

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you should seek your own personal financial advice from your broker, bank manager, solicitor, accountant, or other financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your Ordinary Shares in the Company, please send this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

The section of the Circular entitled "Definitions" contains a list of definitions of terms used in the Circular, including these cover pages.



PAN AFRICAN RESOURCES PLC

(incorporated and registered in England and Wales under company registration number 03937466)

Share code on AIM: PAF

ISIN: GB0004300496

Share code on JSE: PAN

CIRCULAR TO SHAREHOLDERS AND NOTICE OF GENERAL MEETING

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 5 to 7 of this document and which recommends that you vote in favour of the Resolutions.

Your attention is drawn to a notice convening a General Meeting of the Company to be held at 9:30 a.m. GMT on 9 February 2017 at the offices of Numis Securities Limited at The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT, which is set out at the end of this document.

A Form of Proxy for use at the General Meeting is enclosed. To be valid, the Form of Proxy should be completed, signed and returned in accordance with the instructions printed on it to the Company's Registrars, who are, in the UK, Capita Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU or in South Africa, Computershare Investor Services Proprietary Limited, Rosebank Tower, 15 Biermann Avenue, Rosebank, 2196, Johannesburg, South Africa (PO Box 61051, Marshalltown, 2107), as soon as possible but in any event so as to arrive no later than 9:30 a.m. GMT on 7 February 2017.

Completion and return of a Form of Proxy will not preclude shareholders from attending and voting at the General Meeting should they choose to do so. Further instructions relating to the Form of Proxy are set out in the Notice of General Meeting.

Date of issue: Tuesday, 17 January 2017

This Circular is available in English only. Copies may be obtained from the local representative office of Pan African Resources PLC and those of the Transaction Sponsor at the addresses set out in the "Corporate Information" page of this Circular between Tuesday, 17 January 2017 and Thursday, 9 February 2017, and is also available on Pan African Resources PLC website: www.panafricanresources.com from Thursday, 17 January 2017.

CORPORATE INFORMATION

Corporate office

The Firs Office Building
First Floor, Office 101
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Registered Office

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EC2V 6DN
United Kingdom
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Cobus Loots

Pan African Resources PLC
Chief Executive Officer
Office: +27(0) 11 243 2900

Phil Dexter

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Company Secretary
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Julian Gwillim

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Deon Louw

Pan African Resources PLC
Financial Director
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John Prior/Paul Gillam

Numis Securities Limited
Nominated Adviser and Joint Broker
Office: +44(0) 20 7260 1000

Matthew Armit/Ross Allister

Peel Hunt LLP
Joint Broker
Office: +44(0) 207 418 8900

Jeffrey Couch/Neil Haycock/Thomas Rider

BMO Capital Markets Limited
Joint Broker
Office: +44(0) 207 236 1010

www.panafricanresources.com

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SALIENT DATES AND TIMES IN RELATION TO THE GENERAL MEETING

2017

Posting of Circular and notice of General Meeting	Tuesday, 17 January
Last day to trade to be eligible to participate and vote at the General Meeting	Thursday, 2 February
Record date to be eligible to participate and vote at the General Meeting	Tuesday, 7 February
Latest time and date for receipt of completed forms of proxy for the General Meeting (or electronic proxy appointments) at 09:30 a.m. GMT	Tuesday, 7 February
Latest time and date for receipt of CREST Proxy Instruction at 09:30 a.m. GMT	Tuesday, 7 February
General Meeting to be held at 9:30 a.m. GMT on Thursday, 9 February 2017 at the offices of Numis Securities Limited at The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT	Thursday, 9 February
Results of General Meeting released on the regulatory news service of the JSE and the LSE	Thursday, 9 February

Notes:

1. The dates and times above are subject to change. Any changes will be released on the regulatory news service of the JSE and the LSE. All times in this announcement are GMT unless otherwise stated.
2. Should the General Meeting be adjourned or postponed, it is requested that forms of proxy be received by no later than 48 hours (excluding Saturdays, Sundays and statutory or proclaimed public holidays in South Africa and the United Kingdom) prior to the time of the adjourned or postponed General Meeting.

