any reason it wishes to do so.

4.1.2 All deliveries of DRS advices required to be made pursuant to this Scheme shall be effected no later than 14 days after the Effective Date by sending the same by post in prepaid envelopes addressed to the persons entitled thereto at their respective registered addresses as appearing in the register of members of Minco at the Scheme Record Time (or, in the case of joint holders, at the registered address of that one of the joint holders whose name stands first in the said register in respect of such joint holding at such time) or in accordance with any special instructions regarding communications, and none of Dalradian, Minco, Buchans nor their respective agents shall be responsible for any loss or delay in the transmission of any certificates sent in accordance with this clause 4, which shall be sent at the risk of the persons entitled thereto.

4.1.3 The preceding clause 4.1.2 shall take effect subject to any prohibition or condition imposed by law. Without prejudice to the generality of the foregoing, Dalradian will not procure the issuance to Restricted Overseas Shareholders of New Dalradian Shares respectively that would ordinarily be dispatched under the terms of the Consideration. Instead Dalradian will procure either: (i) the sale of such New Dalradian Shares and that the net cash proceeds (after deduction of all expenses and commissions, including any amount in respect of value added tax payable thereon) are remitted to such holders as soon as possible following completion of the Offer; or (ii) the issue of the New Dalradian Shares to a nominee appointed by Dalradian on behalf of such Restricted Overseas Shareholders on the terms that the nominee shall hold such New Dalradian Shares on trust for such Restricted Overseas Shareholders until such Restricted Overseas Shareholders cease to be considered as such or such New Dalradian Shares can be sold and the net cash proceeds (after deduction of all expenses and commissions, including any amount in respect of value added tax payable thereon) remitted to such holders. Neither Dalradian nor its agents shall have any liability for any loss arising as a result of the timing or terms of such sale.

#### 4.2 *Transfer of Buchans Shares*

4.2.1 On the Effective Date, each A Scheme Shareholder at the Scheme Record Time shall be registered as a holder of Buchans Shares at a ratio of 0.02 Buchans Share credited as fully paid and rounded down to the nearest whole number) in respect of each A Scheme Shares held by such A Scheme Shareholder as at the Scheme Record Time.

4.2.2 Only shareholders of Minco listed on the register of members maintained by Minco's Registrars, Computershare Investor Services (Ireland) Limited, at the Scheme Record Time as holding A Scheme Shares will be entitled to receive Buchans Shares in accordance with the Scheme. In order to ensure any transferee receives the consideration to which it is entitled in the Scheme, Minco Shareholders must properly report any transfers of Minco Shares or A Scheme Shares (as the case may be) to Computershare Investor Services (Ireland) Limited

no later than the Scheme Record Time. No transfer of Minco Shares may be validly effected after the Scheme Record Time.

- 4.2.3 Buchans plans to use the DRS as its means of recording security ownership. DRS is an electronic name-on-register that allows investors to hold securities in Buchans in book-based form evidenced by a DRS advice/statement rather than a physical security certificate. The Buchans Shares to which A Scheme Shareholders are entitled following the Scheme becoming effective will be issued in book-entry form evidenced by a DRS advice which will be dispatched by post (or by such other method as Buchans may determine) within 14 days of the Effective Date to the address appearing on the register of members of Minco (or in the case of joint holders, at the address of that joint holder whose name stands first in the said register of such joint holdings).
- 4.2.4 Temporary documents of title will not be issued pending the dispatch by post of the DRS advice. Holders wishing to register transfers of Buchans Shares prior to the issue of the DRS advice should contact Minco's Registrars, Computershare Investor Services (Ireland) Limited, who will be able to certify against the register.
- 4.2.5 All deliveries of DRS advices required to be made pursuant to this Scheme shall be effected by sending the same by post in prepaid envelopes addressed to the persons entitled thereto at their respective registered addresses as appearing in the register of members of Minco at the Scheme Record Time (or, in the case of joint holders, at the registered address of that one of the joint holders whose name stands first in the said register in respect of such joint holding at such time) or in accordance with any special instructions regarding communications, and none of Dalradian, Minco, Buchans nor their respective agents shall be responsible for any loss or delay in the transmission of any certificates sent in accordance with this clause 4, which shall be sent at the risk of the persons entitled thereto.
- 4.2.6 The preceding clauses 4.2.1 to 4.2.5 shall take effect subject to any prohibition or condition imposed by law. Without prejudice to the generality of the foregoing, Buchans will not procure the transfer to Restricted Overseas Shareholders of Buchans Shares that would ordinarily be dispatched under the terms of the Consideration. Instead Buchans will procure either: (i) the sale of such Buchans Shares and that the net cash proceeds (after deduction of all expenses and commissions, including any amount in respect of value added tax payable thereon) are remitted to such holders as soon as possible following completion of the Offer; or (ii) the transfer of the Buchans Shares to a nominee appointed by Buchans on behalf of such Restricted Overseas Shareholders on the terms that the nominee shall hold such Buchans Shares on trust for such Restricted Overseas Shareholders until such Restricted Overseas Shareholders cease to be considered as such or such Buchans Shares can be sold and the net cash proceeds (after deduction of all expenses and commissions, including any amount in respect of value added tax payable thereon) remitted to such holders. Neither Buchans nor its agents shall have any liability for any loss arising as a result of the timing or terms of such sale.

## **5. Certificates and Cancellation**

With effect from and including the Effective Date:

- a) all certificates representing Minco Shares and Scheme Shares (if so issued) shall cease to be valid for any purpose and each Scheme Shareholder shall be bound at the request of Minco to deliver up the same to Minco or to any person nominated by Minco for cancellation; and
- b) in respect of those Scheme Shareholders who held Minco Shares in uncertificated form immediately prior to the Subdivision, Euroclear shall be instructed to cancel such holders' entitlements to Scheme Shares. As regards uncertificated Scheme Shares, appropriate entries will be made in Minco's register of members with effect from the Effective Date to reflect their cancellation.

## **6. Operation of the Scheme**

- 6.1 The provisions of the Scheme shall become effective as soon as an office copy of the Court Order and a copy of the minute required by Section 86 of the Companies Act shall have been duly delivered by Minco to the Registrar of Companies for registration and registered by him.
- 6.2 Unless the Scheme shall become effective on or before 30 September 2017 or such later date, if any, as Dalradian and Minco may, with the consent of the Panel, agree and the High Court may allow, the Scheme shall never become effective.

## **7. Modification**

Dalradian and Minco may jointly consent, on behalf of all persons affected, to any modification of, or addition to, the Scheme or to any condition approved or imposed by the High Court.

## **8. Costs**

Minco is authorised and permitted to pay all the costs and expenses relating to the negotiation, preparation, approval and implementation of this Scheme.

## **9. Governing Law**

This Scheme shall be governed by, and construed in accordance with, the laws of Ireland and is subject to the exclusive jurisdiction of the Irish courts. The provisions of the Takeover Rules, the Companies Act and the AIM Rules will (to the extent applicable) apply to this Scheme.

Dated: 28 June 2017

## PART VI

### CONDITIONS TO AND FURTHER TERMS OF THE OFFER AND THE SCHEME

The Offer and the Scheme comply with the Takeover Rules and, where relevant, the AIM Rules and are subject to the terms and conditions set out in this document. The Offer and Scheme are governed by the laws of Ireland and are subject to the exclusive jurisdiction of the courts of Ireland which exclusivity shall not limit the right to seek provisional and protective relief in the courts of another State during or after any substantive proceedings have been instituted in Ireland nor shall it limit the right to bring enforcement proceedings in another State on foot of an Irish judgment.

1. The Offer is conditional upon the Scheme becoming effective and unconditional by not later than the Long Stop Date (or such later date as Dalradian and Minco may, with (if required) the consent of the Panel, agree and the High Court may allow).
2. The Scheme is conditional upon:
  - (a) the approval of the Scheme by a majority in numbers representing three fourths (75 per cent.) or more in value of the holders of Minco Shares at the Voting Record Time present and voting either in person or by proxy at the Court Meeting (or at any adjournment of such meeting);
  - (b) such resolutions as required to approve or implement the Scheme and set out in the notice convening the EGM being duly passed by the requisite majority at the EGM (or at any adjournment of such meeting);
  - (c) the sanction (with or without modification) of the Scheme pursuant to Section 453 of the Act and the confirmation of the Acquisition Reduction and the Demerger Reduction involved therein by the High Court; and
  - (d) office copies of the Court Order and the minute required by Section 86 of the Act in respect of the Acquisition Reduction and the Demerger Reduction, being delivered for registration to, and the registration thereof by, the Registrar of Companies.
3. Dalradian and Minco have agreed that, subject to paragraph 3 of this Part VI, the Offer is also conditional upon the following matters having been satisfied or waived on or before the sanction of the Scheme by the High Court pursuant to Section 453 of the Act:
  - (a) the London Stock Exchange having acknowledged to Dalradian or its agent (and such acknowledgement not having been withdrawn) that the application for admission of the New Dalradian Shares has been approved and (subject to satisfaction of any conditions to which such approval is expressed) will become effective as soon as a dealing notice has been issued by the London Stock Exchange and the TSX having provided conditional approval confirming (and such announcement or any conditional approval or confirmation not having been withdrawn) that the New Dalradian Shares will be listed on the TSX;
  - (b) \*;

\* the Announcement contained Condition 3(b) that “to the extent that the Irish Competition Act 2002 (“**2002 Act**”) (as amended by the Competition and Consumer Protection Act 2014), is applicable, the Competition and Consumer Protection Commission (the “**Commission**”) having determined, pursuant to Section 21(2)(a) or 22(3)(a) of the 2002 Act as amended, that the Offer may be put into effect or, the Commission having made a determination pursuant to Section 22(3)(c) of the 2002 Act as amended on conditions acceptable to Dalradian, acting reasonably, in relation to the Offer, or Section 19(1)(c) or (d) of the 2002 Act as amended being applicable, whichever is the first to occur”. As the 2002 Act is not applicable to the Offer, this Condition has been removed with the approval of the Panel.



- (c) no Irish, or foreign, federal, state or local governmental commission, board, body, bureau, or other regulatory authority or agency, including courts and other judicial bodies, any competition, anti-trust or supervisory body or other governmental, trade or regulatory agency or body, securities exchange or any self-regulatory body or authority, including any instrumentality or entity designed to act for or on behalf of any of the foregoing, in each case, in any jurisdiction (each a “**Governmental Authority**”) having instituted or implemented any action, proceeding, investigation, enquiry, reference or suit or having made, enforced, enacted, issued or deemed applicable to the Offer and the Demerger any statute, regulation or order or having withheld any consent which would or would reasonably be expected to:
- (i) make the Scheme or its implementation, the Offer, the acquisition or proposed acquisition by Dalradian of any shares in, or control of, Minco, or any of the assets of Minco, or the Demerger void, illegal or unenforceable under the laws of any jurisdiction or otherwise, directly or indirectly, restrain, revoke, prohibit, restrict or materially delay the same or impose additional or different conditions or obligations with respect thereto;
  - (ii) result in a material delay in the ability of Dalradian, or render Dalradian unable, to acquire all of the Minco Shares in accordance with the Scheme;
  - (iii) impose any limitation on or result in a material delay in the ability of Dalradian to acquire, or to hold or to exercise effectively, directly or indirectly, all or any rights of ownership of shares, Minco Shares (or the equivalent) in, or to exercise voting or management control over, Minco;
  - (iv) except where the consequences thereof would not be material (in value terms or otherwise) in the context of the Minco Group taken as a whole, require any member of the Dalradian Group or Minco to acquire or offer to acquire any shares or other securities (or the equivalent) in, or any interest in any asset of, Minco owned by any third party;
  - (v) except where the consequences thereof would not be material (in value terms or otherwise) in the context of the Minco Group taken as a whole, impose any limitation on the ability of Dalradian to integrate its business, or any part of it, with the businesses of any member of the Dalradian Group;
  - (vi) to the extent applicable, except where the consequences thereof would not be material (in value terms or otherwise) in the context of the Minco Group taken as a whole, result in Minco ceasing to be able to carry on business in any jurisdiction in which it currently does;
  - (vii) except where the consequences thereof would not be material (in value terms or otherwise) in the context of the Minco Group taken as a whole, cause Minco to cease to be entitled to any authorisation, order, recognition, grant, consent, clearance, confirmation, licence, permission or approval used by it in the carrying on of its business in any jurisdiction; or
  - (viii) except where the consequences thereof would not be material (in value terms or otherwise) in the context of the Minco Group taken as a whole, otherwise adversely affect the business, profits, assets, liabilities, financial or commercial position of Minco;
- for the purposes of this Part VI, the effects referred to in the foregoing paragraphs (i) through (viii) are referred to as a “**Restraint**”.
- (d) Minco or Dalradian, as the case may be having obtained (i) from any Governmental Authority any Clearances required to be obtained or made by any member of the Minco Group or Dalradian in connection with the Offer and the Demerger (except, in each case, for any Clearances or additional instrument that does not impose a Restraint on Minco or Dalradian), and (ii) any third party Clearances required to be obtained to effect the Offer and the Demerger

or the Scheme (except where the consequence thereof would not be material (in value terms or otherwise) in the context of the Minco Group taken as a whole), it being understood that neither Minco nor Dalradian shall be required to make any material payments, other than filing or other fees payable to a Governmental Authority for seeking the relevant Clearances, all such Clearances remaining in full force and effect, there being no notified intention to revoke or vary or not to renew the same at the time at which the Offer and the Demerger becomes otherwise unconditional;

- (e) all applicable waiting periods and any other time periods during which any Governmental Authority could, in respect of the Offer and the Demerger or the acquisition or proposed acquisition of any shares or other securities (or the equivalent) in, or control of, Minco by Dalradian, institute or implement any legal action, proceeding or suit under the laws of any jurisdiction which would be reasonably expected to have a material adverse effect (in value terms or otherwise) in the context of the Minco Group taken as a whole), having expired, lapsed or been terminated;
- (f) save as Provided, there being no provision of any arrangement, agreement, licence, permit, franchise, facility, lease or other instrument to which Minco is a party or any of its assets may be bound, entitled or be subject and which, in consequence of the Offer or the Demerger or the acquisition or proposed acquisition by Dalradian of any shares or other securities (or the equivalent) in or control of Minco or because of a change of control or management of Minco or otherwise, would or would be reasonably expected to result (except where, in any of the following cases, the consequences thereof would not be material (in value terms or otherwise) in the context of the Minco Group taken as whole) in:
  - (i) any monies borrowed by, or any indebtedness or liability (actual or contingent) of, or any grant available to Minco becoming, or becoming capable of being declared, repayable immediately or prior to their or its stated maturity;
  - (ii) the creation or enforcement of any mortgage, charge or other security interest wherever existing or having arisen over the whole or any part of the business, property or assets of Minco or any such mortgage, charge or other security interest becoming enforceable;
  - (iii) any such arrangement, agreement, licence, permit, franchise, facility, lease or other instrument or the rights, liabilities, obligations or interests of Minco thereunder, or the business of any such members with, any person, firm or body (or any arrangement or arrangements relating to any such interest or business) being terminated or adversely modified or any adverse action being taken or any obligation or liability arising thereunder;
  - (iv) any assets (including the Royalty) or interests of, or any asset the use of which is enjoyed by, Minco (other than Buchans pursuant to the Demerger) being or falling to be disposed of or charged, or ceasing to be available to Minco or any right arising under which any such asset or interest would be required to be disposed of or charged or would cease to be available to Minco otherwise than in the ordinary course of business;
  - (v) to the extent applicable, Minco ceasing to be able to carry on business, being prohibited from carrying on business or being subject to a restriction imposing a non-compete, exclusivity or similar restrictive covenant on Minco, in any jurisdiction;
  - (vi) the value of, or financial or commercial position of Minco being prejudiced or adversely affected; or
  - (vii) the creation of any liability or liabilities (actual or contingent) by Minco;

unless, if any such provision exists, such provision shall have been waived, modified or amended on terms satisfactory to Dalradian;

