

The following amendment has been made to the "Results of Court Meeting and EGM" announcement released at 14.27 pm on 26 July 2017 (RNS Number 1851M). The *Voting results of the Court Meeting* now includes the table with details of the votes. All other details remain unchanged. The full amended text is shown below.

## MINCO SHAREHOLDERS APPROVE SCHEME OF ARRANGEMENT FOR DALRADIAN OFFER AND DEMERGER OF BUCHANS

- **Minco plc Sale of Curraghinalt Royalty**
- **Recommended Offer for Minco plc by Dalradian Resources Inc and**
  - **Demerger of Buchans to Minco Shareholders**
- **Results of Court Meeting and EGM**

**Dublin: 26 July 2017: Minco Plc (AIM - "MIO")** is pleased to announce that at meetings of its shareholders held earlier today the Minco Shareholders voted in favour of the resolution to approve the Scheme of Arrangement implementing the recommended Offer by Dalradian for all of the share capital of Minco and the Demerger of its wholly owned subsidiary Buchans Resources Limited to Minco Shareholders by way of a transfer in specie.

On 1 June 2017, the Board of Minco plc announced that it had reached agreement with Dalradian Resources Inc. ("**Dalradian**") on the terms of the disposal of Minco's 2% net smelter return royalty on the Curraghinalt gold deposit in County Tyrone, Northern Ireland ("**Royalty**"), which is currently being developed by Dalradian ("**Royalty Disposal**").

The Royalty Disposal is being effected by means of a recommended share for share acquisition by Dalradian of the entire issued and to be issued share capital of Minco (the "**Offer**") which will be implemented by means of a scheme of arrangement, under Chapter 1 of Part 9 of the Companies Act 2014 of Ireland (the "**Scheme**").

As part of the Scheme it is also proposed that Minco will undertake a demerger of its wholly owned subsidiary Buchans Resources Limited ("**Buchans**") to Minco Shareholders by way of a transfer in specie (the "**Demerger**") so that on the completion of the Offer the only asset held by Minco will be the Royalty. Buchans is a Canadian registered company which holds directly or indirectly all of the assets of Minco other than the Royalty.

Full details of the Resolutions passed are set out in the notices of the Court Meeting and Extraordinary General Meeting ("**EGM**") contained in the scheme document published by Minco on 28 June 2017 (the "**Scheme Document**"). Except as otherwise defined herein, capitalised terms used but not defined in this announcement have the same meanings as given to them in the Scheme Document.

The detailed voting results in relation to the Court Meeting and the EGM are summarised below.

### Voting results of the Court Meeting

At the Court Meeting, a majority in number of Minco Shareholders who voted (either in person or by proxy), representing 99.9988 per cent. by value of those Minco Shares voted, voted in favour of the resolution to approve the Scheme and accordingly the Scheme was therefore approved by the required majorities, being a majority in number representing three-fourths in value of the Minco Shareholders present and voting either in person or by proxy.

Details of the votes cast are as follows:

	<b>Number of Minco Shareholders who voted</b>	<b>% of Minco Shareholders who voted</b>	<b>Number of Minco Shares voted</b>	<b>% of Minco Shares voted</b>	<b>Number of Minco Shares voted as a % of Minco Shares*</b>
For	73	98.65%	86,297,610	99.999%	18.05%
Against	1	1.35%	1,000	0.001%	0.0002%
Total	74	100%	86,298,610	100%	18.05%
Withheld	-	-	-	-	-

\* The total number of Minco Shares in issue at the Voting Record Time was 478,142,184.

### **Voting results of the EGM**

At the EGM, all of the Resolutions to implement or facilitate the objects of the Scheme, as set out in the notice of the EGM in the Scheme Document, were duly passed by the required majorities.

### **Effective Date and Timetable**

Completion of the Offer and Demerger remains subject to satisfaction or waiver of the other Conditions set out in the Scheme Document including the sanction by the Court of the Scheme at the Court Hearing.

The expected timetable of principal events for the implementation of the Scheme is set out on page 7 of the Scheme Document. It is expected that an application will shortly be made to the High Court to fix the date of the Court Hearing to sanction the Scheme on a date in August 2017. Once this date has been fixed, Minco will give notice of this date by issuing an announcement through a Regulatory Information Service. Such announcement will, subject to certain restrictions, also be available on the Minco website at [www.mincopl.com](http://www.mincopl.com).

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### **Important Notices**

The Minco Directors accept responsibility for the information contained in this announcement. To the best of the knowledge and belief of the Minco Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this announcement for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

Davy Corporate Finance, which is authorised and regulated in Ireland by the Central Bank of Ireland, is acting for Minco and no one else in relation to the Offer and the Demerger and will not be responsible to anyone other than Minco for providing the protections afforded to clients of Davy Corporate Finance nor for providing advice in relation to the Offer and the Demerger or any other matter referred to herein.

This announcement is not intended to, and does not, constitute an offer or an invitation to purchase or subscribe for any securities or the solicitation of an offer to purchase any securities, pursuant to the Offer, the Demerger or otherwise.

The distribution of this announcement in or into certain jurisdictions may be restricted by the laws of those jurisdictions. Accordingly, copies of this announcement and all other documents relating to the Offer, the Demerger and/or the Scheme are not being, and must not be, released, published, 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.

Shareholders are advised to read the Scheme Document because it contains important information relating to the Offer and the Demerger. Any response in relation to the Offer and the Demerger should be made only on the basis of the information contained in the Scheme Document or any document by which the Offer, the Demerger and/or the Scheme are made.

### **Dealing Disclosure Requirements**

Under the provisions of Rule 8.3 of the Irish Takeover Panel Act, 1997, Takeover Rules 2013 (the "Takeover Rules"), if any person is, or becomes, 'interested' (directly or indirectly) in, 1% or more of any class of 'relevant securities' of Minco or Dalradian, all 'dealings' in any 'relevant securities' of Minco or Dalradian (including by means of an option in respect of, or a derivative referenced to, any such 'relevant securities') must be publicly disclosed by not later than 3:30 pm (Irish time) on the 'business' day following the date of the relevant transaction. This requirement will continue until the date on which the Scheme becomes effective or on which the 'offer period' otherwise ends. If two or more persons co-operate on the basis of any agreement, either express or tacit, either oral or written, to acquire an 'interest' in 'relevant securities' of Minco or Dalradian, they will be deemed to be a single person for the purpose of Rule 8.3 of the Takeover Rules.

Under the provisions of Rule 8.1 of the Takeover Rules, all 'dealings' in 'relevant securities' of Minco by Dalradian or 'relevant securities' of Dalradian by Minco, or by any party acting in concert with either of them, must also be disclosed by no later than 12 noon (Irish time) on the 'business' day following the date of the relevant transaction.

A disclosure table, giving details of the companies in whose 'relevant securities' 'dealings' should be disclosed, can be found on the website of the Irish Takeover Panel (the "Panel") at [www.irishtakeoverpanel.ie](http://www.irishtakeoverpanel.ie).

'Interests in securities' arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an 'interest' by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the Takeover Rules, which can also be found on the Panel's website. If you are in any doubt as to whether or not you are required to disclose a dealing under Rule 8, please consult the Panel's website at [www.irishtakeoverpanel.ie](http://www.irishtakeoverpanel.ie) or contact the Panel on telephone number +353 1 678 9020 or fax number +353 1 678 9289.