EXCHANGE RATES

For reference purposes only, the following exchange rates have been used in this document:

£1:US\$1.22

£1:ZAR16.50

US\$1:ZAR13.50

All amounts referred to in this document expressed in the above currencies have, unless otherwise stated, been calculated using the above exchange rates

DEFINITIONS

In this document the following expressions have the following meanings unless the context otherwise requires:

“Act” or “Companies Act”	the UK Companies Act 2006 (as amended from time to time);
“AGM”	the annual general meeting of the Company held on 25 November 2016;
“Board” or “Directors”	the directors of the Company whose names are set out on page 5 of this document;
“Certificated Shareholders”	holders of Certificated Shares;
“Certificated Shares”	shares which are evidenced by a certificate or other physical document of title and which have not been Dematerialised;
“Circular”	this Circular;
“Company”	Pan African Resources PLC;
“CREST”	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the transfer of title to shares in uncertificated form;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) including any enactment or subordinate legislation which amends or supersedes those regulations and any applicable rules made under those regulations or any such enactment or subordinate legislation for the time being in force;
“DFS” or “Definitive Feasibility Study”	the independent definitive feasibility study for Elikhulu;
“Dematerialised”	the process by which Certificated Shares are or are to be converted into electronic form under the Strate system for trading on the JSE, and “dematerialisation” or “dematerialising” shall have a corresponding meaning;
“Dematerialised Shareholder”	a Shareholder whose Ordinary Shares have been incorporated into the Strate system and which are no longer evidenced by a share certificate or other Documents of Title;
“Documents of Title”	share certificates, certified transfer deeds, balance receipts or any other documents of title to Ordinary Shares;
“Elikhulu”, “Elikhulu Project” or “Project”	the Elikhulu tailings project of the Group;
“Euroclear”	Euroclear UK & Ireland Limited, a company incorporated in England and Wales with registration number 02878738, being the Operator of CREST;
“Form of Proxy”	the form of proxy for use by Shareholders in relation to the General Meeting;
“General Meeting”	the general meeting of the Company at which the Resolutions will be proposed, to be held at 9:30 a.m. GMT on 9 February 2017, or any adjournment thereof;
“Group”	the Company and its subsidiaries;
“JSE”	JSE Limited, a company incorporated under the laws of South Africa and registered under registration number 2005/022939/06 and licensed as an exchange under the South African Financial Markets Act;
“London Stock Exchange”	London Stock Exchange PLC;
“Notice”	the notice of the General Meeting, which is set out at the end of this document;
“Ordinary Shares”	ordinary shares of 1 penny each in the capital of the Company;
“Resolutions”	the resolutions to be proposed at the General Meeting, as set out in the Notice;
“RMB”	Rand Merchant Bank, a division of FirstRand Bank Limited, a company registered in South Africa with registration number 1929/001225/06;
“RMB Facility”	the underwritten seven-year debt facility ZAR1 billion (US\$74.1 million) from RMB announced by the Company on 5 December 2016;

“Shareholders”	holders of Ordinary Shares;
“South Africa”	the Republic of South Africa;
“Statutory Pre-Emption Rights”	the statutory pre-emption rights contained in section 561 of the Companies Act;
“STRATE”	an electronic settlement environment for transactions to be settled and transfer of ownership to be recorded electronically, operated by Strate Proprietary Limited, a private company incorporated in accordance with the laws of South Africa and registered under registration number 1998/022242/07, and a registered central securities depository in terms of the South African Financial Markets Act and responsible for the electronic custody and settlement system used by the JSE;
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland, its territories and dependencies;
“US\$”	United States Dollars, the lawful currency of the United States of America from time to time;
“ZAR”	South African Rand, the lawful currency of South Africa from time to time; and
“£” or “Pounds Sterling”	Pounds Sterling, the lawful currency of the UK from time to time.