- (g) save as (A) publicly announced by Minco (by the delivery of an announcement to the London Stock Exchange) at any time up to the date of this announcement, (B) otherwise publicly disclosed by filing on SEDAR or (C) as Provided, Minco having conducted its business or carried on its activities in the ordinary course consistent with past practice in all material respects and in compliance in all material respects with all applicable laws and regulations and using reasonable endeavours to preserve substantially intact its business organisation and goodwill and keeping available the services of its directors and preserving the relationships with those Persons having business dealings with Minco, Minco not taking or agreeing to take at any time after the date of this announcement any of the following actions, (except as expressly required by the Scheme, the Implementation Agreement or applicable law or to the extent that Dalradian shall consent in writing (such consent not to be unreasonably withheld or delayed)):
- (i) amended its memorandum or Articles;
  - (ii) (A), issued or agreed to issue any shares, or any rights or securities convertible or exchangeable into, or granted the right to call for the issue of, any shares, effected any share split, share combination, reverse share split, share dividend, recapitalisation, altered the rights attaching to any shares, or effected any reduction, repayment or cancellation of share capital or share premium or capitalised any reserves or redeemed or bought-back any shares or other similar transaction, or (B) granted, conferred or awarded any option, right, warrant, deferred stock unit, conversion right or other right not existing on the date of this announcement to acquire any of its shares;
  - (iii) (A) increased any compensation payable to an employee or entered into any severance agreement, (B) granted any bonuses, (C) adopted any new employee benefit plan (including any share option, share benefit or share purchase plan) or pension scheme or amended any existing employee benefit plan or pension scheme (including, without prejudice to the generality of the foregoing, changing the entitlements to benefits under a pension scheme, or the benefits that accrue under a pension scheme, or the amounts payable thereunder, or the basis of calculation of such amounts, or the basis on which any pension scheme is funded), except for changes which are less favourable to participants in such plans or are required to implement the Offer, (D) commenced the employment of any employee or proposed employee, or (E) entered into or amended or otherwise modified any agreement or arrangement with Persons that are Affiliates or are officers or directors of Minco;
  - (iv) (A) except for the proposed transfer in specie of the shares in Buchans pursuant to the Demerger, declared, set aside or paid any dividend or made any other distribution or payment (whether in cash, stock or other property) with respect to any Minco Shares, or (B) directly or indirectly redeemed, purchased or otherwise acquired any of Minco's Shares;
  - (v) merged with, entered into a consolidation with, entered into a scheme of arrangement with or acquired an interest in any Person or acquired a substantial portion of the assets or business of any Person or any division or line of business thereof, or otherwise acquired any assets other than in the ordinary course of business consistent with past practice, or entered into any agreement or arrangement for any of the above;
  - (vi) other than in the ordinary course of business consistent with past practice or where the consequences thereof would not be material (in value terms or otherwise) in the context of the Minco Group taken as a whole), sold, leased, licensed, pledged, transferred, or otherwise disposed of or encumbered any properties or assets of Minco (including any accounts, leases, contracts or intellectual property or any assets or the stock of Minco);
  - (vii) (A) entered into any material joint venture or profit sharing agreement or (B) except where the consequences thereof would not be material (in value terms or otherwise) in

the context of the Minco Group taken as a whole), entered into or varied any contract, transaction, arrangement or commitment or announced its intention to enter into or vary any contract, transaction, arrangement or commitment (whether in respect of capital expenditure or otherwise) which is of a long term, onerous or unusual nature or magnitude or which is or would be materially restrictive on the business of Minco;

- (viii) (A) created, incurred or suffered to exist any indebtedness for borrowed money (B) guaranteed the indebtedness of another Person, or (C) issued, sold or amended any debt securities or warrants or other rights to acquire any debt securities of Minco, or guaranteed any debt securities of another Person;
  - (ix) made any change to its methods, principles or practices of accounting currently in effect, except (A) as required by generally accepted accounting principles, (B) as required by a Governmental Authority or quasi-Governmental Authority (including the Financial Accounting Standards Board or any similar organisation), or (C) as required by a change in applicable law or necessary to give effect to the Scheme;
  - (x) made or changed any tax election, settled or compromised any tax claim or amended any tax return;
  - (xi) opened or expanded any facility or office;
  - (xii) settled or compromised any litigation or other disputes (whether or not commenced prior to the date of this announcement) other than settlements or compromises for litigation or other disputes where the settlement imposes no material (in this context, material shall mean material to either Minco or Dalradian) obligation.
  - (xiii) authorised, recommended, proposed or announced an intention to adopt a plan of complete or partial liquidation or dissolution of Minco;
  - (xiv) other than in the ordinary course of business incur any administration and exploration expenditure in excess of EUR50,000 per month;
  - (xv) other than in the ordinary course of business, modified, amended or terminated any material contract or agreement to which Minco is a party, or knowingly waived, released or assigned any material rights or claims (including any write-off or other compromise of any accounts receivable of Minco); or
  - (xvi) authorised any of, or committed or agreed, in writing or otherwise, to take any of the foregoing actions, or otherwise agreed to take any action inconsistent with any of the foregoing paragraphs (g)(i) to (xv);
- (h) save as (A) publicly announced by Dalradian (by the delivery of an announcement to the London Stock Exchange or the TSX) at any time up to the date of this announcement, (B) otherwise publicly disclosed by filing on SEDAR or (C) Provided, the Dalradian Group having conducted its business in the ordinary course consistent with past practice in all material respects and in compliance in all material respects with all applicable laws and regulations and using reasonable endeavours to preserve substantially intact its business organisation and goodwill and keeping available the services of its directors and preserving the relationships with those Persons having business dealings with Dalradian, Dalradian not taking or agreeing to take, at any time after the date of this Announcement any of the following actions (except as required by applicable law, the Implementation Agreement or the Scheme or to the extent that Minco shall consent in writing (such consent not to be unreasonably withheld or delayed)):
- (i) amended its constitutional documents;
  - (ii) (A) declared, set aside or paid any dividend or made any other distribution or payment (whether in cash, stock or other property) with respect to any shares in Dalradian, or (B)

- directly or indirectly redeemed, purchased or otherwise acquired any of the shares in Dalradian;
- (iii) other than (A) in the ordinary course of business consistent with past practice or (B) where the consequences thereof would not be material (in value terms or otherwise) in the context of the Dalradian Group taken as a whole), sold, leased, licensed, pledged, transferred, or otherwise disposed of or encumbered any properties or assets of Dalradian (including any accounts, leases, contracts or intellectual property or any assets or the stock of Dalradian);
  - (iv) save as (A) in the ordinary course of business consistent with past practice or (B) where the consequences thereof would not be material (in value terms or otherwise) in the context of the Dalradian Group taken as a whole) (i) entered into any joint venture or profit sharing agreement or (ii) entered into or varied any contract, transaction, arrangement or commitment or announced its intention to enter into or vary any contract, transaction, arrangement or commitment (whether in respect of capital expenditure or otherwise) which is of a long term, onerous or unusual nature or magnitude or which is or would be materially restrictive on the business of Dalradian; or
  - (v) authorised any of, or committed or agreed, in writing or otherwise, to take any of the foregoing actions, or otherwise agree to take any action inconsistent with any of the foregoing paragraphs (h)(i) to (iv);
- (i) save as (A) Provided, (B) publicly disclosed by Minco by the delivery of an announcement to the London Stock Exchange or (C) filing by Minco on SEDAR at any time up to the date of this announcement:
- (i) there not having arisen any adverse change or adverse deterioration in the business, assets, financial or commercial position or profits of Minco (save to an extent which would not have a material adverse effect (in value terms or otherwise) in the context of the Minco Group taken as a whole);
  - (ii) no litigation, arbitration proceedings, prosecution or other legal proceedings to which Minco is or would reasonably be expected to become a party (whether as plaintiff or defendant or otherwise) and no investigation by any Governmental Authority against or in respect of Minco having been instituted or remaining outstanding by, against or in respect of Minco (save where the consequences of such litigation, arbitration proceedings, prosecution or other legal proceedings or investigation are not or would not have a material adverse effect (in value terms or otherwise) in the context of the Minco Group taken as a whole) and no litigation, arbitration proceedings, prosecution or other legal proceedings to which Minco or the Minco Group is a party having been instituted by a third party (other than a Governmental Authority) which makes the Offer or the Demerger or its implementation, or the acquisition or proposed acquisition by Dalradian of any shares in, or any of the material assets (which for this purpose means any intellectual property, or any assets that are material, in value terms or otherwise, in the context of the Minco Group taken as a whole) of, Minco or control of, Minco, void, illegal or unenforceable under the laws of any jurisdiction or otherwise, directly or indirectly, restrains, revokes, prohibits, materially restricts or delays the same or imposes additional material conditions or materially different conditions or obligations with respect thereto; and
  - (iii) no contingent or other liability existing or having arisen which would reasonably be expected to affect adversely Minco (save where such liability is not or would not be material (in value terms or otherwise) in the context of the Minco Group taken as a whole);

- (j) save as (A) Provided, (B) publicly disclosed by Dalradian by the delivery of an announcement to the London Stock Exchange or (C) filing by Dalradian on SEDAR at any time up to the date of this announcement:
- (i) there not having arisen any adverse change or adverse deterioration in the business, assets, financial or commercial position or profits of the Dalradian Group (save to an extent which would not have a material adverse effect (in value terms or otherwise) in the context of the Dalradian Group taken as a whole);
  - (ii) no litigation, arbitration proceedings, prosecution or other legal proceedings to which Dalradian is or would reasonably be expected to become a party (whether as plaintiff or defendant or otherwise) and no investigation by any Governmental Authority against or in respect of Dalradian having been instituted or remaining outstanding by, against or in respect of Dalradian (save where the consequences of such litigation, arbitration proceedings, prosecution or other legal proceedings or investigation are not or would not have a material adverse effect (in value terms or otherwise) in the context of the Dalradian Group taken as a whole) and no litigation, arbitration proceedings, prosecution or other legal proceedings to which Dalradian or the Dalradian Group is a party having been instituted by a third party (other than a Governmental Authority) which makes the Offer or its implementation, or the proposed issuance of shares by Dalradian void, illegal or unenforceable under the laws of any jurisdiction or otherwise, directly or indirectly, restrains, revokes or prohibits or materially restricts or delays the same or imposes additional material conditions or materially different conditions or obligations with respect thereto; and
  - (iii) no contingent or other liability existing or having arisen which would reasonably be expected to affect adversely the Dalradian Group (save where such liability is not or would not be material (in value terms or otherwise) in the context of the Dalradian Group taken as a whole);
- (k) save as (A) Provided, (B) as publicly disclosed by Minco by the delivery of an announcement to the London Stock Exchange at any time up to the date of this announcement Dalradian not having discovered:
- (i) that any financial, business or other information concerning Minco which has been Provided is materially misleading, contains a material misrepresentation of fact or omits to state a fact necessary to make the material information contained therein not misleading, (save where the consequences of which would not be material (in value terms or otherwise) in the context of the Minco Group taken as a whole);
  - (ii) that Minco is subject to any liability (actual or contingent) which is material (in value terms or otherwise) in the context of the Minco Group taken as a whole; or
  - (iii) that Minco is in default under the terms or conditions of any facility or agreement or arrangement for the provision of loans, credit or drawdown facilities, or of any security, surety or guarantee in respect of any facility or agreement or arrangement for the provision of loans, credit or drawdown facilities to Minco (save where such default is not or would not be material (in value terms or otherwise) in the context of the Minco Group taken as a whole);
- (l) save as (A) Provided, (B) as publicly disclosed by Dalradian by the delivery of an announcement to the London Stock Exchange or (C) filing on SEDAR at any time up to the date of this announcement Minco not having discovered:
- (i) that any financial, business or other information concerning the Dalradian Group which has been Provided is materially misleading, contains a material misrepresentation of fact or omits to state a fact necessary to make the material information contained therein not



misleading, (save where the consequences of which would not be material (in value terms or otherwise) in the context of the Dalradian Group taken as a whole);

- (ii) that Dalradian is subject to any liability (actual or contingent) which is material (in value terms or otherwise) in the context of the Dalradian Group taken as a whole; or
- (iii) that any member of the Dalradian Group is in default under the terms or conditions of any facility or agreement or arrangement for the provision of loans, credit or drawdown facilities, or of any security, surety or guarantee in respect of any facility or agreement or arrangement for the provision of loans, credit or drawdown facilities to any member of the Dalradian Group (save where such default is not or would not be material (in value terms or otherwise) in the context of the Dalradian Group taken as a whole).

#### Definitions:

For the purposes of the conditions set out above:

- (i) “**Clearances**” means all consents, clearances, approvals, permissions, permits, nonactions, orders and waivers to be obtained from, and all registrations, applications, notices and filings to be made with or provided to, any Governmental Authority or other third party in connection with the implementation of the Scheme including the Demerger;
  - (ii) “**Dalradian Group**” means Dalradian and its subsidiaries;
  - (iii) “**Provided**” means provided pursuant to the Disclosure Letter from Minco to Dalradian or the Disclosure Letter from Dalradian to Minco (as the case may be) dated on or about the date of this announcement;
  - (iv) “**SEDAR**” means the System for Electronic Document Analysis and Retrieval available at [www.SEDAR.com](http://www.SEDAR.com);
  - (v) “**substantial interest**” means an interest in 20 per cent. or more of the voting equity capital of an undertaking; and
  - (vi) “**Minco Group**” means Minco and its subsidiaries.
4. The Offer and the Scheme are also conditional on the Implementation Agreement not having been terminated in accordance with its terms as a consequence of any of the following events having occurred (such events being the events set out in the Implementation Agreement following the occurrence of which the Implementation Agreement may be terminated in accordance with its terms):
- (i) all of the Conditions are not satisfied or waived;
  - (ii) the High Court refuses to sanction the Scheme or the Demerger;
  - (iii) the resolutions are not passed adopting (i) the Scheme at the Court Meeting or (ii) the Demerger Reduction, the Acquisition Reduction and the reclassification of Minco Shares at the EGM;
  - (iv) the directors of Minco withdraw or materially alter the recommendation of the Scheme provided by them;
  - (v) Dalradian or Minco (as the case may be) becomes aware that any representation or warranty given by Minco, Buchans or Dalradian (as the case may be) was untrue, inaccurate or misleading in a material respect at the time given; or
  - (vi) there has been a material breach by Minco, Buchans or Dalradian (as the case may be) of any other provision of the Implementation Agreement,

Dalradian or Minco (as the case may be) may by notice in writing to the other party at its option terminate the Implementation Agreement.\*

\* This Condition 4 has been amended from the version contained in the Announcement with the approval of the Panel to include details of the termination events.

5. Subject to paragraph 6 of this Part VI, the Offer and the Scheme are also conditional on:
  - (i) the representations and warranties of Minco set forth in the Implementation Agreement shall be true and correct (other than as would not materially impede or prevent the consummation of the Offer) at the date of the Implementation Agreement and at the Pre Court Date as though made at the Pre Court Date; and
  - (ii) Minco having in all material respects performed all obligations and complied with all covenants required by the Implementation Agreement to be performed or complied with by it prior to the Effective Date.
6. Subject to the requirements of the Panel, Dalradian reserves the right (but shall be under no obligation) to waive, in whole or in part, all or any of the Conditions other than those set out in 2 (a), (b), (c) and (d); and 3 (a), (i) and (k) above.
7. Subject to paragraph 8 of this Part VI:
  - (i) the representations and warranties of Dalradian set forth in the Implementation Agreement shall be true and correct (other than as would not materially impede or prevent the consummation of the Offer) at the date of the Implementation Agreement and at the Pre Court Date as though made at the Pre Court Date; and
  - (ii) Dalradian shall have in all material respects performed all obligations and complied with all covenants required by the Implementation Agreement to be performed or complied with by it prior to the Effective Date.
8. Subject to the requirements of the Panel, Minco reserves the right (but shall be under no obligation) to waive, in whole or in part, all or any of the Conditions other than those set out in 2 (a), (b), (c) and (d); and 3 (a), (j) and (l) above.
9. The Scheme will lapse unless all of the conditions set out above have been fulfilled or (if capable of waiver) waived or, where appropriate, have been determined by Dalradian or Minco (where relevant) in its discretion to be or to remain satisfied on the Long Stop Date.
10. If Dalradian is required to make an offer for Minco Shares under the provisions of Rule 9 of the Takeover Rules, Dalradian may make such alterations to any of the above conditions as are required to comply with the provisions of that rule.

## PART VII

### FINANCIAL INFORMATION RELATING TO MINCO AND DALRADIAN INCORPORATED BY REFERENCE

The following sets out financial information in respect of Minco and Dalradian as required by Rule 24.2 of the Takeover Rules. The documents (or parts thereof) referred to below, the contents of which have previously been announced through a Regulatory Information Service, are incorporated by reference into this document by reference pursuant to Rule 24.15 of the Takeover Rules.

The financial information in this Part VII (Financial Information Relating to Minco and Dalradian) is extracted without material adjustment from the published audited consolidated accounts for those periods. The financial information in this Part VII (Financial Information Relating to Minco and Dalradian) does not constitute statutory accounts within the meaning of Chapter 4 of the Act.

Save as expressly referred to herein, neither the content of Minco's or Dalradian's website, nor the content of any other website accessible from hyperlinks on Minco's or Dalradian's website, is incorporated into or forms part of this document.

#### SECTION A

This Section A of this Part VII (Financial Information Relating to Minco and Dalradian) summarises the consolidated financial statements of Minco for the three financial years ended 31 December, 2016, and the un-audited interim statements of Minco for the three months ended 31 March 2017.

The audited consolidated Financial Statements of Minco for the three financial years ended 31 December 2014, 31 December 2015 and 31 December 2016 and the un-audited interim financial statements of Minco for the three months ended 31 March 2017, are incorporated into this document by reference.

The audited consolidated Financial Statements for all of the three years ended 31 December 2016 (together with the notes to the accounts which are of relevance to an appreciation of the figures (including significant accounting policies) and the un-audited interim financial statements of Minco for the quarter ended 31 March 2017, are available from Minco's website at [www.mincopl.com](http://www.mincopl.com) or under Minco's corporate profile at [www.sedar.com](http://www.sedar.com).

