



9 April 2020

Dear Sirs

Please treat this correspondence with utmost importance.

As the Chairman of NQ Minerals Plc, I have requested that a meeting of Series 2017-F2 Noteholders be called to ask you to vote on a matter that will potentially allow NQ Minerals Plc to beneficially refinance its debt book in a way that strengthens our ability to service the Notes in these very uncertain COVID-19 times. Notwithstanding these benefits, this refinancing is also time critical as it is necessary to replace the initial Hellyer project loans that are coming due and payable in 2020 with appropriate and longer duration funding.

You will note from the detail described in the attached documents that NQ Minerals has established a primary path to refinancing with a leading European Natural Resource Bank, as announced on the 2nd March 2020. In addition, in order to mitigate any risks with completing this transaction given our current uncertain environment, NQ Minerals has advanced discussions to establish alternative back-up paths to this refinancing. One such option is also described in the attached documents.

To enable completion of the required refinancing in an expedient manner, the NQ Minerals Board of Directors recommends that all Noteholders vote in FAVOUR of the resolution and return their proxies as set out in the documents that follow. I therefore encourage you to immediately fill out the proxy form on page 22 of the Notice of Noteholders Meeting and send it back to to Avenir Registrars Limited, 5 St. John's Lane, London EC1M 4BH.

Please read all of the documents carefully and seek professional advice if you need any further clarity with respect to these documents.

Importantly the Hellyer Mine continues to perform very well and we see a bright future for Hellyer going forward. However, at the moment we all find ourselves in a very difficult global market context. In this respect, NQ Minerals is working hard to minimise everyone's investment risk, both immediate and for the longer term. We appreciate, and thank you, for your ongoing support.

Yours sincerely,

David Lenigas

David Lenigas
Chairman, NQ Minerals Plc

Meeting of Noteholders

AUDLEY FUNDING Plc

(incorporated as a public limited liability company under the laws of the United Kingdom with registration number 10364982 (the Issuer))

SERIES 2017-F2 GBP NOTES

ISIN: GB00BDCJX280

**£50,000,000 12% FIXED RATE SECURED NOTES DUE 2022
(the "GBP Notes")**

SERIES 2017-F2 USD NOTES

ISIN: GB00BDFBS041

**\$50,000,000 12% FIXED RATE SECURED NOTES DUE 2022
(the "USD Notes")**

SERIES 2017-F2 EUR NOTES

ISIN: GB00BK4VX760

**€50,000,000 12% FIXED RATE SECURED NOTES DUE 2022
(the "EUR Notes")**

Under the £200,000,000 Secured Medium Term Note Programme

together (the "Series 2017-F2 Notes")

to be held at

1 Bedford Row,

London WC1R 4BZ on

1 May 2020

at 11:00 a.m.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the contents of this document or the actions which you should take, you should seek your own advice immediately from a stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000, or if you are not resident in the UK, from another appropriately authorised professional adviser in your own jurisdiction.

If you have sold or otherwise transferred all of your Series 2017-F2 Notes, please forward this document, together with the accompanying documents as soon as possible to the purchaser or transferee or to the broker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

Audley Funding Plc
(Registered in England and Wales No. 10364982)

Dear Noteholder,

*1 Bedford Row
London WC1R 4BZ*

9 April 2020

Noteholders' Meeting

I am writing to invite you to a meeting (the "**Meeting**") of the Noteholders of the Series 2017-F2 Notes issued by Audley Funding Plc (the "**Issuer**") which will be held on 1 May 2020 at 11:00 a.m. at the offices of the Issuer, 1 Bedford Row, London WC1R 4BZ.

The Meeting has been called to consider a proposed resolution of the Noteholders of the Series 2017-F2 Notes ("**Resolution**"). The formal notice of the Meeting is set out on page 13 of this document (the "**Notice**"), the background to the Resolution is set out on pages 14 to 16, the Resolution is on pages 16 to 17, explanatory notes as to how you can attend the Meeting and/or vote on the Resolution are on pages 18 to 21 and the proxy form is on page 22 of this document.

Recommendation

Your attention is drawn to the letters from the Chairman of NQ Minerals Plc ("**NQ Letters**") to Noteholders and to the Issuer set out on pages 1 and 5 respectively, of this document.

The Board of Audley Funding Plc ("**Board**") has considered carefully the various matters set out in the NQ Letters and has had an opportunity to discuss those proposals with members of the NQ Minerals team. The Board notes the aim of the proposals is to strengthen the balance sheet of NQ Minerals PLC, by reducing its overall interest cost, and to establish a sustainable funding structure for the duration of its Hellyer reprocessing operations. **Accordingly, the Board recommends that you vote in favour of the Resolution.**

Voting

Your vote is important.