PAN AFRICAN RESOURCES PLC

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LETTER FROM THE CHAIRMAN OF PAN AFRICAN RESOURCES PLC

Keith Spencer (*Non-executive Chairman*)
Cobus Loots (*Chief Executive Officer*)
Deon Louw (*Finance Director*)
Hester Hickey (*Non-executive Director*)
Thabo Mosololi (*Non-executive Director*)
Rowan Smith (*Non-executive Director*)

Registered office:
Suite 31, Second Floor
107 Cheapside
London
EC2V 6DN

17 January 2017

To the Shareholders and for information only, to holders of options over the Company's Ordinary Shares

Dear Shareholder

1. INTRODUCTION

On 5 December 2016 the Company announced the positive results of the Definitive Feasibility Study for the Elikhulu tailings project and the Board's approval of construction of the Project subject to the finalisation of the Project financing package. It was noted in the announcement that the Group was evaluating a number of funding proposals to fund the balance of the initial Project capital.

The Project DFS indicates excellent potential recovered grades and gold production, attractive financial returns and low execution risk, surpassing the expectations set by previous technical and financial assessments of the Project. Elikhulu is expected to produce approximately 56,000 ounces of gold per year during its initial eight years of operation and 45,000 ounces of gold per year during the five years thereafter. First gold is forecast to be produced in Q4 2018 and full commissioning of the Project is expected in December 2018.

Rand Merchant Bank, a division of FirstRand Bank Limited, has provided Pan African with all necessary approvals (subject to conclusion of satisfactory legal documentation and customary conditions precedent) for a ZAR1 billion underwritten seven-year debt facility on competitive terms. The RMB Facility will be dedicated to the funding of the Project's development and is forecast to be fully repaid from the Project's cash flows generated during the initial five years of production.

The resolutions passed at the AGM held on 25 November 2016 did not include a typical resolution to disapply the Statutory Pre-Emption Rights or (as is required by the JSE) to allow the Company to carry out a general issue of Ordinary Shares for cash.

The Company would like to maintain the flexibility to potentially execute a general issue of Ordinary Shares for cash in order to provide the Directors with the ability to issue the authorised but unissued Ordinary Shares in the capital of the Company for cash, as and when suitable opportunities arise. This would furthermore also include general corporate funding purposes and ongoing funding requirements which may or may not include any funding requirements relating to the Project.

Accordingly, the Board is convening the General Meeting in order to propose, amongst other things, a resolution to disapply the Statutory Pre-Emption Rights and a resolution as required by the JSE to allow the Company to proceed with a general issue of shares for cash.

Pan African endeavours to invest only in projects positioned in the lower half of the cost curve, and only when the project execution and construction risk is within Pan African's capability. The experience gained in the construction and operation of the Barberton Tailings Retreatment Plant ("BTRP") and the Evander Tailings Retreatment Plant ("ETRP") positions Pan African to successfully execute the construction and operation of the Elikhulu Project. The Board is satisfied that the Project meets the Group's investment criteria and that the Group's track record of successfully operating three tailings plants, all of which were constructed on time and on budget, will be invaluable in the construction and operation of the Elikhulu Project.

The RMB Facility's repayment profile is conservatively matched to the Project's cash flow generation and is not expected to impact Pan African's existing dividend policy, which provides for a pay-out ratio of 40% of annual free cash flow.

This letter explains the background to the Resolutions which are being submitted for approval at the General Meeting, and why the Board considers that the Resolutions are in the best interests of Shareholders as a whole. Set out at the end of this document is a notice convening the General Meeting, which will be held at 9:30 a.m. on 9 February 2017 at the offices of Numis Securities Limited at The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT.

There is also enclosed a Form of Proxy to enable you to vote on the Resolutions should you be unable to attend the General Meeting. If you hold your Ordinary Shares in uncertificated form (i.e. in CREST or STRATE), please see further paragraph 4 below.

2. GENERAL MEETING

The General Meeting will be held at 9:30 a.m. GMT on 9 February 2017 at the offices of Numis Securities Limited at The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT. The Notice is set out at the end of this document.