<i>Document Incorporated by reference</i>	<i>Information</i>	<i>Page No. in such document</i>
<b>Interim Un-audited financial statements for period ended 31 March 2017</b>	Turnover	N.A.
	Net profit or loss before taxation	Pg. 2
	Net profit or loss after taxation	Pg. 2
	The charge for tax	N.A.
	Extraordinary items	N.A.
	Minority interests	N.A.
	The amount absorbed by dividends	N.A.
	Earnings per share	Pg. 2 and 9
	Dividends per share	N.A.
	Statement of the assets and liabilities	Pg. 1
	Statement of cash flow	Pg. 4

<i>Document Incorporated by reference</i>	<i>Information</i>	<i>Page No. in such document</i>
<b>Audited financial statements for period ended 31 December 2016</b>		
	Turnover	N.A.
	Net profit or loss before taxation	Pg 5
	Net profit or loss after taxation	Pg 5
	The charge for tax	Pg 5 and 20
	Extraordinary items	N.A.
	Minority interests	N.A.
	The amount absorbed by dividends	N.A.
	Earnings per share	Pg. 5 and 21
	Dividends per share	N.A.
	Statement of assets and liabilities	Pg. 3
	Statement of cash flow	Pg. 8
	The significant accounting policies	Pg. 10-17
<b>Audited financial statements for period ended 31 December 2015</b>		
	Turnover	N.A.
	Net profit or loss before taxation	Pg. 5
	Net profit or loss after taxation	Pg. 5
	The charge for tax	Pg. 5 and 20
	Extraordinary items	N.A.
	Minority interests	N.A.
	The amount absorbed by dividends	N.A.
	Earnings per share	Pg. 5 and 21
	Dividends per share	N.A.
	Statement of the assets and liabilities	Pg. 3
	Statement of cash flow	Pg. 8
	The significant accounting policies	Pg. 10 to 17
<b>Audited financial statements for period ended 31 December 2014</b>		
	Turnover	N.A
	Net profit or loss before taxation	Pg. 5
	Net profit or loss after taxation	Pg. 5
	The charge for tax	Pg. 5 and 23
	Extraordinary items	N.A
	Minority interests	N.A
	The amount absorbed by dividends	N.A
	Earnings per share	Pg. 5 and 24
	Dividends per share	N.A
	Statement of the assets and liabilities	Pg. 6
	Statement of cash flow	Pg. 10
	The significant accounting policies	Pg. 12 to 19

### **Material changes**

There are no known material changes in the financial or trading position of Minco subsequent to the last published audited accounts (for period ended 31 December 2016).

### **Changes of Accounting Policy**

There have been no material changes in the accounting policy of Minco in the period covered by the financial information above that would render the above noted figures of Minco not comparable to a material extent.

Hard copies of the above-referenced financial information will not be sent to recipients of this document unless specifically requested. Recipients of this document may request hard copies of the above-referenced financial information of Minco by writing to the Company Secretary of Minco at the registered office address of Minco or telephoning + 1 416 362 6686. Relevant documents will be posted within two Business Days of receipt of such a request.

## SECTION B

The audited consolidated Annual Reports and Accounts of Dalradian for the three financial years ended 31 December 2014, 31 December 2015 and 31 December 2016 and the un-audited interim statements of Dalradian dated 31 March 2017, are incorporated into this document by reference.

The audited consolidated Annual Reports for all of the three years ended 31 December 2016 (including significant accounting policies together with any points from the notes to the accounts which are of major relevance to an appreciation of the figures) and the un-audited interim statements of Dalradian dated 31 March 2017, are available under Dalradian's corporate profile at [www.sedar.com](http://www.sedar.com) and from Dalradian's website at [www.Dalradian.com/investor-centre/financial-reports/default.aspx](http://www.Dalradian.com/investor-centre/financial-reports/default.aspx).

<i>Document Incorporated by reference</i>	<i>Information</i>	<i>Page No. in such document</i>
<b>Interim Un-audited financial statements for period ended 31 March 2017</b>	Turnover	N.A.
	Net profit or loss before taxation	Pg. 2
	Net profit or loss after taxation	Pg. 2
	The charge for tax	N.A.
	Extraordinary items	N.A.
	Minority interests	N.A.
	The amount absorbed by dividends	N.A.
	Earnings per share	Pg. 2
	Dividends per share	N.A.
<b>Audited financial statements for period ended 31 December 2016</b>	Turnover	N.A.
	Net profit or loss before taxation	Pg. 5
	Net profit or loss after taxation	Pg. 5
	The charge for tax	N.A.
	Extraordinary items	N.A.
	Minority interests	N.A.
	The amount absorbed by dividends	N.A.
	Earnings per share	Pg. 5
	Dividends per share	N.A.
	Statement of assets and liabilities	Pg. 4
	Statement of cash flow	Pg. 7
The significant accounting policies together with any points from the notes to the accounts which are of major relevance to an appreciation of the figures	Pg. 8 to 26	

*Document Incorporated  
by reference*

*Information*

*Page No. in such  
document*

**Audited financial statements  
for period ended  
31 December 2015**

Turnover	N.A
Net profit or loss before taxation	Pg. 2
Net profit or loss after taxation	Pg. 2
The charge for tax	N.A.
Extraordinary items	N.A.
Minority interests	N.A.
The amount absorbed by dividends	N.A
Earnings per share	Pg. 2
Dividends per share	N.A
Statement of assets and liabilities	Pg. 1
Statement of cash flow	Pg. 4
The significant accounting policies together with any points from the notes to the accounts which are of major relevance to an appreciation of the figures	Pg. 5 to 24

**Audited financial statements  
for period ended  
31 December 2014**

Turnover	N.A
Net profit or loss before taxation	Pg. 5
Net profit or loss after taxation	Pg. 5
The charge for tax	N.A.
Extraordinary items	N.A
Minority interests	N.A.
The amount absorbed by dividends	N.A
Earnings per share	Pg. 5
Dividends per share	N.A
Statement of assets and liabilities	Pg. 4
Statement of cash flow	Pg. 7
The significant accounting policies together with any points from the notes to the accounts which are of major relevance to an appreciation of the figures	Pg. 8 to 26

**Material changes**

There are no known material changes in the financial or trading position of Dalradian subsequent to the last published audited accounts (for period ended 31 December 2016).

**Changes of Accounting Policy**

There have been no material changes in the accounting policy of Dalradian in the period covered by the financial information above that would render the above noted figures of Dalradian not comparable to a material extent.



## PART VIII

### ADDITIONAL INFORMATION

#### 1. Responsibility

- (1) The Directors of Dalradian, whose names appear in paragraph 2.3 of Part VIII (Additional Information) of this document, accept responsibility (solely in their capacity as directors) for the information contained in this document solely relating to Dalradian, the directors of Dalradian (solely in their capacity as such) and members of their immediate families, related trusts and persons connected with them. To the best of the knowledge and belief of the Directors of Dalradian (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.
- (2) The Directors of Minco, whose names appear in paragraph 2.1 of this Part VIII (Additional Information), accept responsibility (solely in their capacity as directors) for the information contained in this document relating to Minco, the directors of Minco, (solely in their capacity as such) and members of their immediate families, related trusts and persons connected with them, the recommendation and related opinions of the Minco Board. To the best of the knowledge and belief of the Directors of Minco (who have taken all reasonable care to ensure that such is the case), the information in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

#### 2. Directors and Registered Office

- 2.1 The names of the Directors of Minco and their respective functions are as follows:

<i>Name</i>	<i>Position held</i>
John F. Kearney	Chairman and Chief Executive Officer
Danesh K. Varma	Chief Financial Officer and Secretary
Patrick Downey	Director
Terence McKillen	Director
Peter McParland	Director
Warren MacLeod	Director
Michael Power	Director

- 2.2 The registered office of Minco is 17 Pembroke Street Upper, Dublin 2, Ireland. The business address of each of the Minco Directors is Coolfore Road, Ardracran, Navan, Co. Meath, Ireland.

- 2.3 The Dalradian Directors, and their respective functions, are as follows:

<i>Name</i>	<i>Position held</i>
James E. Rutherford	Non-Executive Chairman, Chairman of the Corporate Social Responsibility Committee and member of the Audit Committee
Dr. Nicole Adshead-Bell	Director, member of the Audit Committee, Safety, Health and Environmental Affairs Committee, Corporate Social Responsibility Committee
Patrick F.N. Anderson	Director, Chief Executive Officer and President
Patrick G. Downey	Director, member of the Governance Nominating and Compensation Committee and the Corporate Social Responsibility Committee and Chairman of the Safety, Health and Environmental Affairs Committee
Ronald P. Gagel	Director, Chairman of the Audit Committee

<i>Name</i>	<i>Position held</i>
Thomas Obradovich	Director, member of the Governance Nominating and Compensation Committee
Sean E.O. Roosen	Director, member of the Safety, Health and Environmental Affairs Committee
Jonathan Rubenstein	Director, member of the Audit Committee and Chairman of the Governance Nominating and Compensation Committee

2.4 Dalradian, whose registered number is 002201851, has its registered office at Queens Quay Terminal, 207 Queens Quay West, Suite 416, Toronto, Ontario M5J 1A7, Canada.

2.5 In addition to the Minco Directors, for the purpose of the Takeover Rules, each of the following persons is regarded as acting in concert with Minco in connection with the Offer:

<i>Name</i>	<i>Position held</i>
Davy Corporate Finance	(financial adviser to Minco) and any persons (other than exempt market makers or exempt fund managers) controlling, controlled by, or under the same control as Davy Corporate Finance
OBH Partners	partners and members of the professional staff of OBH Partners (Irish legal advisers to Minco) who are professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Minco within the Relevant Period
UHY Farrelly Dawe White Limited	partners and members of the professional staff of UHY Farrelly Dawe White Limited (auditors and accountants to Minco) who are professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period
KPMG	partners and members of the professional staff of KPMG (Irish tax adviser to Minco) who are professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Minco within the Relevant Period.

2.6 In addition to the Dalradian Directors, for the purpose of the Takeover Rules, each of the following persons is regarded as acting in concert with Dalradian in connection with the Offer:

<i>Name</i>	<i>Position held</i>
Canaccord Genuity Limited	(financial adviser to Dalradian) and any persons (other than exempt market makers or exempt fund managers) controlling, controlled by, or under the same control as Canaccord Genuity Limited
Grant Thornton UK LLP	partners and members of the professional staff of Grant Thornton UK LLP (nominated adviser to Dalradian) who are professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period
Cassels Brock Blackwell LLP	partners and members of the professional staff of Cassels Brock Blackwell LLP (Canadian legal advisers to Dalradian) who are professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period
WhitneyMoore	partners and members of the professional staff of WhitneyMoore (Irish legal advisers to Dalradian) who are professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period

<i>Name</i>	<i>Position held</i>
BDO UK LLP	partners and members of the professional staff of BDO UK LLP (UK tax adviser to Dalradian) who are professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period
BDO Ireland	partners and members of the professional staff of BDO Ireland (Irish tax adviser to Dalradian) who are professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period.

### 3. Market Quotations

The following table shows the Closing Prices of a Minco Share as derived from the Official List and the Dalradian Shares as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange and Bloomberg in each case on the first dealing day in each month from January to June inclusive, on 20 March 2017 (the last Business Day prior to the commencement of the Offer Period) and at the close of business on the Latest Practicable Date:

<i>Date</i>	<i>Closing Price of Minco Share (pence)</i>	<i>Closing Price of Dalradian (AIM) Share (pence)</i>	<i>Closing Price of Dalradian Share (TSX) (CDN\$)</i>
3 January 2017	0.98	70.5	1.16
1 February 2017	0.88	77	1.34
1 March 2017	1.3	77.5	1.27
20 March 2017	1.33	79.5	1.28
3 April 2017	2.2	80	1.44
2 May 2017	2.08	72.5	1.23
1 June 2017	2.33	92	1.58
26 June 2017	2.45	98	1.63

### 4. Interests in Relevant Securities of Minco

For the purpose of the following paragraphs 4, 5, 6 and 7 in this Part VIII (Additional Information) the following definitions shall apply:

“**acting in concert**”: two or more persons are deemed to be acting in concert as respects a takeover or other relevant transaction if they co-operate on the basis of an agreement, either express or tacit, either oral or written, aimed at:

- (i) either—
  - (I) the acquisition by any one or more of them of securities in the company, or
  - (II) the doing, or the procuring of the doing, of any act that will or may result in an increase in the proportion of securities in the company held by any one or more of them;

or

- (ii) either—
  - (I) acquiring control of the company, or
  - (II) frustrating the successful outcome of an offer made for the purpose of the acquisition of control of the company.

**“arrangement”**: any indemnity or option arrangement and any agreement or understanding, formal or informal, of whatever nature between two or more persons, relating to relevant securities of Dalradian or Minco which is or may be an inducement to one or more such persons to deal or refrain from dealing in such securities;

**“associated company”**: a company shall be deemed to be an associated company of another company if that other company owns or controls 20% or more of the equity share capital of the first mentioned company;

**“control”**: the holding, whether directly or indirectly, of securities of the company that confer, in aggregate, not less than 30% (thirty per cent.) of the voting rights in that company.

**“derivative”**: any financial product whose value in whole or in part, is determined directly or indirectly by reference to the price of an underlying security;

**“Disclosure Period”**: the period commencing on 21 March 2016 (being the date twelve months before the commencement of the Offer Period) and ending on the Latest Practicable Date;

**“exempt fund manager”**: a discretionary fund manager which has been recognised by the Panel as an exempt fund manager for the purposes of the Rules, has been notified in writing of that fact by the Panel and has not been notified by the Panel of the withdrawal of such recognition;

**“exempt principal trader”**: a principal trader who is recognised by the Irish Takeover Panel as an exempt principal trader for the purposes of these Rules, has been notified in writing of that fact by the Panel and has not been notified by the Panel of the withdrawal of such recognition;

**“interest in a relevant security”** or **“interested in relevant securities”**: (i) a person shall be deemed to have an “interest”, or to be “interested”, in that security if and only if he or she has a long position in that security; and (ii) a person who has only a short position in a relevant security shall be deemed not to have an interest, nor to be interested, in that security;

**“Latest Practicable Date”**: 26 June 2017 being the latest practical date before the posting of this document;

**“person who has a long position in a relevant security”** a person shall be deemed to have a long position in a relevant security if he or she directly or indirectly:

- (1) owns that security; or
- (2) has the right or option to acquire that security or to call for its delivery; or
- (3) is under an obligation to take delivery of that security; or
- (4) has the right to exercise or control the exercise of the voting rights (if any) attaching to that security;

or, to the extent that none of subparagraphs (1) to (4) above applies to that person, if he or she:

- (5) will be economically advantaged if the price of that security increases; or
- (6) will be economically disadvantaged if the price of that security decreases,

irrespective of:

- (A) how any such ownership, right, option, obligation, advantage or disadvantage arises and including, for the avoidance of doubt and without limitation, where it arises by virtue of an agreement to purchase, option or derivative; and
- (B) whether any such ownership, right, option, obligation, advantage or disadvantage is absolute or conditional and, where applicable, whether it is in the money or otherwise;

provided that a person who has received an irrevocable commitment to accept an offer (or to procure that another person accept an offer) shall not, by virtue only of subparagraph (2) or (3) above, be treated as having an interest in the relevant securities that are the subject of the irrevocable commitment;

**“person who has a short position in a relevant security”**: a person shall be deemed to have a short position in a relevant security if he or she directly or indirectly:

- (1) has the right or option to dispose of that security or to put it to another person; or
- (2) is under an obligation to deliver that security to another person; or
- (3) is under an obligation either to permit another person to exercise the voting rights (if any) attaching to that security or to procure that such voting rights are exercised in accordance with the directions of another person,

or to the extent that none of sub-paragraphs (1) to (3) above applies to that person if he or she:

- (4) will be economically advantaged if the price of that security decreases; or
- (5) will be economically disadvantaged if the price of that security increases, irrespective of:
  - (A) how any such right, option, obligation, advantage or disadvantage arises and including, for the avoidance of doubt and without limitation, where it arises by virtue of an agreement to sell, option or derivative; and
  - (B) whether any such right, option, obligation, advantage or disadvantage is absolute or conditional and, where applicable, whether it is in the money or otherwise.

**“relevant securities”** means relevant securities of Minco or relevant securities of Dalradian, as appropriate;

**“relevant securities of Dalradian”** means:

- (a) equity share capital of Dalradian;
- (b) any securities of Dalradian which confer on their holders substantially the same rights as are conferred by any securities to be issued by Dalradian as a consideration under the Scheme;
- (c) any securities or any other instrument of Dalradian conferring on their holders rights to convert into or to subscribe for new securities of any of the forgoing categories of security;

**“relevant securities of Minco”** means:

- (a) Minco Shares which are the subject of the Scheme and any other securities of Minco which confer voting rights;
- (b) equity share capital of Minco; and
- (c) any securities or any other instrument of Minco conferring on their holders rights to convert into or to subscribe for new securities of any of the forgoing categories of security.