You can vote by (1) completing the Proxy Form on page 22 and returning it to Avenir Registrars Limited, 5 St. John's Lane, London EC1M 4BH, (2) appointing a proxy through the CREST electronic proxy system set out in the CREST Manual and summarised on pages 19 to 20 or (3) attending the meeting in person or by proxy and voting.

Appointing a proxy will not prevent you from attending and voting in person at the Meeting, if you wish to do so.

Yours faithfully

Chairman

Audley Funding Plc

**LETTER FROM THE CHAIRMAN OF NQ MINERALS PLC
TO THE DIRECTORS OF AUDLEY FUNDING PLC**

9 April 2020

Dear Sirs

We write to you in connection with the Series 2017-F2 Notes (the "**Audley Bonds**") that have provided financing to NQ Minerals Plc ("**NQ Minerals**") for the purpose of the Hellyer tailings reprocessing operation.

Proposed refinancing

As you are aware NQ Minerals has been working to refinance the initial debt funding raised for this project with the objective of reducing the overall interest cost and also in aligning the duration of this debt with the cash flows expected over the project life. This refinancing has been an objective since the outset of the project and is key to establishing a sustainable funding structure for the life of the reprocessing operation.

In this regard, on 2nd March 2020, following many months of review and discussion, NQ Minerals announced that it had agreed a definitive term sheet with Traxys and a leading European Natural Resource bank (the "**Bank**") for US\$60m of funding at an interest rate of approximately 7% and with a duration of 6 years (Senior Funding) – a copy announcement is set out at the end of this letter. From an interest cost perspective, the effect of this refinancing would be an annual saving in excess of US\$3.5m; from a duration perspective, it means that debt service obligations better align with project cash generation.

Proposed release and replacement of security

A key remaining condition to complete this refinancing is that the Bank requires first security over the Hellyer tailings reprocessing assets. In order to facilitate this, NQ Minerals is creating separate security packages over (a) the Hellyer reprocessing assets, and (b) the exploration and mining rights at and around the Hellyer site.

In this regard all existing first ranking security will be released as part of the refinancing and in particular the Bank has requested that the holders of Audley Bonds ("**AF Bondholders**") release their security and enter into new subordinated security in respect of the Hellyer tailings reprocessing assets to the new Senior Funding securities with the consequence that (in relation to those assets), AF Bondholders would be prevented from exercising their rights or taking enforcement action in respect of the debt owed under the Audley Bonds for so long as Traxys and the Bank were owed money.

In addition:

- (i) in the event of a sale of the Hellyer tailings reprocessing assets, the Bank would have the right to require AF Bondholders to forgo enforcement of their security over the Hellyer tailings reprocessing assets albeit that AF Bondholders would retain the right in these circumstances to the respective portion of any surplus sale proceeds;
- (ii) all security in favour of the AF Bondholders and all other lenders over NQ Minerals Pty Ltd and its subsidiary Circle Resources Pty Ltd which holds the Square Post and Ukalunda tenements (the "**Northern Queensland Assets**") would be released;
- (iii) the AF Bondholders would acquire first security over the Hellyer exploration and mining rights, which comprise the EL48/2003 Mt Block tenement and base metal exploration and mining rights on CML 103M/1987 currently owned by Pieman Resources Pty Limited, a wholly-owned subsidiary of Ivy Resources Pty Ltd. This security would be subject to an obligation not to exercise such rights

in a manner that might adversely affect the Bank's rights to the Hellyer reprocessing assets. The detail of these exploration and mining rights was announced by NQ Minerals on 7th January 2020 - as set out in the announcement attached at the end of this letter - and they include 1.175 million tonnes of underground JORC Resources grading 8.6% Zinc, 4.9% Lead, 96 g/t Silver and 1.66 g/t gold as well as drilling intercepts as detailed in that announcement.

As announced by NQ Minerals to the market, the potential exists for further exploration success to ultimately increase these resources and increase the prospect of bringing the Hellyer underground mining operations back into production. A full review of the exploration and mining potential is currently underway and although these studies are still at an early stage and new development capital would first need to be deployed, NQ Minerals sees considerable possible upside.

Market conditions and alternative funding arrangements

As you will appreciate events since the start of 2020 in respect to the Coronavirus mean that we are operating in uncertain times. While the Bank has confirmed that they will still proceed with the announced funding regardless of the financial market turmoil since then, the current uncertainty puts a significant premium on completing this transaction as fast as is possible.

Accordingly, and in light of such market uncertainties, the management of NQ has also been pursuing alternative backup funding arrangements in the event of delays to the Senior Funding as described above. The Directors are therefore requested to obtain approval for the necessary security and other changes required to complete a refinancing contemplated by these back up arrangements.