The Resolutions to be proposed at the General Meeting are:

- as Resolution 1, an ordinary resolution clarifying the authority of the Directors to issue Ordinary Shares). If passed, Resolution 1 would give the Directors authority to issue Ordinary Shares of a nominal value of up to £6,477,355;
- as Resolution 2, a special resolution to disapply the Statutory Pre-Emption Rights in relation to the allotment of up to 291,480,983 Ordinary Shares for cash (representing approximately 15% of the Company's issued share capital); and
- as Resolution 3, a special resolution reflecting JSE Listings Requirements for the issue of shares for cash. In terms of the JSE Listings Requirements, the approval of at least 75% majority of the votes cast by Shareholders present or represented by proxy at the General Meeting must be cast in favour of this resolution in order for it to be adopted.

3. RECOMMENDATION

Your Board considers that the Resolutions to be proposed at the General Meeting are in the best interests of Shareholders as a whole and unanimously recommends that Shareholders vote in favour of the Resolutions, as the Directors intend to do in respect of their own beneficial shareholdings, which amount in aggregate to 3,726,125 Ordinary Shares, representing approximately 0.19% of the issued share capital of the Company (as at 16 January 2017, being the last business day before the date of this document).

4. ACTION TO BE TAKEN

The General Meeting will be held at the offices of Numis Securities Limited at The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT. Shareholders on the register as at close of business on 7 February 2017 are entitled to attend and vote at the General Meeting.

A Form of Proxy for use by Shareholders is enclosed. Whether or not you intend to be present in person at the General Meeting, you are requested to complete the form in accordance with the instructions thereon and return it to the Company's registrars, who are, in the UK, Capita Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; or in South Africa, Computershare Investor Services Proprietary Limited, Computershare Investor Services Proprietary Limited, Rosebank Tower, 15 Biermann Avenue, Rosebank, 2196, Johannesburg, South Africa (PO Box 61051, Marshalltown, 2107), as soon as possible but in any event so as to arrive no later than 9:30 a.m. GMT on 7 February 2017.

4.1 South Africa

Dematerialised Shareholders without “own name” registration

If you have Dematerialised your Ordinary Shares without “own name” registration, then the following actions are relevant to you in connection with the General Meeting:

Voting at the General Meeting

- If you have not been contacted by your Central Securities Depository Participant (“**CSDP**”) or broker, it would be advisable for you to contact your CSDP or broker and furnish them with your voting instructions.
- If your CSDP or broker does not obtain voting instructions from you, they will vote in accordance with the instructions contained in the agreement concluded between you and your CSDP or broker.
- You must NOT complete the attached Form of Proxy.

Attendance and representation at the General Meeting

In accordance with the mandate between you and your CSDP or broker, you must advise your CSDP or broker if you wish to attend the General Meeting in person, or if you wish to send a proxy to represent you at the General Meeting. Your CSDP or broker will issue the necessary letter of representation to you or your proxy to attend the General Meeting.

Dematerialised Shareholders with “own name” registration and Certificated Shareholders

If you have not Dematerialised your Ordinary Shares or have Dematerialised your Ordinary Shares with “own name” registration, then the following is relevant to you in connection with the General Meeting:

Voting, attendance and representation at the General Meeting

- You may attend, speak and vote at the General Meeting in person.
- Alternatively, you may appoint one or more proxies to represent you at the General Meeting by completing the attached Form of Proxy in accordance with the instructions it contains. A proxy need not be a Shareholder of the Company. It is requested that the Form of Proxy be lodged with or posted to the Company’s agent, Computershare Investor Services Proprietary Limited, as soon as possible but in any event so as to arrive no later than 9:30 a.m. GMT on 7 February 2017. If you do not lodge or post the Form of Proxy by the relevant time, you will nevertheless be entitled to have the Form of Proxy lodged immediately prior to the General Meeting with the Chairman of the General Meeting.

The Company does not accept responsibility and will not be held liable, under any applicable law or regulation, for any action of, or omission by, the CSDP or broker of a Dematerialised Shareholder, including, without limitation, any failure on the part of the CSDP or broker of any beneficial owner to notify such beneficial owner of the General Meeting or of the matters set forth in this Circular.

4.2 United Kingdom

CREST members who wish to appoint a proxy or proxies for the General Meeting through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear’s specifications and must contain the information required for such instructions, as described in the CREST (RA10) Manual. The message must be transmitted so as to be received by the Company’s agent, Capita Asset Services (RA10), no later than 9:30 a.m. GMT on 7 February 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

If you complete and return the Form of Proxy (or if you appoint a proxy or proxies electronically) you can still attend and vote at the General Meeting if you wish.