4.1 At the close of business on the Latest Practicable Date, the Directors of Minco held the following interests (for the purposes of Chapter 5 of Part 5 of the Companies Act 2014) in relevant securities of Minco:

<i>Name</i>	<i>Number of relevant securities of Minco</i>
John F. Kearney	7,636,363
Danesh K. Varma	23,806,324
Patrick Downey	1,865,000
Terence McKillen	7,463,841
Peter McParland	4,730,000
Warren MacLeod	Nil
Michael Power	Nil

4.2 At the close of business on the Latest Practicable Date, none of the Directors of Minco held a short position in the relevant securities of Minco.

- 4.3 At the close of business on the Latest Practicable Date, none of the Directors of Minco (including persons connected with them within the meaning of the Irish Companies Act, 2014) was interested or held a short position in the relevant securities of Minco.
- 4.4 At the close of business on the Latest Practicable Date, Dalradian did not have any interest in or hold a short position in any relevant securities of Minco.
- 4.5 The Directors of Dalradian (or persons connected with the Directors (within the meaning of Chapter 5 of Part 5 of the 2014 Act)) did not hold any interests or any short positions in any relevant securities of Minco at the close of business on the Latest Practicable Date.
- 4.6 At the close of business on the Latest Practicable Date, none of Davy Corporate Finance (financial adviser to Minco) nor persons (other than an exempt fund manager or an exempt principal trader) controlling, controlled by or under the same control as Davy Corporate Finance had any interest in or held a short position in any relevant securities of Minco.
- 4.7 At the close of business on the Latest Practicable Date, no partner or member of the professional staff of OBH Partners (Irish legal advisers to Minco) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Minco within the two year period prior to 1 June 2017 (the “**Relevant Period**”) had any interest in or held a short position in any relevant securities of Minco.
- 4.8 At the close of business on the Latest Practicable Date, no partner or member of the professional staff of UHY Farrelly Dawe White Limited (auditors and accountants to Minco) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Minco within the Relevant Period had any interest in or held a short position in any relevant securities of Minco.
- 4.9 At the close of business on the Latest Practicable Date, no partner or member of the professional staff of KPMG (Irish tax advisers to Minco for the purposes of the Scheme) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Minco within the Relevant Period had any interest in or held a short position in any relevant securities of Minco.
- 4.10 At the close of business on the Latest Practicable Date, no partner or member of the professional staff of WhitneyMoore (Irish legal advisers to Dalradian) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period had any interest in or held a short position in any relevant securities of Minco.
- 4.11 At the close of business on the Latest Practicable Date, no partner or member of the professional staff of Cassels Brock Blackwell LLP (Canadian legal advisers to Dalradian) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period had any interest in or held a short position in any relevant securities of Minco.
- 4.12 At the close of business on the Latest Practicable Date, no partner or member of the professional staff of Grant Thornton UK LLP (nominated adviser to Dalradian) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period had any interest in or held a short position in any relevant securities of Minco.
- 4.13 At the close of business on the Latest Practicable Date, none of Canaccord Genuity Limited (financial adviser to Dalradian) nor persons (other than an exempt fund manager or an exempt principal trader) controlling, controlled by or under the same control as Canaccord Genuity Limited had any interest in or held a short position in any relevant securities of Minco.
- 4.14 At the close of business on the Latest Practicable Date, no partner or member of the professional staff of BDO UK LLP (UK tax adviser to Dalradian) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period had any interest in or held a short position in any relevant securities of Minco.
- 4.15 At the close of business on the Latest Practicable Date, no partner or member of the professional staff of BDO Ireland (Irish tax adviser to Dalradian) professionally engaged in relation to the Proposals or



otherwise customarily engaged in the affairs of Dalradian within the Relevant Period had any interest in or held a short position in any relevant securities of Minco.

- 4.16 At the close of business on the Latest Practicable Date, persons who have irrevocably committed themselves to vote in favour of the Scheme had interests in the following relevant securities of Minco:

<i>Name</i>	<i>Number of Minco Shares</i>	<i>Percentage interest in total issued shares in Minco</i>
John F. Kearney	7,636,363	1.6
Danesh K. Varma	23,806,324	5.0
Patrick Downey	1,865,000	0.4
Terence McKillen	7,463,841	1.6
Peter McParland	4,730,000	1.0
Warren MacLeod	Nil	–
Michael Power	Nil	–

- 4.17 At the close of business on the Latest Practicable Date, no persons who have irrevocably committed themselves to vote in favour of the Scheme have held a short position or any interest in the relevant securities of Minco.

- 4.18 As at the Latest Practicable Date, neither Minco nor any person acting in concert (including deemed to be acting in concert) with Minco has any arrangement with any other person in relation to the relevant securities of Minco or held a short position in any relevant securities of Minco.

- 4.19 At the Latest Practicable Date:

- (a) no subsidiary or associated company of Minco;
- (b) no trustees of a pension scheme in which Minco or a subsidiary of Minco participates (other than an industry-wide pension scheme);
- (c) no fund manager (other than an exempt fund manager) connected with Minco;

had any interest in or held a short position in any of the relevant securities of Minco.

- 4.19 As at close of business on the Latest Practicable Date, no person acting in concert with Minco was interested, or held any short positions, in relevant securities of Minco.

- 4.20 Save as disclosed in this paragraph 4, as at the close of business on the Latest Practicable Date, neither Dalradian nor other person acting in concert (including deemed to be acting in concert) with Dalradian, held any interest or any short position in any relevant securities of Minco.

## **5. Dealings in Relevant Securities of Minco**

- 5.1 There were no dealings for value by Dalradian in relevant securities of Minco during the Disclosure Period.

- 5.2 There were no dealings for value by the Directors of Dalradian in relevant securities of Minco during the Disclosure Period.

- 5.3 No Directors of Minco (or persons connected with the Directors (within the meaning of Chapter 5 of Part 5 of the Act)) dealt for value in relevant securities of Minco during the Disclosure Period.

- 5.4 Minco has not redeemed or purchased relevant securities of Minco during the Disclosure Period.

- 5.5 There were no dealings in relevant securities of Minco by any subsidiary or associated company of Minco during the Disclosure Period.

- 5.6 There were no dealings in relevant securities of Minco by any trustee of any pension scheme in which Minco or any subsidiary of Minco participates (other than an industry wide scheme) during the Disclosure Period.
- 5.7 There were no dealings in relevant securities of Minco by any fund manager (other than an exempt fund manager) connected with Minco during the Disclosure Period.
- 5.8 There were no dealings for value in relevant securities of Minco by Davy Corporate Finance (financial adviser to Minco) or any persons controlling, controlled by or under the same control as Davy Corporate Finance (other than an exempt fund manager or an exempt principal trader) during the Disclosure Period.
- 5.9 Except as disclosed in this paragraph 5, there were no dealings for value in relevant securities of Minco by any persons who have irrevocably committed themselves to vote in favour of the Scheme during the Disclosure Period.
- 5.10 Save as disclosed in this paragraph 5, there were no dealings for value in relevant securities of Minco by any person that has an arrangement with Minco or any person acting in concert with Minco during the Disclosure Period.
- 5.11 There were no dealings for value in relevant securities of Minco by any partner or member of the professional staff of OBH Partners (Irish legal advisers to Minco) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Minco within the Relevant Period during the Disclosure Period.
- 5.12 There were no dealings for value in relevant securities of Minco by any partner or member of the professional staff of UHY Farrelly Dawe White Limited (auditors and accountants to Minco) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Minco within the Relevant Period during the Disclosure Period.
- 5.13 There were no dealings for value in relevant securities of Minco by any partner or member of the professional staff of KPMG (Irish tax advisers to Minco for the purposes of the Scheme) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Minco within the Relevant Period during the Disclosure Period.
- 5.14 There were no dealings for value in relevant securities of Minco by any partner or member of the professional staff of Grant Thornton UK LLP (nominated adviser to Dalradian) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period during the Disclosure Period.
- 5.15 There were no dealings for value in relevant securities of Minco by any partner or member of the professional staff of BDO UK LLP (UK tax adviser to Dalradian) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period during the Disclosure Period.
- 5.16 There were no dealings for value in relevant securities of Minco by any partner or member of the professional staff of BDO Ireland (Irish tax adviser to Dalradian) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period during the Disclosure Period.
- 5.17 There were no dealings for value in relevant securities of Minco by any partner or member of the professional staff of WhitneyMoore (Irish legal advisers to Dalradian) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period during the Disclosure Period.
- 5.18 There were no dealings for value in relevant securities of Minco by any partner or member of the professional staff of Cassels Brock Blackwell LLP (Canadian legal advisers to Dalradian) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period during the Disclosure Period.

- 5.19 There were no dealings for value in relevant securities of Minco by Canaccord Genuity Limited (financial adviser to Dalradian) or any persons controlling, controlled by or under the same control as Canaccord Genuity Limited (other than an exempt fund manager or an exempt principal trader) during the Disclosure Period.
- 5.20 Save as disclosed in this paragraph 5, there were no dealings for value in relevant securities of Minco by any person that had an arrangement with Dalradian during the Disclosure Period.
- 5.21 Save as disclosed in this paragraph 5, there were no dealings for value in relevant securities of Minco by any person that had an arrangement with Minco or any person acting in concert with Minco during the Disclosure Period.
- 5.22 Save as disclosed in this paragraph 5, there were no dealings for value in relevant securities of Minco by any persons acting in concert (or deemed or presumed to be acting in concert) with Dalradian during the Disclosure Period.

## 6. Interests in Relevant Securities of Dalradian

- 6.1 At the close of business on the Latest Practicable Date, the Directors of Dalradian (which includes persons connected with the Directors (within the meaning of Chapter 5 of Part 5 of the 2014 Act)) held the following interests (excluding options and other share awards which are disclosed in paragraph 6.2 below) in relevant securities of Dalradian:

<i>Name</i>	<i>Number of Dalradian Shares<sup>(1)</sup></i>
James E. Rutherford	62,500
Dr. Nicole Adshead-Bell	Nil
Patrick F.N. Anderson	4,216,361
Patrick G. Downey	211,250
Ronald P. Gagel	175,000
Thomas Obradovich	221,500
Sean E.O. Roosen	1,803,083
Jonathan Rubenstein	79,600

(1) Beneficially owned, directly or indirectly or over which control or direction is exercised.

- 6.2 At the close of business on the Latest Practicable Date, the directors of Dalradian (which includes persons connected with the Directors (within the meaning of Chapter 5 of Part 5 of the 2014 Act)) held the following options and other share awards over Dalradian Shares:

<i>Name</i>	<i>Number of Options<sup>(1)</sup></i>	<i>Exercise price per share</i>	<i>Grant Date</i>	<i>Expiry Date</i>
James E. Rutherford	250,000	\$0.90	Aug 20, 2015	Aug 20, 2020
	150,000	\$0.67	Dec 18, 2015	Dec 18, 2020
	200,000	\$1.19	Dec 16, 2016	Dec 16, 2021
Dr. Nicole Adshead-Bell	250,000	\$0.67	Dec 18, 2015	Dec 18, 2020
	200,000	\$1.19	Dec 16, 2016	Dec 16, 2021
Patrick F.N. Anderson	400,000	\$0.98	Jun 25, 2014	Jun 25, 2019
	750,000	\$0.67	Dec 18, 2015	Dec 18, 2020
Patrick G. Downey	250,000	\$0.90	Aug 20, 2015	Aug 20, 2020
	150,000	\$0.67	Dec 18, 2015	Dec 18, 2020
	200,000	\$1.19	Dec 16, 2016	Dec 16, 2021
Ronald P. Gagel	150,000	\$1.11	Aug 7, 2012	Aug 7, 2017
	150,000	\$0.98	Jun 25, 2014	Jun 25, 2019
	150,000	\$0.67	Dec 18, 2015	Dec 18, 2020
	200,000	\$1.19	Dec 16, 2016	Dec 16, 2021

<i>Name</i>	<i>Number of Options<sup>(1)</sup></i>	<i>Exercise price per share</i>	<i>Grant Date</i>	<i>Expiry Date</i>
Thomas Obradovich	250,000	\$1.11	Aug 7, 2012	Aug 7, 2017
	150,000	\$0.98	Jun 25, 2014	Jun 25, 2019
	150,000	\$0.67	Dec 18, 2015	Dec 18, 2020
	200,000	\$1.19	Dec 16, 2016	Dec 16, 2021
Sean E.O. Roosen	150,000	\$1.11	Aug 7, 2012	Aug 7, 2017
	150,000	\$0.98	Jun 25, 2014	Jun 25, 2019
	150,000	\$0.67	Dec 18, 2015	Dec 18, 2020
	200,000	\$1.19	Dec 16, 2016	Dec 16, 2021
Jonathan Rubenstein	250,000	\$0.71	Jul 9, 2013	Jul 9, 2018
	150,000	\$0.98	Jun 25, 2014	Jun 25, 2019
	150,000	\$0.67	Dec 18, 2015	Dec 18, 2020
	200,000	\$1.19	Dec 16, 2016	Dec 16, 2021

(1) Beneficially owned, directly or indirectly or over which control or direction is exercised.

<i>Name</i>	<i>Number of Warrants<sup>(1)</sup></i>	<i>Exercise price per share</i>	<i>Expiry Date</i>
James E. Rutherford	62,500	\$1.04	Oct 7, 2017
Dr. Nicole Adshead-Bell	Nil	N/A	N/A
Patrick F.N. Anderson	55,556	\$1.50	Jul 31, 2017
	125,000	\$1.04	Oct 7, 2017
Patrick G. Downey	111,250	\$1.04	Oct 7, 2017
Ronald P. Gagel	Nil	N/A	N/A
Thomas Obradovich	Nil	N/A	N/A
Sean E.O. Roosen	166,666	\$1.50	Jul 31, 2017
	62,500	\$1.04	Oct 7, 2017
Jonathan Rubenstein	Nil	N/A	N/A

(1) Beneficially owned, directly or indirectly or over which control or direction is exercised

<i>Name</i>	<i>Number of Restricted Share Units<sup>(1)</sup></i>
James E. Rutherford	Nil
Dr. Nicole Adshead-Bell	Nil
Patrick F.N. Anderson	481,000
Patrick G. Downey	Nil
Ronald P. Gagel	Nil
Thomas Obradovich	Nil
Sean E.O. Roosen	Nil
Jonathan Rubenstein	Nil

(1) Beneficially owned, directly or indirectly or over which control or direction is exercised

<i>Name</i>	<i>Number of Deferred Share Units<sup>(1)</sup></i>
James E. Rutherford	42,000
Dr. Nicole Adshead-Bell	42,000
Patrick F.N. Anderson	Nil
Patrick G. Downey	42,000
Ronald P. Gagel	42,000
Thomas Obradovich	42,000
Sean E.O. Roosen	42,000
Jonathan Rubenstein	42,000

6.3 Save as described in paragraphs 6.1 and 6.2 above, at the close of business on the Latest Practicable Date, none of the Directors of Dalradian was interested in or held a short position in the relevant securities of Dalradian.

- 6.4 At the close of business on the Latest Practicable Date, no subsidiary or associated company of Dalradian was interested in, or held any short positions, in the relevant securities of Dalradian.
- 6.5 At the close of business on the Latest Practicable Date, no trustee of any pension scheme in which Dalradian or any subsidiary of Dalradian participates, was interested or held any short positions, in any relevant securities of Dalradian (other than an industry wide pension scheme).
- 6.6 At the close of business on the Latest Practicable Date, none of Davy Corporate Finance (financial adviser to Minco) and persons (other than an exempt fund manager or an exempt principal trader) controlling, controlled by or under the same control as Davy Corporate Finance were interested or held short positions in the relevant securities of Dalradian.
- 6.7 At the close of business on the Latest Practicable Date, none of Davy Corporate Finance nor persons controlling, controlled by or under the same control as Davy Corporate Finance (other than in the capacity of an exempt fund manager or exempt principal trader) held a short position in any relevant securities of Dalradian.
- 6.8 At the close of business on the Latest Practicable Date, no partner or member of the professional staff of OBH Partners (Irish legal advisers to Minco) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Minco within the Relevant Period had any interest in or held a short position in any relevant securities of Dalradian.
- 6.9 At the close of business on the Latest Practicable Date, no partner or member of the professional staff of UHY Farrelly Dawe White Limited (auditors and accountants to Minco) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Minco within the Relevant Period had any interest in or held a short position in any relevant securities of Dalradian.
- 6.10 At the close of business on the Latest Practicable Date, no partner or member of the professional staff of KPMG (Irish tax advisers to Minco for the purposes of the Scheme) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Minco within the Relevant Period had any interest in or held a short position in any relevant securities of Dalradian.
- 6.11 At the close of business on the Latest Practicable Date, no partner or member of the professional staff of Grant Thornton UK LLP (nominated adviser to Dalradian) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period had any interest in or held a short position in any relevant securities of Dalradian.
- 6.12 At the close of business on the Latest Practicable Date, Canaccord Genuity Limited (financial adviser to Dalradian) and persons (other than an exempt fund manager or an exempt principal trader) controlling, controlled by or under the same control as Canaccord Genuity Limited were interested or held short positions in the following relevant securities of Dalradian:

***Interests***

<i>Name of holder</i>	<i>Number of Relevant Securities</i>	<i>% interest in share capital</i>
Canaccord Genuity Corporation	29	0.001%

- 6.13 At the close of business on the Latest Practicable Date, no partner or member of the professional staff of WhitneyMoore (Irish legal advisers to Dalradian) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period had any interest in or held a short position in any relevant securities of Dalradian.
- 6.14 At the close of business on the Latest Practicable Date, no partner or member of the professional staff of Cassels Brock Blackwell LLP (Canadian legal advisers to Dalradian) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period had any interest in or held a short position in any relevant securities of Dalradian.