An example of these back up arrangements is the advanced discussions between NQ Minerals and a specialist asset financing lender in the US (the "Specialist Lender"). The possible facility (the "Backup Funding") comprises up to US\$ 25 million of funding with a final maturity of 72 months and an interest rate of 9.45% per annum. The interest cost saving of this facility would be more modest, at US\$ 850,000 per annum, but the amount proposed and its duration is significant as it would replace all of the Company' debt which matures in June and July 2020.

Proposed release and replacement of security - alternative funding arrangements

To accommodate this facility, the Specialist Lender would require first security over the plant and equipment owned by Hellyer and utilised for tailings reprocessing and a first ranking security over Hellyer's income stream. The AF Bondholders would therefore release their security and enter into new subordinated security in respect of the plant and equipment owned by Hellyer and the Hellyer income stream. The AF Bondholders would retain a first ranking claim over the remaining Hellyer tailings reprocessing assets, the most notable of which is the mineralised material to be reprocessed in the Hellyer tailings dams.

In addition:

- (i) AF Bondholders would acquire first ranking security over the separate Hellyer exploration and mining rights as described above.
- (ii) As also described above, the existing security over the Northern Queensland Assets would be released.

Accordingly, by way of this letter we would respectfully request that you consider and approve the proposed changes of security, and other associated supporting changes, as described above, in order to enable NQ Mineral to expediently complete the proposed refinancing. We are available as you need to discuss this further and support any communications with your bond holders.

Your faithfully

David Lenigas

David Lenigas
Chairman, NQ Minerals Plc

NQ MINERALS ANNOUNCEMENTS OF 7 JANUARY AND 2 MARCH 2020

For immediate release

7 January 2020



NQ Minerals Plc
(the "Company" or "NQ")

NQ Secures High Grade Underground Base Metals Resources at its Hellyer Mine with Bonanza Drilling Grades

Highlights:

- NQ to acquire additional lead/zinc/gold/silver resources and mineral rights at its flagship Hellyer Mine in Tasmania, Australia from Bass Metals Ltd ("Bass");
- Acquisition includes 1.175 million tonnes of underground JORC Resources grading 8.6% Zinc, 4.9% Lead, 96 g/t Silver and 1.66 g/t gold (Refer to Table 1);
- These resources offer significant potential of increasing Hellyer's overall resources to add to the 10-year mine life to its tailings reprocessing project;
- 9 well advanced exploration targets have been developed to date within the Hellyer Mining Lease and all targets are located close to pre-existing mine decline development and are within 2 km of Hellyer;
- Bonanza drilling intercepts for immediately follow up, including:
 - 20.4 metres grading 16.3% Zn, 7.2% Pb, 104 g/t Ag and 2.4 g/t Au at the Fossey East Orebody;
 - 7.0 metres grading 22.3% Zn, 9.9% Pb, 181 g/t Ag and 3.4 g/t Au at the new Mackays prospect discovery, which sits immediately adjacent to the Hellyer orebody;
- Hellyer Plant rated at 1.6 million tonnes per annum and permitted for 2 million tonnes per annum for mining and processing.
- The Hellyer plant is currently operating at 62% of its capacity, processing around 1 million tonnes a year of high-grade zinc/lead/gold/silver tailings.

London listed NQ Minerals Plc (NEX: NQMI) (OTCQB: NQMLF), the base and precious metals producer from its flagship Hellyer Gold Mine ("Hellyer") in Tasmania, Australia, is pleased to announce that it has signed a deal with Bass Metals Ltd (ASX: BSM) to finally secure 100% of all the mining and exploration rights to the main 1,695 hectare Hellyer Mining Lease (CML103M/87) by Bass surrendering its long standing Sublease Agreement over Hellyer's underground base metals rights. NQ has also acquired 100% rights to the 46 km² Mt Block permit (EL48/2003), which surrounds the Hellyer Mining Lease.

David Lenigas, Chairman of NQ Minerals, commented:

"This acquisition is truly transformational for NQ. This long-awaited deal provides real potential to radically change the long-term plans for Hellyer and the perception of NQ in the market. The is real potential to re-open the underground mining operations, adding much higher-grade ore feed to the plant over the coming years. Some of the drill intercepts near the Hellyer orebody are regarded as "bonanza" grades anywhere in the world and NQ is planning to commence drilling a number of the high priority targets as soon as possible. Exploration around VHMS ore bodies, such as Hellyer, is supported by the fact that deposits of this style are often clustered and occasionally stacked at more than one stratigraphic level. The last operator of the mine discovered three significant zones of base metal mineralisation within 200 metres of the large Hellyer orebody at Fossey, Fossey East and Mackay and confirmed the significant potential for new discoveries on the leases."

NQ recommenced operations at Hellyer a year ago with a major mine tailings retreatment operation with a stated mine life of over 10 years. These operations are now running profitably, as referred to in recent news releases.