Yours faithfully

Keith Spencer
Chairman



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ISIN: GB0004300496

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NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting (the “**General Meeting**”) of Pan African Resources PLC (the “**Company**”) will be held at held on 9 February 2017 at the offices of Numis Securities Limited at The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT at 9:30 a.m. (all times stated are United Kingdom times unless otherwise stated) to consider and, if thought fit, pass the following resolutions, of which resolution 1 will be proposed as an ordinary resolution and resolutions 2 and 3 will be proposed as special resolutions:

ORDINARY RESOLUTION

1. That the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “**Act**”) to allot equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £6,477,355, and this authority shall be in substitution for any previous authority granted under section 551 of the Act and shall expire on the earlier of 31 December 2017 and the conclusion of the 2017 Annual General Meeting of the Company save that the Company may, prior to such expiry, make an offer or agreement which would or might require equity securities to be allotted after the expiry of this authority and the Directors may allot equity securities pursuant to that offer or agreement as if this authority had not expired; and this authority shall be in substitution for any other authority to allot equity securities pursuant to section 551 of the Act, but shall be without prejudice to the continuing authority of the Directors to allot equity securities in pursuance of an offer or agreement made before the expiry of the authority pursuant to which such offer or agreement was made.

SPECIAL RESOLUTIONS

2. That, subject to and conditional upon Resolution 1 above being passed, the Directors be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by Resolution 1 above and to allot equity securities (including where such allotment constitutes an allotment of equity securities by virtue of section 560(2) of the Act) as if section 561(1) of the Act did not apply to such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £2,914,809 and this power shall be in substitution for all such powers previously given but without prejudice to the continuing power of Directors to allot equity securities pursuant to an offer or agreement made by the Company before the date this resolution is passed and unless previously renewed, varied or revoked by the Company in General Meeting shall expire on the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2017 and the date that is 15 months from the date of this General Meeting.
3. That, in accordance with the JSE Listings Requirements, the equity securities which are the subject of any issue for cash pursuant to the authority conferred by Resolution 2 will be issued in accordance with the following requirements:
 - they must be of a class already in issue or, where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;
 - any such issue of shares shall be to “public shareholders” as defined by the JSE Listings Requirements and not to “related parties”;

- this authority shall only be valid until the next Annual General Meeting of the Company, provided it shall not extend beyond 15 months from the date of this General Meeting;
- an announcement giving full details will be published at the time of any issue of shares representing, on a cumulative basis within the period of this authority, 5% or more of the number of Ordinary Shares in issue prior to the issue;
- securities which are the subject of a general issue for cash may not exceed 15% of the Company's listed equity securities as at the date of the notice of General/Annual General Meeting seeking the general issue for cash authority (i.e. 291,480,983 Ordinary Shares), provided that:
 - any equity securities issued under this authority during the period must be deducted from the number above;
 - in the event of a sub-division or consolidation of issued equity securities during the period contemplated above, the existing authority must be adjusted accordingly to represent the same allocation ratio;
 - the calculation of the listed equity securities is a factual assessment of the listed equity securities as at the date of Notice of this General Meeting, excluding treasury shares;
- any such general issues are subject to South African exchange control regulations and approval at that point in time; and
- in determining the price at which an issue of shares will be made in terms of this authority, the maximum discount permitted will be 10% of the weighted average traded price on the JSE Limited of Ordinary Shares measured over the 30 business days prior to the date that the price of issue is determined or agreed between the Company and the party/ies subscribing for the shares.

By order of the board

St James's Corporate Services Limited

Company Secretary

17 January 2017

Registered office:

Suite 31, Second Floor

107 Cheapside

London

England

EC2V 6DN

NOTES

Entitlement to attend and vote

1. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001 (“**Uncertificated Securities Regulations**”), only those members entered in the register of members of the Company as at close of business on 7 February 2017, and in the case of an adjourned meeting, two days before such adjourned meeting, shall be entitled to attend, speak and vote at the General Meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to the register of members after the close of business on 7 February 2017, or if the General Meeting is adjourned, after close of business on the day two days before the adjourned meeting shall be disregarded in determining the rights of any person to attend, speak and vote at the General Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the General Meeting and you should have received a Form of Proxy with this Notice of meeting.