- 6.15 At the close of business on the Latest Practicable Date, no partner or member of the professional staff of BDO UK LLP (tax adviser to Dalradian) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period had any interest in or held a short position in any relevant securities of Dalradian.
- 6.16 As at the close of business on the Latest Practicable Date, no partner or member of the professional staff of BDO Ireland (Irish tax adviser to Dalradian) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period had any interest in or held a short position in any relevant securities of Dalradian.
- 6.17 At the close of business on the Latest Practicable Date, no fund manager (other than an exempt fund manager) connected with Dalradian was interested in or held any short positions in any relevant securities of Dalradian.
- 6.18 At the close of business on the Latest Practicable Date, neither Dalradian nor, so far as the Directors of Dalradian are aware, any person acting in concert with Dalradian has any arrangement with any other person in relation to relevant securities of Dalradian or held any short position in any relevant securities of Dalradian.
- 6.19 At the close of business on the Latest Practicable Date, other than as disclosed in this paragraph 6, no person acting in concert with Dalradian was interested or held any short positions in any relevant securities of Dalradian.
- 6.20 At the close of business on the Latest Practicable Date, Minco did not hold any interest or short position in any relevant securities of Dalradian.
- 6.21 At the close of business on the Latest Practicable Date, no Director of Minco (including persons connected with the Directors (within the meaning of Chapter 5 of Part 5 of the 2014 Act)) was interested in or held any short position in any relevant securities of Dalradian.
- 6.22 Save as disclosed in this paragraph 6, as at the close of business on the Latest Practicable Date, no other person acting in concert (including deemed to be acting in concert) with Minco held any interest or any short position in any relevant securities of Dalradian.
- 6.23 To the knowledge of the Directors of Dalradian, as of the date hereof, there were no persons, or companies who beneficially owned, or exercised control or direction over, directly or indirectly, voting securities of Dalradian carrying more than 5 per cent. of the voting rights attached to any class of voting securities of Dalradian other than as follows below:

<i>Name</i>	<i>Number of Dalradian Shares Held<sup>(1)</sup></i>	<i>Percentage of Dalradian Shares Issued and Outstanding<sup>(2)</sup></i>
<b>Ross J. Beaty<sup>(3)</sup></b> 1550 – 625 Howe Street, Vancouver, British Columbia, V6C 2T6	23,502,000	9.3%
<b>Vanguard Precious Metals and Mining Fund<sup>(4)</sup></b> 100 Vanguard Blvd. Malvern, PA 19355, USA	45,625,000	18.0%
<b>Sprott entities<sup>(5)</sup></b> 200 Bay Street, Suite 2700, P.O. Box 27, Royal Bank Plaza, South Tower, Toronto, Ontario M5J 2J1, Canada and 1910 Palomar Point Way, Suite 200 Carlsbad, California 92008, USA	15,587,171	6.2%
<b>Rosseau Asset Management Ltd<sup>(6)</sup></b> 181 Bay Street, Suite 2920, Box 736 Toronto, Ontario, M5J 2T3 Canada	13,710,050	5.4%
<b>BlackRock Inc<sup>(7)</sup></b> 55 East 52nd Street, New York, NY 10055, USA	25,272,704	10.0%



- (1) The information as to Dalradian Shares beneficially owned, or over which control or direction is exercised, directly or indirectly, not being within the knowledge of Dalradian, is based on information provided by filings made by the shareholder pursuant to National Instrument 62-103 – The Early Warning System and Related Take-Over Bid and Insider Reporting Issues and other publicly available information.
- (2) Based on 252,810,030 Dalradian Shares issued and outstanding as at the date hereof.
- (3) 2,480,500 Dalradian Shares are held through Kestrel Holdings Ltd.
- (4) Vanguard Precious Metals and Mining Fund has beneficial ownership over these Dalradian Shares, and M&G Investment Management Limited exercise control or direction over these Dalradian Shares.
- (5) Sprott Asset Management LP, Sprott Global Resource Investments Ltd., Sprott Asset Management USA Inc. and Resource Capital Investment Corp.
- (6) Control or direction through Rosseau Limited Partnership and G10 Rosseau Special Situations Master Fund.
- (7) BlackRock exercises control or direction, however, securities are beneficially owned for investment purposes by investment funds or client accounts managed by Blackrock.

## 7. Dealings in relevant securities of Dalradian

- 7.1 Dealings in relevant securities of Dalradian by the Directors of Dalradian (which includes persons connected with the directors (within the meaning of Chapter 5 of Part 5 of the 2014 Act)) during the Disclosure Period were as follows:

<i>Name</i>	<i>Date of dealing</i>	<i>Transaction</i>	<i>Number of relevant securities of Dalradian</i>	<i>Price paid (CDN\$)</i>
James E. Rutherford	16 December 2016	Deferred Share Units – granted	42,000	Nil
	16 December 2016	Option – granted	200,000	Nil
Dr. Nicole Adshead-Bell	16 December 2016	Deferred Share Units – granted	42,000	Nil
	16 December 2016	Option – granted	200,000	Nil
Patrick F.N. Anderson	16 December 2016	Restricted Share Units – granted	336,000	Nil
	29 December 2016	Restricted Share Units – exercise of rights	300,000	Nil
Patrick G. Downey	16 December 2016	Deferred Share Units – granted	42,000	Nil
	16 December 2016	Option – granted	200,000	Nil
Ronald P. Gagel	16 December 2016	Deferred Share Units – granted	42,000	Nil
	16 December 2016	Option – granted	200,000	Nil
Thomas Obradovich	16 December 2016	Deferred Share Units – granted	42,000	Nil
	17 May 2016	Restricted Share Units – exercise of rights	250,000	Nil
	16 December 2016	Option – granted	200,000	Nil
Sean E.O. Roosen	16 December 2016	Deferred Share Units – granted	42,000	Nil
	16 December 2016	Option – granted	200,000	Nil
Jonathan Rubenstein	16 December 2016	Deferred Share Units – granted	42,000	Nil
	16 December 2016	Option – granted	200,000	Nil

- 7.2 During the Disclosure Period, Dalradian has not redeemed or purchased any of the relevant securities of Dalradian.
- 7.3 During the Disclosure Period, there were no dealings in relevant Dalradian securities by any subsidiary or associated company of Dalradian.
- 7.4 During the Disclosure Period, there were no dealings in any of the relevant securities of Dalradian by any trustee of any pension scheme in which Dalradian or any subsidiary of Dalradian participates (other than an industry wide pension scheme).

- 7.5 There were no dealings for value in relevant securities of Dalradian by Davy Corporate Finance (financial adviser to Minco) or any persons controlling, controlled by or under the same control as Davy Corporate Finance (other than an exempt fund manager or an exempt principal trader) during the Disclosure Period.
- 7.6 During the Disclosure Period, there were no dealings in the relevant securities of Dalradian by any partner or member of the professional staff of OBH Partners (Irish legal advisers to Minco) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Minco within the Relevant Period.
- 7.7 During the Disclosure Period, there were no dealings in the relevant securities of Dalradian by any partner or member of the professional staff of UHY Farrelly Dawe White Limited (auditors and accountants to Minco) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Minco within the Relevant Period.
- 7.8 During the Disclosure Period, there were no dealings in the relevant securities of Dalradian by any partner or member of the professional staff of KPMG (Irish tax advisers to Minco for the purposes of the Scheme) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Minco within the Relevant Period.
- 7.9 During the Disclosure Period, there were no dealings in the relevant securities of Dalradian by any partner or member of the professional staff of Grant Thornton UK LLP (nominated adviser to Dalradian) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period.
- 7.10 There were no dealings for value in relevant securities of Dalradian by Canaccord Genuity Limited (financial adviser to Dalradian) or any persons controlling, controlled by or under the same control as Canaccord Genuity Limited (other than an exempt fund manager or an exempt principal trader) during the Disclosure Period.
- 7.11 During the Disclosure Period, there were no dealings in the relevant securities of Dalradian by any partner or member of the professional staff of WhitneyMoore (Irish legal advisers to Dalradian) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period.
- 7.12 During the Disclosure Period, there were no dealings in the relevant securities of Dalradian by any partner or member of the professional staff of Cassels Brock Blackwell LLP (Canadian legal advisers to Dalradian) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period.
- 7.13 During the Disclosure Period, there were no dealings in the relevant securities of Dalradian by any partner or member of the professional staff of BDO UK LLP (UK tax adviser to Dalradian) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period.
- 7.14 During the Disclosure Period, there were no dealings in the relevant securities of Dalradian by any partner or member of the professional staff of BDO Ireland (Irish tax adviser to Dalradian) professionally engaged in relation to the Proposals or otherwise customarily engaged in the affairs of Dalradian within the Relevant Period.
- 7.15 During the disclosure period, there were no dealings in relevant securities of Dalradian by any fund manager (other than an exempt fund manager) connected with Dalradian.
- 7.16 During the disclosure period, there were no dealings in relevant securities of Dalradian by any person that had an arrangement with Dalradian or with a person acting in concert with Dalradian.
- 7.17 Save as disclosed in this paragraph 7, as at close of business on the disclosure date, no other person acting in concert (including deemed to be acting in concert) with Dalradian dealt in any relevant securities of Dalradian.

- 7.18 During the disclosure period, Minco had no dealings in any relevant securities of Dalradian.
- 7.19. During the disclosure period, there were no dealings in relevant securities of Dalradian by any subsidiary or associated company of the Minco Group.
- 7.20 During the disclosure period, no Minco director had any dealings in any relevant securities of Dalradian.
- 7.21 During the disclosure period, there were no dealings in the relevant securities of Dalradian by any person that has an arrangement with Minco or any person acting in concert with Minco.
- 7.22 Save as disclosed in this paragraph 7, as at the close of business on the Disclosure Date, no other person acting in concert (including deemed to be acting in concert) with Minco dealt in any the relevant securities of Dalradian.
- 7.23 The information in paragraphs 4, 5, 6 and 7 in respect of Minco and all persons controlling, controlled by, or under the same control as Minco has been included subject to knowledge, information and belief of the Directors of Minco as of the Disclosure Date, after having made due and careful enquiries.
- 7.24 The information in paragraphs 4, 5, 6 and 7 in respect of Dalradian and all persons controlling, controlled by, or under the same control as Dalradian has been included subject to the knowledge, information and belief of the Directors of Dalradian as of the Disclosure Date, after having made due and careful enquiries.

## **8. Material Contracts**

### **8.1 *Minco***

Save as disclosed in this paragraph, Minco has not entered into any contracts (other than contracts entered into in the ordinary course of business) that are, or may be, material within the two years prior to the commencement of the Offer Period:

- 8.1.1 The Implementation Agreement, further details of which are set out in paragraph 10 of Part I (Letter from the Chairman of Minco plc) of this document;
- 8.1.2 The Disclosure Letter (Dalradian), further details of which are set out in paragraph 10 of Part I (Letter from the Chairman of Minco plc) of this document;
- 8.1.3 The Disclosure Letter (Minco and Buchans), further details of which are set out in paragraph 10 of Part I (Letter from the Chairman of Minco plc) of this document;
- 8.1.4 The Deed of Indemnity (Miscellaneous) and the Deed of Indemnity (Taxation), further details of which are set out in paragraph 11 of Part I (Letter from the Chairman of Minco plc) of this document; and
- 8.1.5 The Buchans Subsidiaries Waiver, further details of which are set out in paragraph 10 of Part I (Letter from the Chairman of Minco plc) of this document.

### **8.2 *Dalradian***

Save as disclosed in this paragraph, Dalradian has not entered into any contracts (other than contracts entered into in the ordinary course of business) which are, or may be, material within the two years prior to the commencement of the Offer Period:

- 8.2.1 The Implementation Agreement, further details of which are set out in paragraph 10 of Part I (Letter from the Chairman of Minco plc) of this document;
- 8.2.2 The Disclosure Letter (Dalradian), further details of which are set out in paragraph 10 of Part I (Letter from the Chairman of Minco plc) of this document;

- 8.2.3 The Disclosure Letter (Minco and Buchans), further details of which are set out in paragraph 10 of Part I (Letter from the Chairman of Minco plc) of this document;
- 8.2.4 The Deed of Indemnity (Miscellaneous) and the Deed of Indemnity (Taxation), further details of which are set out in paragraph 11 of Part I (Letter from the Chairman of Minco plc) of this document;
- 8.2.5 The Irrevocable Undertakings, further details of which are set out in paragraph 8 of Part I (Letter from the Chairman of Minco plc) of this document; and
- 8.2.6 The warrant indenture dated October 7, 2015 between Dalradian and Computershare Trust Company of Canada, entered into in connection with a prospectus offering.

## **9. Directors and Directors' Service Contracts**

- 9.1 None of the Directors of Minco has a service contract with Minco or its subsidiaries or associated companies with more than twelve months to run save as noted below.

Buchans Minerals Corporation, a wholly-owned subsidiary of Buchans entered into an employment agreement dated 31 January, 2014 with Mr. Warren MacLeod (the “**MacLeod Agreement**”), replacing an earlier agreement, for his continuing services as an officer of Buchans Minerals Corporation (the “**Corporation**”) for an open-ended term at an annual salary of CDN\$210,000. Certain provisions in the MacLeod Agreement deal with events around termination of employment or resignation following a change of control of the Corporation. A change of control is deemed to have occurred when there is a direct or indirect acquisition by a person or group of persons acting jointly or in concert of voting shares of the Corporation that when taken together with any voting shares owned directly or indirectly by such person, or group of persons at the time of the acquisition, constitutes greater than 50 per cent. of the outstanding voting shares of the Corporation, or when all of substantially all the assets of the Corporation are sold or transferred to an arm's length third party in circumstances involving a joint venture or other arrangement where the sale or transfer is effected in order to exploit the assets for the benefit of the Corporation (a “**Change of Control**”). In the event of a Change of Control and subsequent termination by the Corporation of Mr. MacLeod's employment without cause, or if at any time after ninety days and within one hundred and eighty days of the date on which there is a Change of Control, Mr. MacLeod resigns his employment, he is entitled to be paid a lump sum severance payment equal to two times his then current salary (currently CDN\$210,000) and continuation of his insurance benefits for a period of six months.

- 9.2 There are no arrangements in place by Minco to remunerate the non-executive members of the Board for the additional work performed by them in connection with the Proposals.
- 9.3 No proposal exists in connection with the Offer that any payment or other benefit shall be made or given by Dalradian to any director of Minco as compensation for loss of office or as consideration for or in connection with his retirement from office.
- 9.4 The total emoluments receivable by the current directors of Dalradian will not be affected as a result of the Offer.

## **10. Irish Taxation**

The following summary does not constitute tax advice and is intended only as a general guide to Irish law and Revenue Commissioners' practice in Ireland as at the date of this document.

The summary relates only to certain limited aspects of the Irish taxation treatment of Minco Shareholders and is intended to apply only to Minco Shareholders who are resident, ordinarily resident and domiciled in Ireland for Irish tax purposes and who are and will be the absolute beneficial owners of their Minco Shares, A Ordinary Shares, Bonus Shares, B Ordinary Shares (as applicable) and who hold, and will hold, them as investments (and not as securities to be realised in the course of a trade).

The summary may not apply to certain Minco Shareholders, such as dealers in securities, close companies, insurance companies and collective investment schemes, Minco Shareholders who are exempt from taxation and Minco Shareholders who have (or are deemed to have) acquired their Minco Shares by virtue of an office or employment. Such persons may be subject to special rules.

The position may be different for future transactions and may change between the date of this document and the implementation of the Scheme.

This summary is not intended to be, and should not be construed to be, legal or taxation advice to any particular Minco Shareholder. All Minco Shareholders are advised to consult their professional advisors on their tax position, based on their own particular circumstances, before taking any action in respect of the Scheme.

