

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This document gives Notice of the 2016 Annual General Meeting ("AGM" or "Meeting") of Upland Resources Limited (the "Company") and sets out Resolutions to be voted on at the Meeting.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you reside elsewhere, another appropriately authorised professional adviser.

If you have sold or transferred all of your shares of no par value ("Ordinary Shares") or depositary interests representing entitlements to Ordinary Shares ("DIs") in the Company, please pass this document together with the accompanying documents (with the exception of, in the case of holders of DIs, the Form of Instruction) at once to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the Ordinary Shares or DIs. If you have sold or otherwise transferred only part of your holding of Ordinary Shares or DIs, you should retain these documents.

NOTICE OF 2016 ANNUAL GENERAL MEETING

UPLAND RESOURCES LIMITED

(Incorporated in the British Virgin Islands in accordance with the laws of the British Virgin Islands with company no. 1701436)

NOTICE IS HEREBY GIVEN THAT the 2016 Annual General Meeting of the Company (the "AGM") will be held at 3.00 p.m. (UK time) on Friday, 16th December 2016 at the offices of Gowling WLG (UK) LLP, 4 More London Riverside, London SE1 2AU for the purpose of considering and, if thought fit, passing the following ordinary resolutions:-

ORDINARY RESOLUTIONS

1. To receive and consider the Accounts of the Company for the year ended 30 June 2016, together with the reports thereon of the auditors and directors of the Company.
2. To elect Mr. Bolhassan Di as a director, who (having been appointed by the Board of Directors) retires in accordance with Regulation 9.3 of the articles of association of the Company (the "Articles") and (being eligible) offers himself for re-election.
3. To re-elect Mr. Stephen Staley as a director, who retires by rotation in accordance with Regulation 9.2 of the Articles and (being eligible) offers himself for re-election.
4. To re-appoint Wilkins Kennedy LLP as auditors of the Company to hold office from the conclusion of the AGM to the conclusion of the next meeting at which the Accounts of the Company are laid before the Company in general meeting and to authorise the directors to fix the remuneration of the auditors.

By order of the Board

Elian Fiduciary Services (BVI) Limited
Registered Agent

Registered Office:-

Ritter House
Wickhams Cay II
PO Box 3170
Road Town
Tortola VG1110
British Virgin Islands

Dated: 22 November 2016

NOTES TO THE NOTICE OF AGM

Holders of Ordinary Shares

1. Any Shareholder holding Ordinary Shares is entitled to appoint a proxy to exercise all or any of its rights to attend, speak and vote at the AGM. A proxy need not be a member of the Company. A Form of Proxy is enclosed with this document. Completion and return of the Form of Proxy will not preclude a shareholder from attending and voting at the AGM, or any adjournment thereof, in person.
2. To be valid, Forms of Proxy must be completed and deposited at the offices of the Company at Unit 4, The Green Man, 10 St. John Street, Ashbourne, Derbyshire DE6 1GH not less than 48 hours before the time of the AGM and in default will not be treated as valid.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Ordinary Shares. You may not appoint more than one proxy to exercise rights attached to any one Ordinary Share. To appoint more than one proxy, you may photocopy the Form of Proxy. Please indicate the proxy holder's name and the number of Ordinary Shares in relation to which they are authorised to act as your proxy (which in aggregate should not exceed the number of Ordinary Shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope.
4. A failure to specify the number of Ordinary Shares each proxy appointment relates to or specifying a number of Ordinary Shares in excess of those held by the member will result in the proxy appointment being invalid.
5. In the case of joint holders, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members of the Company will be accepted to the exclusion of other joint holders.
6. In order to have the right to attend and vote at the AGM, a holder of Ordinary Shares must first have his or her name entered in the Company's register of members by no later than 48 hours before the time fixed for the AGM or, if the AGM is adjourned, 48 hours prior to the adjourned AGM. Changes to entries on the Company's register of members after that time shall be disregarded in determining the rights of any holder of Ordinary Shares to attend and vote at the AGM.

Holders of Depositary Interests

7. By completing the enclosed Form of Instruction, holders of Depositary Interests can instruct Computershare Company Nominees Limited (the "**Custodian**") to vote on their behalf at the AGM by proxy. If the Form of Instruction is completed without any indications as to how the Custodian should vote, the Form will be rejected. If the Depositary Interest holder wishes to instruct the Custodian, it must lodge the completed Form of Instruction with Computershare Investor Services PLC (the "**Depositary**") at the address stated on the Form of Instruction during normal business hours no later than 3.00 p.m. (*UK time*) on 13 December 2016 or 72 hours before the time fixed for any adjourned meeting.
8. After the Custodian has received instructions on how to vote on the Resolutions from the Depositary Interest holders, it will complete a Form of Proxy reflecting such instructions and return the Form of Proxy to the Company in accordance with note 2 above.
9. If you hold your shares via the Depositary Interest arrangement and would like to attend the AGM, please contact the Custodian contact details of which are set out in the Form of Instruction.

Total Voting Rights

10. As at 22 November 2016, the Company has 213,937,861 Ordinary Shares in issue, each with one vote per share (and none of which are held in treasury). The total number of voting rights in the Company is therefore 213,937,861. This figure of 213,937,861 may be used by shareholders in the Company as the denominator for calculations to determine if they have a notifiable interest in the share capital of the Company under the Disclosure Guidance and Transparency Rules, or if such interest has changed.