You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy.

3. A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. Details of how to appoint the Chairman of the General Meeting or another person as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy.

If you wish your proxy to speak on your behalf at the General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy the Form of Proxy.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the “Discretionary” option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.
6. Any corporation which is a member of the Company can appoint one or more corporate representative(s) who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same Ordinary Shares.
7. A member of the Company may not use any electronic address provided either in this notice of meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.

Appointment of proxy using hard copy Form of Proxy

8. The notes to the Form of Proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the Form of Proxy, the Form of Proxy must be:

- completed and signed; and
- sent or delivered in the UK to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU or Computershare Investor Services Proprietary Limited, Computershare Investor Services Proprietary Limited, Rosebank Tower, 15 Biermann Avenue, Rosebank, 2196, Johannesburg, South Africa (PO Box 61051, Marshalltown, 2107) and received no later than 9:30 a.m. GMT on 7 February 2017 (or 48 hours prior to any adjourned meeting).

In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

Appointment of proxy by joint members

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

Changing proxy instructions

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out on the previous page. Note that the cut-off time for receipt of proxy appointments (see previous page) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard copy Form of Proxy and would like to change the instructions using another hard copy Form of Proxy, please contact, in the UK, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU or in South Africa, Computershare Investor Services Proprietary Limited, Rosebank Tower, 15 Biermann Avenue, Rosebank, 2196, Johannesburg, South Africa (PO Box 61051, Marshalltown, 2107).

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

11. In order to revoke a proxy instruction you will need to inform the Registrar by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment as above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Capita Asset Services or Computershare Investor Services Proprietary Limited (at the addresses above) no later than 9:30 a.m. GMT on 7 February 2017. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.

Issued Ordinary Shares and total voting rights

12. As at close of business on 16 January 2017 (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital comprised 1,943,206,554 Ordinary Shares of 1 penny each. Each Ordinary Share carries the right to one vote at a General Meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business on 16 January 2017 was 1,943,206,554.

CREST

13. CREST members who wish to appoint a proxy or proxies through the CREST Electronic Proxy Appointment Service may do so for the Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
14. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited ("**EUI**") and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: RA10) by 9:30 a.m. GMT on 7 February 2017 (or 48 hours preceding the date and time for any adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
15. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in EUI for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations.

FORM OF PROXY

United Kingdom



(Incorporated and registered in England and Wales under Companies Act 1985 with registration number 3937466 on 25 February 2000)
Share code on AIM: PAF • ISIN: GB0004300496 • Share code on JSE: PAN

This Form of Proxy is for use by all non-South African shareholders and for South African Certificated Shareholders and South African "own name" Dematerialised Shareholders only.

I/We, the undersigned, being a member of the above-named company, hereby appoint the Chairman of the Meeting or (see notes 1 and 3)

Name of proxy _____ Number of shares proxies appointed over _____

as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting ("GM") of Pan African Resources Plc ("**the Company**") to be held at the offices of Numis Securities Limited at The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT at 9:30 a.m. on 9 February 2017 and at any adjournment thereof.

If you wish to appoint multiple proxies please see note 1 below. Please also tick here if you are appointing more than one proxy.

The proxy will vote on the undermentioned resolutions, as indicated.

	For	Against	Voting withheld*	Discretionary**
1. To authorise the directors to allot equity securities				
2. To disapply pre-emption rights for the issue of securities				
3. To comply with JSE Listing Requirements for cash equity issues				

If this form is signed and returned without any indication as to how the proxy shall vote, he or she will exercise his or her discretion both as to how he or she votes (and whether or not he or she abstains from voting).

* The "Voting Withheld" option is to enable you to abstain on the specified resolution. Please note a "Voting Withheld" has no legal effect and will not be counted in the votes "For" and "Against".