### **1. Capital Gains Tax**

For the purposes of Irish taxation of capital gains and corporation tax on chargeable gains (as appropriate) (“**Irish CGT**”):

- (A) the issue of the A Ordinary Shares, Bonus Shares and B Ordinary Shares should each be treated as a reorganisation of Minco’s share capital (as defined within Section 584 Taxes Consolidation Act 1997);
- (B) a shareholder of Minco’s resultant holding of A Ordinary Shares, Bonus Shares and B Ordinary Shares should be treated as the same asset, acquired at the same time and for the same consideration, as the holding of Minco Shares held by that Minco Shareholder prior to the implementation of the Scheme; and
- (C) upon a subsequent disposal of all or part of the A Ordinary Shares, Bonus Shares or B Ordinary Shares, a shareholder of Minco’s aggregate Irish CGT base cost in such shareholder’s holding of shares in Minco will have to be apportioned between the A Ordinary Shares and B Ordinary Shares by reference to their respective values on the date of disposal of these shares. To the extent that shareholders of Minco acquired their ordinary shares in different tranches, a separate apportionment exercise will need to be carried out in respect of each tranche of shares acquired.

### **2. Cancellation of A Scheme Shares**

#### *Taxation of Chargeable Gains*

For the purposes of Irish CGT:

- (A) the transfer of the Buchans Shares to the shareholders for the cancellation of their A Ordinary Shares, should be regarded as a disposal of those shares for Irish tax purposes. This may, subject to the Minco Shareholder’s individual circumstances and any available exemption or relief, give rise to a chargeable gain (or allowable loss) for the purposes of Irish CGT;
- (B) any such gain or loss will be calculated by reference to the difference between the redemption price and the element of the shareholder’s original base cost in their shares in Minco that is attributed to the relevant A Ordinary Shares. The amount of the base cost which will be attributed to the B Ordinary Shares will be determined as outlined in paragraph 1(C) above. For the purposes of such calculations, euro amounts must be used. Where a shareholder in Minco has given or received a non-euro amount in acquiring or being treated as disposing of assets, such euro amounts must be determined by reference to the relevant rate of exchange at the time of the relevant Irish CGT event; and
- (C) the amount of Irish CGT, if any, payable as a consequence of the redemption of the A Ordinary Shares by an Irish resident individual or corporate shareholder in Minco will depend on his or her or its own personal tax position. No Irish CGT should be payable on any gain realised on redemption of the A Ordinary Shares if the amount of the net chargeable gains realised by an individual shareholder in Minco, when aggregated with other net chargeable gains realised by that shareholder in the year of assessment (and after taking account of allowable losses), does not exceed the annual exemption (EUR1,270 for 2017). Broadly, any gains in excess of this amount will be taxed at a rate of 33%.

### *Withholding Taxes*

Minco will not be required to deduct Dividend Withholding Tax on payments made to shareholders of Minco in respect of the Buchans Shares.

### **3. Cancellation of B Ordinary Shares in exchange for issue of New Dalradian Shares**

The holders of B Ordinary Shares will prima facie be regarded as disposing of their shares in Minco, the consideration being the value of the New Dalradian Shares received by them. There is a relief from CGT that should apply where there is a scheme of reconstruction or amalgamation in connection with which:

Dalradian issues shares in itself to the holders of B Ordinary Shares in respect of and in proportion to their shares in Minco;

- the shares in Minco held by the original shareholders are either retained or cancelled; and
- the Scheme must be effected for bona fide commercial reasons and one of the main reasons must not be the avoidance of Irish tax.

Where the provisions for the relief apply shareholders of Minco will not be treated for tax purposes as making a disposal of their B Ordinary Shares and acquiring new shares in Dalradian. Instead on a subsequent disposal of shares in Dalradian, the original base cost attributable to their B Ordinary Shares (as outlined at 1(C) above) in Minco will be allocated to their Dalradian shares.

### **4. Stamp Duty**

No Irish stamp duty should be payable by shareholders of Minco on:

- (A) the issue of the A Ordinary Shares or Bonus Shares or B Ordinary Shares; or
- (B) the cancellation of the A Ordinary Shares, Bonus Shares or B Ordinary Shares
- (C) the issue of the New Dalradian Shares
- (D) the transfer of the Buchans Shares

### **5. Non-Irish Minco Shareholders**

Following is a summary of the principal Canadian federal income tax considerations under the Canadian Income Tax Act (the “**Tax Act**”) and the Regulations thereunder generally applicable to Minco shareholders who are residents of Canada and who deal at arms-length with Minco and are not affiliated and hold their shares as capital property.

**The following summary only applies to Minco Shareholders who are residents of Canada.**

**This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular shareholder. Accordingly, shareholders are urged to consult their own tax advisors with respect to their own particular circumstances.**

### *Adjusted Cost Base*

The cost for tax purposes of the Minco Shares will be the amount paid to acquire the shares plus reasonable costs associated with the acquisition.

The “adjusted cost base” (the ACB) of each Minco common share owned by a shareholder who is a resident of Canada at any particular time will generally be the average ACB to the shareholder of all common shares of Minco held by the shareholder at the time.

### *Capital Gains or Capital Losses*

Upon a disposition to an arms-length person a shareholder will realise a capital gain (or a capital loss) equal to the amount which the proceeds of disposition of such security, net of any reasonable costs of disposition, are greater (or are less) than the ACB of such security. One half of any capital gain will be included in income



as a taxable capital gain and one half of any loss may normally be deducted as an allowable capital loss against taxable capital gains realized in the year of disposition. Any unused capital losses may be applied to reduce net taxable capital gains realized in the three preceding taxation years or any subsequent taxation year subject to the provisions of the Tax Act in that regard.

The amount of any capital loss realised on the disposition of shares by a shareholders that is a corporation may be reduced by the amount of dividends received or deemed to have been received by it on such shares.

A shareholder that is throughout the relevant taxation year a “Canadian controlled private corporation” (as defined in the Tax Act) also may be liable to pay an additional refundable tax of 10 2/3% on its aggregate investment income for the year which will include taxable capital gains.

#### *Minimum Tax on Individuals*

Capital gains realised and dividends received by a Canadian shareholder that is an individual or a trust, other than certain specified trusts, may give rise to alternative minimum tax under the Tax Act. Such Canadian shareholders should consult their own tax advisors.

#### *Exchange of Minco Ordinary shares for A Ordinary Shares and B Ordinary Shares*

The ordinary share capital of Minco will be subdivided into A Ordinary Shares and B Ordinary Shares on the basis of one A Ordinary Share and one B Ordinary Share for each existing ordinary share. The A Ordinary Shares and B Ordinary Shares shall rank pari passu in all respects and have the same rights and be subject to the same restrictions of the existing ordinary shares. This subdivision should not give rise to any income tax liability to Minco shareholders who are residents of Canada.

#### *Disposition by Minco of Taxable Canadian Property*

The majority of Buchans assets are Canadian Resource properties and the transfer of the Buchans Shares to Minco shareholders is a disposition by a non-resident (Minco) of Taxable Canadian Property. Minco has filed for a Certificate of Compliance Related to the Disposal of Taxable Canadian Property. The Certificate of Compliance is issued by the Canada Revenue Agency after any tax required to be paid by Minco is paid or secured or if there is no tax liability. The cost base to Minco of the Buchans Shares held by Minco is in excess of the market value resulting in there being no tax liability to Minco.

This filing requires Minco to disclose the names of the registered shareholders of Minco receiving the Buchans Shares. Minco, as a non-resident may also have to file an income tax return in Canada and report the disposition of this property.

#### *Capital gains or losses on the cancellation of the Minco A Ordinary Shares for the transfer of the Buchans Shares and cancellation of the B Ordinary Shares in exchange for New Dalradian Shares*

The transfer of the Buchans Shares to the Minco Shareholders for the cancellation of their A Ordinary Shares and the cancellation of their B Ordinary Shares for the New Dalradian Shares may be regarded as a disposal of the Minco shares for Canadian tax purposes. Accordingly, the fair market value of the proceeds of disposition will, to the extent that they are greater (or less than) the ACB of the Minco shares, result in a capital gain or capital loss to Minco Shareholders. The fair market value of the Dalradian Shares and the Buchans Shares should be determined on the Effective Date.

#### *General*

Shareholders of Minco who are resident, ordinarily resident or domiciled outside Ireland or Canada for tax purposes should consult their own tax advisers concerning their tax position in respect of the Proposals as described above.

**The summary of taxation contained in this document is not intended to be, and should not be construed to be, legal or taxation advice to any particular Minco Shareholder. All Minco Shareholders are advised to consult their professional advisors on their tax position, based on their own particular circumstances, before taking any action in respect of the Scheme.**

## **11. Material Changes**

- 11.1 Save as disclosed in this document, the Directors of Dalradian are not aware of any material change in the financial or trading position of Dalradian since 31 December 2016 (the date to which the last published audited accounts of Dalradian were prepared).
- 11.2 Save as disclosed in this document, the Directors of Minco are not aware of any material change in the financial or trading position of Minco since 31 December 2016 (the date to which the last published audited accounts of Minco were prepared).
- 11.3 Save as disclosed in this document there has been no material change in information previously published by Minco or Dalradian in connection with the Offer since the commencement of the Offer Period.

## **12. Consents**

- 12.1 Davy Corporate Finance has given and not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which they appear.
- 12.2 Canaccord Genuity Limited has given and not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which they appear.
- 12.3 OBH Partners has given and not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which they appear.
- 12.4 KPMG (on behalf of Minco) has given and not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which they appear.
- 12.5 Grant Thornton LLP (nominated advisor to Dalradian) has given and not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which they appear.
- 12.6 UHY Farrelly Dawe White Limited (auditors and accountants to Minco) has given and not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which they appear.

## **13. Other Information**

- 13.1 Save as otherwise disclosed in this document, no agreement, arrangement or understanding (including any compensation arrangement) having any connection with or dependence upon the Offer exists between Dalradian or any person acting in concert with Dalradian and any of the directors or recent directors, or any holders or recent holders of or any persons interested or recently interested in, relevant securities, of Minco. In this (a), “**recent**” means within the Disclosure Period.
- 13.2 Save as otherwise disclosed in this document, no agreement, arrangement or understanding exists whereby ownership of any Minco Shares acquired in pursuance of the Offer will be transferred to any other person in accordance with any agreement, arrangement or understanding, but Dalradian reserves the right to transfer any Minco Shares to any other member of the Dalradian Group, and the right to assign any such Minco Shares by way of security, or grant any other security interest over such Minco Shares.
- 13.3 No Arrangement exists between Dalradian, or any person acting in concert with Dalradian, and any other person.
- 13.4 No Arrangement exists between Minco and any other person acting in concert with Minco.

- 13.5 Other than in relation to the Minco Advisers Invoices (as defined in section 10 (Implementation Agreement) of Part 1 (Letter from the Chairman of Minco plc)), each of Minco and Dalradian will pay its own expenses in connection with the Offer.
- 13.6 Peter McParland, a director of Minco, and his family are the owners of Quarry and Mining Equipment Limited (“**QME**”) which wholly owns QME Mining Services (NI) Limited (“**QME NI**”). QME NI entered into a contract with Dalradian Gold Limited, a subsidiary of Dalradian, in September 2014 to install various surface infrastructure, egress safety equipment and to develop a portion of their gold mine at Curraghinalt, Omagh, County Tyrone. This contract was completed in July 2016. Dalradian Gold Limited subsequently sought the services of QME NI with further underground diamond drilling exploration, which services were completed on 26 May 2017.
- 13.7 As announced by Minco on 7 March 2016, the High Court in London dismissed the claim brought by John Bennington Sears (“**Mr. Sears**”) against Minco and two of its directors. Mr Sears applied for leave to appeal this decision of the High Court on two occasions and was refused on both occasions. Subsequently, in December 2016, Mr Sears agreed in a Court order not to pursue rights of appeal any further. Mr Sears has recently advised Minco that he is bringing a claim against the UK government arising out of this case to the European Court of Human Rights. As at the date of this document Minco has no further information in relation to this and therefore the nature of any claim against the UK government is entirely unclear. Mr Sears has intimated in his letter that, in the event of his succeeding against the UK government, the UK government may make a demand against Minco. UK Counsel for Minco know of no legal basis for any such claim by the UK government, even if Mr Sears was successful, any fault being that of the UK government and not Minco.

#### **14. Documents Available for inspection**

Copies of the following documents will be published on the websites of Minco and Dalradian [www.mincoplc.com](http://www.mincoplc.com) and [www.dalradian.com](http://www.dalradian.com), respectively and will be available for inspection during usual business hours on any Business Day from the date of this document until the Effective Date at the offices of OBH Partners, 17 Pembroke Street Upper, Dublin 2, Ireland and WhitneyMoore, Wilton Park House, Wilton Place, Dublin 2 Ireland:

- 14.1 the announcement made on 21 March 2017 under Rule 2.4 of the Takeover Rules initiating the Offer Period;
- 14.2 the Announcement;
- 14.3 this document dated 28 June 2017;
- 14.4 the articles of incorporation and bye-laws of Dalradian;
- 14.5 the memorandum and articles of association of Minco;
- 14.6 the audited group financial statements of Dalradian for the three financial years ended 31 December 2016, 31 December 2015 and 31 December 2014;
- 14.7 the audited group financial statements of Minco for the three financial years ended 31 December 2016, 31 December 2015 and 31 December 2014;
- 14.8 the letters of consent referred to in paragraph 12 of this Part VIII;
- 14.9 the material contracts referred to in paragraph 8 of this Part VIII;
- 14.10 the Technical Report; and
- 14.11 the irrevocable undertakings described in paragraph 8 of Part I (Letter from the Chairman of Minco plc) of this document.

## PART IX

### DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

<b>“Acquisition”</b>	the proposed acquisition by Dalradian of Minco to be effected in accordance with and by means of the Scheme as described in this document;
<b>“Act”</b>	the Companies Act 2014 of Ireland, as amended from time to time;
<b>“Acquisition Reduction”</b>	the proposed reduction of the B Ordinary Shares pursuant to the Scheme and Sections 84 and 85 of the Act by cancellation of the B Scheme Shares to be effected as part of the Scheme;
<b>“Admission”</b>	admission to trading on AIM and listing on the TSX of the New Dalradian Shares;
<b>“AIM”</b>	the AIM market operated by the London Stock Exchange;
<b>“AIM Rules”</b>	the Rules and Guidance notes for AIM Companies and their nominated advisers issued by the London Stock Exchange from time to time;
<b>“Announcement”</b>	the announcement of the Acquisition pursuant to Rule 2.5 of the Takeover Rules and the Demerger dated 1 June 2017;
<b>“A Ordinary Shares”</b>	A ordinary shares of €0.00625 each in the capital of Minco (subject to the passing of resolutions 1 and 2 at the EGM) at the Hearing Record Time;
<b>“Articles”</b>	the articles of association of Minco;
<b>“A Scheme Shares”</b>	A Ordinary Shares in issue at the Scheme Record Time;
<b>“A Scheme Shareholders”</b>	the holders of A Scheme Shares at the Scheme Record Time;
<b>“B Ordinary Shares”</b>	B ordinary shares of €0.00625 each in the capital of Minco (subject to the passing of resolutions 1 and 2 at the EGM) at the Hearing Record Time;
<b>“Bonus Issue”</b>	the proposed capitalisation of the revaluation reserve of the Company by way of the issue of the Bonus Shares;
<b>“Bonus Shares”</b>	the issue of four A Ordinary Shares for every one A Ordinary Share in issue on the Hearing Record Date pursuant to the Bonus Issue;
<b>“B Scheme Shares”</b>	B Ordinary Shares in issue at the Scheme Record Time, save for any B Ordinary Shares held (whether legally or beneficially) by Dalradian or its nominee(s);
<b>“B Scheme Shareholders”</b>	the holders of B Scheme Shares at the Scheme Record Time;
<b>“Buchans”</b>	Buchans Resources Limited, a company incorporated under the laws of the Province of Ontario, Canada and which is a wholly owned subsidiary of Minco;
<b>“Buchans Shares”</b>	common shares of without par value in the capital of Buchans;

<b>“Business Day”</b>	any day, other than a Saturday, Sunday or public or bank holiday, on which banks are generally open for business in Dublin and the London Stock Exchange and TSX are open for transaction of business;
<b>“CAT”</b>	capital acquisitions tax;
<b>“CGT”</b>	capital gains tax;
<b>“certificated” or “in certificated form”</b>	where a share or other security is not in uncertificated form (that is, not in CREST);
<b>“Close Price”</b>	the close price of a Dalradian Share as listed on the TSX;
<b>“Closing Price”</b>	the closing price of a Minco Share or Dalradian Share (as applicable) as derived from the AIM Appendix to the Daily Official List;
<b>“Conditions”</b>	the conditions to the implementation of the Proposals and the Scheme as set out in Part VI and “Condition” means any one of them;
<b>“Court Hearing”</b>	the hearing or hearings by the High Court of the petition to sanction the Scheme, confirm the associated reduction of capital of Minco and grant the Court Order;
<b>“Court Meeting”</b>	the meeting of the Minco Shareholders (and any adjournment thereof) convened by order of the High Court pursuant to Chapter 1 of Part 9 of the Act to consider and, if thought fit, approve the Scheme (with or without amendment) of which notice is set out in Part X (Notice of Court Meeting) of this document;
<b>“Court Order”</b>	the order or orders of the High Court sanctioning the Scheme under Chapter 1 of Part 9 of the Act and confirming the Demerger Reduction and Acquisition Reduction which forms part of it under Sections 84 to 86 of the Act;
<b>“CREST”</b>	the relevant system (as defined in the CREST Regulations) operated by Euroclear;
<b>“CREST Regulations”</b>	the Companies Act 1990 (Uncertificated Securities) Regulations, 1996 (SI No. 68 of 1996 of Ireland) and the Companies Act 1990 (Uncertificated Securities)(Amendment) Regulations 2005 (SI No. 63 of 2005 of Ireland), as from time to time amended;
<b>“Dalradian”</b>	Dalradian Resources Inc., a company incorporated under the laws of the Province of Ontario with registered number 002201851 and whose registered office is at Queens Quay Terminal 207 Queens Quay West, Suite 416, Toronto, Ontario, Canada M5J 1A7;
<b>“Dalradian Board”</b>	the board of directors of Dalradian as at the date of this document whose names are set out in paragraph 2 of Part VIII of this document;
<b>“Dalradian DI”</b>	a dematerialised depositary interest representing New Dalradian Shares issued by Computershare Investor Services PLC whereby Computershare Investor Services PLC will hold New Dalradian Shares, via Computershare Company Nominees Limited as its custodian, on trust for the CREST member to whom it has issued a depositary interest;

<b>“Dalradian Shares”</b>	common shares without par value in the capital of Dalradian;
<b>“Dalradian Shareholders”</b>	the holders of Dalradian Shares;
<b>“Davy”</b>	J&E Davy, trading as Davy, and Davy Corporate Finance (acting as financial adviser to Minco) of Davy House, 49 Dawson Street, Dublin 2, Ireland;
<b>“Davy Corporate Finance”</b>	Davy Corporate Finance, an associate of J&E Davy;
<b>“Deed of Indemnity (Miscellaneous)”</b>	the deed of indemnity entered into by Buchans in favour of Dalradian and Minco in relation to environmental law and certain other liabilities of Minco;
<b>“Deed of Indemnity (Taxation)”</b>	the deed of indemnity entered into by Buchans in favour of Dalradian and Minco in relation to taxation liabilities of Minco;
<b>“Deferred Shares”</b>	the 38,000,000 deferred shares of €0.0625 each in issue in the share capital of Minco;
<b>“Demerger”</b>	the proposed demerger of Buchans from Minco to be effected as part of the Scheme;
<b>“Demerger Reduction”</b>	the proposed reduction of the A Ordinary Shares under Sections 84 to 86 of the Act and the entire share premium account by cancellation of the entire A Ordinary Shares and entire share premium account of Minco to be effected as part of the Scheme;
<b>“Directors of Minco” or “Minco Directors”</b>	the board of directors of Minco;
<b>“Directors of Dalradian” or “Dalradian Directors”</b>	the board of directors of Dalradian;
<b>“Disclosure Letter (Dalradian)”</b>	the disclosure letter in relation to the warranties given by Dalradian in the Implementation Agreement addressed to Minco and Buchans;
<b>“Disclosure Letter (Minco and Buchans)”</b>	the disclosure letter in relation to the warranties given by Minco and Buchans in the Implementation Agreement addressed to Dalradian;
<b>“Effective Date”</b>	the date on which the Scheme becomes effective in accordance with its terms;
<b>“Enlarged Dalradian Group”</b>	the Dalradian Group as enlarged by the Acquisition;
<b>“Enlarged Issued Share Capital”</b>	all of the issued Dalradian Shares following the issue of the New Dalradian Shares, assuming the Scheme becomes effective;
<b>“euro” or “€” or “EUR” or “cent” or “c”</b>	the currency unit of participating member states of the European Union as defined in Recital (2) of Council Regulation 974/98/EC on the introduction of the euro;
<b>“Euroclear”</b>	Euroclear UK & Ireland Limited, the operator (as defined in the CREST Regulations) of CREST;
<b>“Existing Dalradian Shares”</b>	the 252,810,030 Dalradian Shares in issue at the Latest Practicable Date, all of which are admitted to trading on AIM and listed on the TSX;
<b>“Existing Dalradian Shareholders”</b>	the holders of the Existing Dalradian Shares;



<b>“Extraordinary General Meeting”</b> or <b>“EGM”</b>	the extraordinary general meeting of Minco to be convened in connection with the Scheme, expected to be held as soon as the preceding Court Meeting shall have been concluded or adjourned (and any adjournment thereof);
<b>“Forms of Proxy”</b>	the yellow form of proxy for the Court Meeting, and the pink form of proxy for the EGM, as the context may require;
<b>“Hearing Record Date”</b>	the last Business Day immediately prior to the first day of the Court Hearing;
<b>“Hearing Record Time”</b>	6.00 p.m. on the Hearing Record Date;
<b>“High Court”</b>	the High Court of Ireland;
<b>“Implementation Agreement”</b>	the implementation agreement entered into between Minco, Buchans and Dalradian dated 1 June 2017, a summary of which is set out in paragraph 10 of Part I (Letter from the Chairman of Minco plc) of this document;
<b>“Ireland”</b> or <b>“Republic of Ireland”</b>	Ireland excluding Northern Ireland and the word <b>“Irish”</b> shall be construed accordingly;
<b>“Latest Practicable Date”</b>	26 June 2017;
<b>“London Stock Exchange”</b>	London Exchange plc;
<b>“Meetings”</b>	the Court Meeting and the Extraordinary General Meeting;
<b>“Memorandum”</b>	the memorandum of association of Minco;
<b>“Minco”</b> or the <b>“Company”</b>	Minco plc, a public limited company in Ireland with registered number 38284 and whose registered office is at 17 Pembroke Street Upper, Dublin 2;
<b>“Minco Board”</b>	the board of directors of Minco as at the date of this document whose names are set out in paragraph 2 of Part VIII (Additional Information) of this document;
<b>“Minco Group”</b> or the <b>“Group”</b>	Minco plc and its subsidiaries;
<b>“Minco Share”</b> or <b>“Minco Shares”</b>	ordinary shares of €0.0125 each in the share capital of Minco;
<b>“Minco Shareholders”</b> or <b>“Shareholders”</b>	the holders of Minco Shares;
<b>“New Dalradian Shares”</b>	the 15,490,666 new Dalradian Shares and/or Dalradian DIs (as the case may be) to be allotted and issued, credited as fully paid being (i) 11,618,000 New Dalradian Consideration Shares to B Scheme Shareholders as consideration for the B Scheme Shares pursuant to the terms of the Scheme and (ii) 3,872,666 new Dalradian Shares to Buchans or its nominee following the Scheme and the Demerger;
<b>“New Dalradian Consideration Shares”</b>	11,618,000 New Dalradian Shares to B Scheme Shareholders as consideration for the B Scheme Shares pursuant to the terms of the Scheme;
<b>“New Minco Shares”</b>	the new B ordinary shares of €0.00625 each to be issued in the share capital of Minco in accordance with the Scheme;

<b>“Notices of Meetings”</b>	the notices of the Meetings as set out in Part X (Notice of Court Meeting) and XI (Notice of Extraordinary General Meeting) of this document;
<b>“Offer”</b>	the Royalty Disposal effected by means of a recommended share for share acquisition for the entire issued and to be issued share capital of Minco;
<b>“Offer Period”</b>	the period commencing on 21 March 2017, the date of the rule 2.4 announcement, and ending on the earlier of the date on which the Scheme becomes effective and/or the date on which the Scheme lapses or is withdrawn (or such other date as the Panel may decide);
<b>“Overseas Shareholders”</b>	holders of Minco Shares, A Scheme Shares and/or B Scheme Shares (as the context requires) resident in, or citizens of, a jurisdiction outside of the Republic of Ireland;
<b>“Panel”</b>	the Irish Takeover Panel;
<b>“Participant ID”</b>	the identification code or membership number used in CREST to identify a particular member of CREST or other participant in CREST;
<b>“Proposals”</b>	the Scheme which shall include the Offer and the Demerger and the other matters to be considered at the Meetings, more details of which are set out in Part III (Explanatory Statement) and Part V (The Scheme of Arrangement) of this document;
<b>“Registrars”</b>	Computershare Investor Services (Ireland) Limited;
<b>“Registrar of Companies”</b>	the Registrar of Companies in the Republic of Ireland;
<b>“Resolutions”</b>	the resolutions to be proposed at the Meetings in connection with, among other things, approval of the Scheme, which will be set out in full in the Notices of the Meetings contained in Part X (Notice of Court Meeting) and Part XI (Notice of Extraordinary General Meeting) of this document;
<b>“Restricted Jurisdiction”</b>	any jurisdiction in relation to which Minco or Dalradian (as the case may be) is advised that the release, publishing or distribution of this document or any accompanying document in whole or in part would or might infringe the laws of that jurisdiction or would or might require compliance with any governmental or other consent or any registration or other formality that Minco or Dalradian (as the case may be) is unable to comply with or regards as unduly onerous to comply with;
<b>“Royalty”</b>	2 per cent. net smelter return royalty on a portion of the Northern Ireland Properties (as defined in the Royalty Agreement) which is being explored by Dalradian;
<b>“Royalty Agreement”</b>	the royalty agreement dated 13 December 2004 between Ulster Minerals Limited (now Dalradian Gold Limited, a subsidiary of Dalradian) and Minco;
<b>“Scheme” or “Scheme of Arrangement”</b>	the scheme of arrangement under Chapter 1 of Part 9 of the Act between Minco and the Scheme Shareholders, in its present form or with or subject to any modification, addition or condition agreed between Minco and Dalradian and approved or imposed by the High Court and including the Acquisition Reduction(s) and the Demerger Reduction(s);

<b>“Scheme Document”</b>	this document, dated 28 June 2017;
<b>“Scheme Record Date”</b>	the last Business Day immediately prior to the Effective Date;
<b>“Scheme Record Time”</b>	6.00 p.m. on the Scheme Record Date;
<b>“Scheme Shares”</b>	A Scheme Shares and the B Scheme Shares;
<b>“Scheme Shareholders”</b>	the holders of the A Scheme Shares and the B Scheme Shares as noted on the register of members of Minco at the Scheme Record Time;
<b>“Subdivision”</b>	the subdivision of the Minco Shares into A Ordinary Shares and B Ordinary Shares pursuant to the passing of the Resolutions at the EGM;
<b>“Takeover Rules”</b>	the Irish Takeover Panel Act, 1997, Takeover Rules 2013 and Substantial Acquisition Rules 2007;
<b>“Transfer Agent”</b>	Computershare Investor Services Inc. at its principal offices in Vancouver, British Columbia and Toronto, Ontario;
<b>“TSX”</b>	the Toronto Stock Exchange;
<b>“TTE Instruction”</b>	A transfer to escrow instruction (as defined in the CREST manual issued by Euroclear);
<b>“United Kingdom” or “UK”</b>	the United Kingdom of Great Britain and Northern Ireland;
<b>“United States” or “US”</b>	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia and any other territory subject to its jurisdiction;
<b>“uncertificated” or “in uncertificated form”</b>	recorded on the relevant register of the share or security concerned as being in uncertificated form in CREST and title to which may be transferred by means of CREST; and
<b>“Voting Record Time”</b>	the time fixed by the High Court and Minco for determining the entitlement to vote at the Court Meeting and the EGM as set out in the respective notices thereof.

All amounts contained within this document referred to by “€” and “c” refer to the euro and cent.

All amounts contained within this announcement referred to by ‘£’ and ‘pence’ refer to pounds Sterling and pence Sterling.

All amounts contained within this announcement referred to by ‘\$’, C\$ and/or CAN\$ and ‘cent’ refer to Canadian dollar and Canadian cents.

Any reference to any provision of any legislation shall include any provision in any legislation that amends, modifies, consolidates, re-enacts, extends or replaces the same.

Words importing the singular shall include the plural and vice versa and words importing the masculine gender shall include the feminine or neutral gender.

All times referred to are Dublin times unless otherwise stated.

## PART X

### NOTICE OF COURT MEETING

#### IN THE HIGH COURT

2017 No. 213 COS

#### IN THE MATTER OF MINCO PLC

and

#### IN THE MATTER OF THE COMPANIES ACT 2014

NOTICE IS HEREBY GIVEN that by an Order dated 26 June 2017 made in the above matters, the High Court has directed a meeting to be convened of the holders of the Existing Minco Shares (as defined in the proposed scheme of arrangement referred to below) for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Chapter 1 of Part 9 of the Companies Act 2014 proposed to be made between Minco plc (the “**Company**”) and the holders of the Scheme Shares (as defined in the said scheme of arrangement) and that such meeting will be held at Clayton Hotel Burlington Road, Leeson Street Upper, Dublin 4, Ireland D04 A318 on 26 July 2017, at 11.00 am at which place and time all holders of the said shares are invited to attend.

A copy of the said scheme of arrangement and a copy of the Explanatory Statement required to be furnished pursuant to Section 452 of the above-mentioned Act are incorporated in the document of which this Notice forms part.

**Shareholders may vote in person at the said meeting or they may appoint another person, whether a member of the Company or not, as their proxy to attend, speak and vote in their stead. A yellow Form of Proxy for use at the said meeting is enclosed with this Notice. Completion and return of a Form of Proxy will not preclude a shareholder from attending and voting in person at the said meeting, or any adjournment thereof, if that shareholder wishes to do so.**

It is requested that forms appointing proxies be lodged with the Company’s Registrars, Computershare Investor Services (Ireland) Limited, at Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 not less than 48 hours before the time appointed for the said meeting but if forms are not so lodged they may be handed to the Chairman of the meeting before the start of the meeting and will still be valid.

In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

Entitlement to attend and vote at the meeting, or any adjournment thereof, and the number of votes which may be cast thereat, will be determined by reference to the register of members of the Company at 6:00 pm (Irish time) on 24 July 2017 or, in the event that this meeting is adjourned, as at 6.00 pm (Irish time) on the day that is two days before the date of the adjourned meeting. In each case, changes to the register of members of the Company after such time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

By the said order, the High Court has appointed John F. Kearney or, failing him, Danesh K Varma or, failing him, Peter McParland, to act as Chairman of the said meeting and has directed the Chairman to report the result thereof to the High Court.

The said scheme of arrangement will be subject to the subsequent sanction of the High Court.

Dated: 28 June 2017

OBH Partners  
17 Pembroke Street Upper  
Dublin 2

Solicitors for the Company

## PART XI

### NOTICE OF EXTRAORDINARY GENERAL MEETING OF MINCO PLC

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of Minco plc (the “**Company**”) will be held at Clayton Hotel Burlington Road, Leeson Street Upper, Dublin 4 D04 A318 on 26 July 2017 at 11.30 am (or as soon thereafter as the Court Meeting (as defined in the document of which this Notice forms part) shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions 1, 2 and 6 will be proposed as ordinary resolutions and resolutions 3, 4, 5, 7, 8 and 9 as special resolutions, all of which are inter-conditional on the passing of each other:

#### **1. Ordinary Resolution: To increase the Authorised Share Capital of the Company**

THAT, subject to the passing of Resolutions 2 -9 inclusive, with effect from 5.00 pm on the Hearing Record Date (as defined in the Scheme referred to in Resolution 3 below), the authorised share capital of the Company be increased from €11,125,000 divided into 700,000,000 Ordinary Shares of €0.0125 each and 38,000,000 Deferred Shares of €0.0625 each to €33,625,000 divided into 2,500,000,000 Ordinary Shares of €0.0125 each and 38,000,000 Deferred Shares of €0.0625 each by the creation of 1,800,000,000 Ordinary Shares of €0.0125 each.