** If you select "Discretionary" or fail to select any of the given options, the proxy is authorised to vote (or abstain from voting) at his or her discretion on the specified resolution. The proxy is also authorised to vote (or abstain from voting) on any other business, which may properly come before the meeting.

Notes

- To appoint as a proxy a person other than the Chairman of the Meeting insert the full name in the space provided. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A proxy need not be a member of the company.
- This form is for use of shareholders only and will be used only in the event of a poll being directed or demanded.
- You may, if you wish, delete the words "the Chairman of the Meeting" and substitute the names(s) of your choice. Please initial such alteration.
- To be effective, this Form of Proxy must be lodged at the Company's Registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU or Computershare Investor Services Proprietary Limited, Rosebank Tower, 15 Biermann Avenue, Rosebank, 2196, Johannesburg, South Africa (PO Box 61051, Marshalltown 2107), not later than 48 hours before the start of the Meeting.
- In the case of a corporation, the form must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing.
- In the case of joint holders, the signature of any of them will suffice but the names of all joint holders should be shown. The vote of the senior joint holder who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- Dematerialised Shareholders in South Africa who are not "own name" Dematerialised Shareholders and who wish to attend the GM should instruct their CSDP or broker to issue them with the necessary authority to attend the Meeting in person, in the manner stipulated in the custody agreement governing the relationship between such shareholders and their CSDP or broker. These instructions must be provided to the CSDP or broker by the cut-off time and date advised by the CSDP or broker for instructions of this nature. Dematerialised Shareholders in South Africa who are not "own name" Dematerialised Shareholders and who cannot attend but who wish to vote at the GM should provide their CSDP or broker with their voting instructions, in the manner stipulated in the custody agreement governing the relationship between such shareholders and their CSDP or broker. These instructions must be provided to the CSDP or broker by the cut-off time and date advised by the CSDP or broker for instructions of this nature.
- Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual.

Print name: _____
(BLOCK CAPITALS)

Signature: _____

Address: _____

Dated this _____ day of _____ 2017

Second fold

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



PXS 1
34 Beckenham Road
BECKENHAM
BR3 4ZF

First fold

Third fold and tuck in flap

FORM OF PROXY

South Africa



(Incorporated and registered in England and Wales under Companies Act 1985 with registration number 3937466 on 25 February 2000)
Share code on AIM: PAF • ISIN: GB0004300496 • Share code on JSE: PAN

This Form of Proxy is for use by all non-South African shareholders and for South African Certificated Shareholders and South African "own name" Dematerialised Shareholders only.

I/We, the undersigned, being a member of the above-named company, hereby appoint the Chairman of the Meeting or (see notes 1 and 3)

Name of proxy

Number of shares proxies appointed over

as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting ("GM") of Pan African Resources Plc ("the Company") to be held at the offices of Numis Securities Limited at The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT at 9:30 a.m. on 9 February 2017 and at any adjournment thereof.

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1. To authorise the directors to allot equity securities				
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3. To comply with JSE Listing Requirements for cash equity issues				

If this form is signed and returned without any indication as to how the proxy shall vote, he or she will exercise his or her discretion both as to how he or she votes (and whether or not he or she abstains from voting).

* The "Vote Withheld" option is to enable you to abstain on the specified resolution. Please note a "Voting Withheld" has no legal effect and will not be counted in the votes "For" and "Against".

** If you select "Discretionary" or fail to select any of the given options, the proxy is authorised to vote (or abstain from voting) at his or her discretion on the specified resolution. The proxy is also authorised to vote (or abstain from voting) on any other business, which may properly come before the meeting.

Notes

- To appoint as a proxy a person other than the Chairman of the Meeting insert the full name in the space provided. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A proxy need not be a member of the company.
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- Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual.

Print name:

(BLOCK CAPITALS)

Signature:

Address:

Dated this _____ day of _____ 2017

Second fold

POSTAGE WILL
BE PAID BY THE
ADDRESSEE

NO POSTAGE
NECESSARY
IF POSTED IN
SOUTH AFRICA

BUSINESS REPLY SERVICE
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2107 MARSHALLTOWN

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Third fold and tuck in flap



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