#### **2. Ordinary Resolution: To subdivide the Authorised and Issued Share Capital of the Company and to capitalise the Revaluation Reserve Account**

2.1 THAT, subject to the passing of Resolutions 1, 2.2, 2.3 and 3 - 9 inclusive, with effect from 5.50 pm on the Hearing Record Date (as defined in the Scheme referred to in Resolution 3 below) each of the 478,142,184 ordinary shares of €0.0125 each in issue in the capital of the Company (“**Existing Ordinary Share(s)**”) and any unissued ordinary shares of €0.0125 each in the capital of the Company be and are hereby subdivided into one A ordinary share of €0.00625 each (“**A Ordinary Share(s)**”) and one B ordinary share of €0.00625 each (“**B Ordinary Share(s)**”) on the basis of one A Ordinary Share and one B Ordinary Share for each Existing Ordinary Share. The A Ordinary Share(s) and the B Ordinary Share(s) shall rank pari passu in all respects and shall have the same rights and be subject to the same restrictions (save as to nominal value) as the Existing Ordinary Share(s) in the Company’s Articles of Association. With effect from 5.50 pm on the Hearing Record Date, the authorised share capital of the Company shall be €33,625,000 divided into 2,500,000,000 A Ordinary Share(s) of €0.00625 each and 2,500,000,000 B Ordinary Share(s) of €0.00625 each and 38,000,000 Deferred Shares of €0.0625 each;

2.2 THAT, subject to the passing of Resolutions 1, 2.1, 2.3 and 3 - 9 inclusive, with effect from 6.00 p.m. on the Hearing Record Date (as defined in the Scheme referred to in Resolution 3 below) (or such later time and/or date as the directors of the Company may in their absolute discretion determine), the directors of the Company be and are hereby authorised to capitalise a sum not exceeding €11,953,554 standing to the credit of the Company’s revaluation reserve account and to appropriate such sum to the members of the Company by applying such sum in paying up in full four A Ordinary Share(s) of €0.00625 each (“**Bonus A Ordinary Share(s)**”) for each A Ordinary Share of €0.00625 each in the capital of the Company held and recorded on the register of members of the Company at 6.00 p.m. on the Hearing Record Date (or such other time and/or date as the directors of the Company may determine). The Bonus A Ordinary Share(s) shall have the same rights and restrictions as the A Ordinary Share(s); and

2.3 THAT, subject to the passing of Resolutions 1, 2.1, 2.2 and 3 - 9 inclusive, with effect from 6.00 p.m. on the Hearing Record Date (as defined in the Scheme as referred to in Resolution 3 below), the directors of the Company be and are hereby generally authorised pursuant to and in accordance with Section 1021 of the Companies Act 2014 to give effect to Resolution 2.2 above and accordingly to

effect the allotment and issue of the new Bonus A Ordinary Shares referred to in paragraph 2.2 above provided that (i) this authority shall expire on 31 October 2017, (ii) the maximum aggregate nominal amount of shares which may be allotted hereunder shall be €11,953,554 and (iii) this authority shall be without prejudice to any other authority under the said Section 1021 previously granted before the date on which this resolution is passed and including the authority granted under Resolution 6.1.

### **3. Special Resolution: To approve the Scheme of Arrangement including the Demerger**

THAT, subject to the passing of Resolutions 1, 2 and 4-8 inclusive and subject to approval by the requisite majorities at the Court Meeting of the scheme of arrangement dated 28 June 2017 between the Company and the Scheme Shareholders (as defined in the said scheme) a print of which has been produced to this meeting and, for the purposes of identification, signed by the Chairman thereof in its original form or with or subject to any modification, addition or condition approved or imposed by the High Court and agreed to by the Company and Dalradian Resources Inc. (the “**Scheme**”), the Scheme be approved and the directors of the Company be and are hereby authorised to take all such action as they consider necessary or appropriate for carrying the Scheme including the Demerger (as defined in the Scheme) into effect.

### **4. Special Resolution: Cancellation of A Scheme Shares and Share Premium Account**

THAT, subject to the passing of Resolutions 1-3 and 5-9 inclusive and the confirmation of the High Court:

- 4.1 the A ordinary share capital of the Company shall be reduced by cancelling and extinguishing all of the A Scheme Shares (as defined in the Scheme referred to in Resolution 3 above) but not the authorised A ordinary share capital of the Company;
- 4.2 the share premium account of the Company in the amount of €24,375,506 shall be cancelled and extinguished;
- 4.3 €39,317,449 of the total sum arising on the cancellation of the A Scheme Shares (as defined in the Scheme referred to in Resolution 3 above) under Resolution 4.1 above and on the cancellation of the share premium account under Resolution 4.2 above shall be applied as follows:
  - (a) €24,874,477 shall be transferred to the Company’s reserves as a realised profit and part of which shall be applied in eliminating the deficit in the distributable reserves of the Company; and
  - (b) €14,442,972 in transferring in specie the entire issued share capital of Buchans Resources Limited to the A Scheme Shareholders on terms that each A Scheme Shareholder shall receive 0.02 Buchans Shares (credited as fully paid and rounded down to the nearest whole number) for each A Scheme Share held by an A Scheme Shareholder at the Scheme Record Time.

### **5. Special Resolution: Cancellation of B Scheme Shares**

THAT, subject to the passing of Resolutions 1-4 and 6-8 inclusive and the confirmation of the High Court, the B ordinary share capital of the Company shall be reduced by cancelling and extinguishing all of the B Scheme Shares (as defined in the Scheme referred to in Resolution 3 above) but not the authorised B ordinary share capital of the Company.

### **6. Ordinary Resolution: Directors’ authority to allot securities and paying up reserves**

THAT, subject to and forthwith upon the reduction of capital referred to in Resolution 5 above taking effect:

- 6.1 the directors of the Company be and are hereby generally authorised pursuant to and in accordance with Section 1021 of the Companies Act 2014 to give effect to this resolution and accordingly to effect the allotment of the new ordinary shares referred to in Resolution 6.2 below provided that (i) this authority shall expire on 31 October 2017, (ii) the maximum aggregate nominal amount of shares which may be allotted hereunder shall be €2,988,389 and (iii) this authority shall be without prejudice to any other authority under the said Section 1021 previously granted before the date on which this resolution is passed and including the authority granted under Resolution 2.3 above; and



6.2 the reserve credit arising in the books of account of the Company as a result of the cancellation of the B Scheme Shares (as defined in the Scheme referred to in Resolution 3 above) be applied in paying up in full at par such number of new B ordinary shares of €0.00625 each as shall be equal to the aggregate of the number of B Scheme Shares (as defined in the Scheme referred to in Resolution 3 above cancelled pursuant to Resolution 5 above, such new B ordinary shares of €0.00625 to be allotted and issued to Dalradian Resources Inc. and/or its nominee(s) credited as fully paid up and free from all liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature whatsoever.

## **7. Special Resolution: Amendments to the Memorandum and Articles of Association**

7.1 THAT, subject to the passing of Resolution 1 and with effect from 5.50 pm on the Hearing Record Date (as defined in the Scheme referred to in Resolution 3 above), Clause 5 of the Memorandum of Association of the Company shall be deleted in its entirety and replaced as follows:

“5. The share capital of the Company is €33,625,000 divided into 2,500,000,000 Ordinary Share(s) of €0.0125 each and 38,000,000 Deferred Shares of €0.0625 each.”

7.2 THAT, subject to the passing of Resolution 1 and with effect from 5.50 pm on the Hearing Record Date (as defined in the Scheme referred to in Resolution 3 above), Regulation 3(a) of the Articles of Association of the Company shall be deleted in its entirety and replaced as follows:

“3(a) The share capital of the Company is €33,625,000 divided into 2,500,000,000 Ordinary Share(s) of €0.0125 each (“**Ordinary Shares**”) and 38,000,000 Deferred Shares of €0.0625 each.”

7.3 THAT, subject to the passing of Resolutions 1-6 inclusive, 8 and 9, with effect from 6.00 pm on the Hearing Record Date (as defined in the Scheme referred to in Resolution 3 above), Clause 5 of the Memorandum of Association of the Company shall be deleted in its entirety and replaced as follows:

“5. The share capital of the Company is €33,625,000 divided into 2,500,000,000 A Ordinary Share(s) of €0.00625 each and 2,500,000,000 B Ordinary Share(s) of €0.00625 each and 38,000,000 Deferred Shares of €0.0625 each.”

7.4 THAT, subject to the passing of Resolutions 1- 6 inclusive, 8 and 9, with effect from 6.00 pm on the Hearing Record Date (as defined in the Scheme referred to in Resolution 3 above), Regulation 3(a) of the Articles of Association of the Company shall be deleted in its entirety and replaced as follows:

“3(a) The share capital of the Company is €33,625,000 divided into 2,500,000,000 A Ordinary Share(s) of €0.00625 each (“**A Ordinary Shares**”) and 2,500,000,000 B Ordinary Shares of €0.00625 (“**B Ordinary Shares**”) each and 38,000,000 Deferred Shares of €0.0625 each. The A Ordinary Shares and the B Ordinary Shares (together, the “**Ordinary Shares**”) shall rank pari passu in all respects.”

7.5 THAT, subject to and conditional on the passing of Resolutions 1 – 6, 8 and 9 inclusive set out in this Notice, the Company’s Articles of Association be amended by the adoption and inclusion of the following new Article 144:

### **“Scheme of Arrangement”**

144.1 In this Article, the “Scheme” means the scheme of arrangement under Chapter 1 of Part 9 of the Companies Act 2014 dated 28 June 2017 between the Company and the Scheme Shareholders (as defined therein and in its form at that date or with or subject to any modification, addition or condition approved or imposed by the High Court and agreed to by the Company and Dalradian Resources Inc. (“**Dalradian**”). Save as defined in this Article, expressions defined in the Scheme have the same meanings in this Article.

144.2 Notwithstanding any other provision of these Articles, if the Company issues any shares (other than to Dalradian or any one acting on behalf of Dalradian) at any time on or after the date on which this Article is adopted and before the Effective Date, those shares shall be subject to the

terms of the Scheme (and shall be Scheme Shares for the purposes of the Scheme), and the original and any subsequent holder or holders of those shares shall be bound by the Scheme accordingly.

- 144.3 Notwithstanding any other provision of these Articles and subject always to the Scheme and the Acquisition Reduction(s) and Demerger Reduction(s) becoming effective, in the event that any B Ordinary Shares in the Company are issued to any person (other than to Dalradian or any one acting on behalf of Dalradian) (in such circumstances, a “**New Member**”) after the Effective Date (“**Post-Scheme Shares**”), such Post-Scheme Shares shall be immediately transferred to Dalradian or its nominee in consideration for and conditional on the issue by Dalradian to the New Member of such number of common shares in Dalradian’s share capital as would have been issued pursuant to the Scheme (as it may be modified or amended in accordance with its terms) for each such share as if it were a B Scheme Share at the Scheme Record Time.
- 144.4 On any reorganisation of or material alteration to the Company’s share capital (including, without limitation, any sub-division and/or consolidation), the number of common shares in Dalradian’s share capital to be issued pursuant to paragraph 144.3 above shall be adjusted by the Company’s board of directors as they may decide.
- 144.5 In order to give effect to any such transfer required by this Article 144, the Company may appoint any person to execute and deliver a form of transfer on behalf of, or as attorney for, the New Member in favour of Dalradian and/or its nominee(s) (holding on a bare trust for Dalradian). Pending the registration of Dalradian and/or its nominee(s) as a holder of any share to be transferred under this Article 144, the New Member shall not be entitled to exercise any rights attaching to any such share unless so agreed by Dalradian and Dalradian shall be irrevocably empowered to appoint a person nominated by the directors of Dalradian to act as attorney on behalf of any holder of that share in accordance with any directions Dalradian gives in relation to any dealings with or disposal of that share (or any interest in it), exercising any rights attached to it or receiving any distribution or other benefit accruing or payable in respect of it and any holders of that share must exercise all rights attaching to it in accordance with the directions of Dalradian. The Company shall not be obliged to issue a certificate to the new member for any such share.”
- 7.6 THAT, subject to the passing of Resolution 9, if the Scheme (as defined in Resolution 3 above) lapses in accordance with its terms or is withdrawn, with effect from the Consolidation Record Time (as defined in Resolution 9 below) if and where applicable, Clause 5 of the Memorandum of Association of the Company, as replaced pursuant to Resolution 7 above, shall be deleted in its entirety and replaced as follows:
- “5. The share capital of the Company is €33,625,000 divided into 833,333,333 Ordinary Share(s) of €0.0375 each and 38,000,000 Deferred Shares of €0.0625 each.”
- 7.7 THAT, subject to the passing of Resolution 9, if the Scheme (as defined in Resolution 3 above) lapses in accordance with its terms or is withdrawn, with effect from the Consolidation Record Time (as defined in Resolution 9 below) if and where applicable, Regulation 3(a) of the Articles of Association of the Company, as replaced pursuant to Resolution 7 above, shall be deleted in its entirety and replaced as follows:
- “3(a) The share capital of the Company is €33,625,000 divided into 833,333,333 Ordinary Share(s) of €0.0375 each (“**Ordinary Shares**”) and 38,000,000 Deferred Shares of €0.0625 each.”

## **8. Special Resolution: Listing on AIM cancelled**

Subject to the Scheme (as defined in the Scheme referred to in Resolution 3 above) becoming effective in accordance with its terms, the admission to trading of the issued share capital of the Company on the AIM Market will be cancelled with effect from 7.30 a.m. on the business day following the Effective Date (as defined in the Scheme).

## 9. Special Resolution: Redesignation and Consolidation of Share Capital

THAT, subject to the passing of Resolution 2, if the Scheme (as defined in Resolution 3 above) lapses in accordance with its terms or is withdrawn:

- (a) every authorised A Ordinary Share (as defined in Resolution 2.1 above) and B Ordinary Share (as defined in Resolution 2.1 above (each, an “**Existing Ordinary Share**”) that, at 6.00 p.m. on the day that is five business days after the Company announces by way of RIS that the Scheme has lapsed or has been withdrawn (or such other time and date as the Directors of the Company may determine) (the “**Consolidation Record Time**”), are shown in the books of the Company as unissued shall each be redesignated as an ordinary share of €0.00625 and every six of which shall be consolidated into one new ordinary share of €0.0375 each in the capital of the Company (the “**Unissued Consolidated Ordinary Shares**”), provided that, where such consolidation would otherwise result in a fraction of an Unissued Consolidated Ordinary Share, the number of Existing Ordinary Shares that would otherwise constitute such fraction be cancelled pursuant to Section 83(1)(f)(ii) of the Companies Act, 2014;
- (b) every Existing Ordinary Share in issue at the Consolidation Record Time be redesignated as an ordinary share of €0.00625 each and every six of which shall be consolidated into one new ordinary share of €0.0375 each (the “**Consolidated Ordinary Shares**”), provided that:
  - (i) where such consolidation would otherwise result in any member being entitled to a fraction of a Consolidated Ordinary Share, such fraction shall, so far as possible, be aggregated and consolidated with the fractions of a Consolidated Ordinary Share to which other members of the Company would otherwise be entitled into Consolidated Ordinary Shares and the Directors of the Company be authorised to sell (or appoint any other person to sell) to any person, on behalf of the relevant members, all the Consolidated Ordinary Shares representing such fractions at the best price reasonably obtainable; and
  - (ii) the net proceeds of any such sale shall (after the deduction of the expenses of the sale) be distributed pro-rata to the relevant members, except that, where the individual amount of net proceeds to which any member is entitled is €10.00 or less, such amounts will be retained for the benefit of the Company,

and that any Director of the Company (or any person appointed by the Directors of the Company) be authorised to execute an instrument of transfer in respect of such shares on behalf of the relevant members and to do all acts and things the Directors consider necessary or desirable to effect the transfer of such shares to, or in accordance with the directions of, any buyer of any such shares; and

- (c) each (if any) of the issued Existing Ordinary Shares that cannot be consolidated into a Consolidated Ordinary Share be immediately acquired by the Company from the members otherwise entitled thereto for no consideration pursuant to Section 102(1)(a) of the Companies Act, 2014 and cancelled and the authorised share capital of the Company be reduced by the nominal value of the Existing Ordinary Shares so acquired and cancelled and that any Director of the Company (or any person appointed by the Directors of the Company) be authorised to execute an instrument of transfer in respect of such shares on behalf of the members concerned and to do all acts and things that the Directors consider necessary or desirable to effect the acquisition and cancellation of such shares.

By order of the Board  
**Danesh Varma**  
*Company Secretary*

Minco plc  
17 Pembroke Street Upper,  
Dublin 2,  
Ireland

Dated: 28 June 2017

**Notes:**

1. A member entitled to attend, speak, ask questions and vote is entitled to appoint a proxy to attend and vote on his or her behalf. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending, speaking, asking questions and voting at the meeting should the member subsequently wish to do so.
2. As a member, you have several ways to exercise your right to vote:
  - (a) By attending the extraordinary general meeting (“EGM”) in person; or
  - (b) By appointing (by returning a completed Form of Proxy) the Chairman or another person as a proxy to vote on your behalf.

In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members.

3. You may appoint the Chairman of the Company or another individual as your proxy. You may appoint a proxy by completing the enclosed Form of Proxy, making sure to sign and date the form at the bottom and return it to the Company’s Registrars, Computershare Investor Services (Ireland) Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland no later than 11.30 am (Irish time) on 24 July 2017. If you are appointing someone other than the Chairman as your proxy, then you must fill in the name of your representative at the meeting in the space provided and delete the words “the Chairman of the meeting or” on the Form of Proxy. If you appoint the Chairman or another person as a proxy to vote on your behalf, please make sure to indicate how you wish your votes to be cast by ticking the relevant boxes on the Form of Proxy.
4. To be effective, the Form of Proxy together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with the Registrars of the Company, Computershare Investor Services (Ireland) Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland not less than 48 hours before the time appointed for the holding of the meeting.
5. The Company, pursuant to Section 1095 of the Companies Act, 2014 and Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996, specifies that only those shareholders registered in the register of members of the Company as at 6.00 pm (Irish time) on 24 July 2017 (or in the case of an adjournment as at as at 6.00 pm (Irish time) on the day that is two days before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at the time. Changes in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.
6. Should you not receive a Form of Proxy, or should you wish to be sent copies of the documents to be tabled to the meeting, you may request this by telephoning the Company’s Registrars on + 353 1 447 5566 or by writing to the Company Secretary at Minco Plc, 17 Pembroke Street Upper, Dublin 2.