This transaction with Bass now provides a very real opportunity for NQ to look towards re-opening underground mining operations on very high-grade base metals deposits already identified at Hellyer, providing potential to extend its operational life well beyond the current 10-year plan.

Historically, some 18.2 million tonnes of ore grading 12.2% Zinc (Zn), 6.3% Lead (Pb), 0.3% Copper (Cu), 156 g/t Silver (Ag) and 2.4 g/t Gold (Au) have been mined from the Hellyer area.

This transaction will bring to NQ's books additional JORC (2004) resources of [1.175] million tonnes grading 8.6% Zn, 4.9% Pb, 96 g/t Ag and 1.66 g/t Au. (Refer to Table 1)

There are a number of highly notable drill hole intersections that will require early follow-up. These include;

- 20.4 metres grading 16.3% Zn, 7.2% Pb, 104 g/t Ag and 2.4 g/t Au were intersected at the Fossey East deposit,
- 7.0 metres grading 22.3% Zn, 9.9% Pb, 181 g/t Ag and 3.4 g/t Au at the new Mackays prospect, which sits adjacent to the Hellyer orebody.

At least 9 well advanced exploration targets have been developed to date within the Hellyer Mining Lease and all targets are located close to pre-existing mine decline development and are within 2 km of Hellyer's 1.6 million tonne per annum capacity processing plant.

Table 1: Existing Underground Resource Estimates on Hellyer Mining Lease CML103M/87

Deposit	JORC Classification	Tonnes '000	zinc (%)	lead (%)	Copper (%)	silver g/t	gold g/t
Fossey and Fossey East	Measured	175	12.4	7	0.5	137	2.8
	Indicated	200	11.1	6	0.5	94	1.8
	Inferred	50	8.7	4.7	0.4	99	2.3
	Total	425	11.4	6.3	0.5	112	2.3
Hellyer	Indicated	640	6.8	4	0.4	83	1.3
	Inferred	110	8.1	4.9	0.2	107	1.5
	Total	750	7	4.1	0.3	87	1.3
Mining Lease	Total	1,175	8.6	4.9	0.4	96	1.66

Note: Fossey, Fossey East and Hellyer remnant JORC 2004 resource reported to ASX by Bass Metals Ltd (ASX Code: BSM) dated 30 September 2013.

NQ's operating entities associated with its Tasmanian operations will pay Bass Metals Ltd A\$15,000 per month for 24 months and provide local minor logistics support to Bass for their continuing obligations with nearby tenements. In addition, NQ will be taking over security deposits totalling A\$112,000 with the Tasmanian Government on the Hellyer Mine's licence (CML103M/87) and the surrounding Mt Block Exploration Licence (EL48/2003). The transaction is expected to close in January 2020. The market will be advised when this transaction closes.

-END-

About NQ Minerals

NQ Minerals is an Australian-based mining company which commenced production in Q4 2018 at its 100% owned flagship Hellyer Gold Mine in Tasmania. Hellyer has a published JORC compliant Mineral Resource estimated at 9.25 Mt which is host to Gold at 2.57 g/t Au for 764,300 oz Au, Silver at 92 g/t Ag for 27,360,300 oz Ag, Lead at 2.99% Pb for 276,600 tonnes and Zinc at 2.35% Zn for 217,400 tonnes. In addition to these resources, the Hellyer assets include a large mill facility and full supporting infrastructure, including a direct rail line to port. The Company anticipates strong cash-flow and profitability from Hellyer and has a portfolio of exciting exploration prospects. Please visit our website at www.nqminerals.com.

Competent Person's Statement

The information in this report that relates to the Hellyer and Barnes Hill project is based on information (third party consultants) compiled by Roger Jackson, an Executive Director of the Company, who is a 20+ year Member of the Australasian Institute of Mining and Metallurgy (MAusIMM) and a Member of Australian Institute of Company Directors. Mr. Jackson has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration results, Mineral Resources and Ore Reserves". Mr. Jackson consents to the inclusion of the data contained in relevant resource reports used for this announcement as well as the matters, form and context in which the relevant data appears.

For further information, please contact:

NQ Minerals plc:
David Lenigas, Chairman
lenigas@nqminerals.com

Colin Sutherland, Chief Financial Officer
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Graham Herring
IFC Advisory
graham.herring@investor-focus.co.uk
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Corporate Adviser:
First Sentinel Corporate Finance Limited
Brian Stockbridge/Liza Vasilyeva
Tel: +44 207 183 7407 (United Kingdom)



For immediate release

2 March 2020

NQ Minerals Plc
(the "Company" or "NQ")

US\$60 million debt refinancing agreement – Hellyer Mine

London listed NQ Minerals Plc (NEX: NQMI) (OTCQB: NQMLF) and its subsidiary, Hellyer Gold Mines Pty Ltd ("Hellyer"), have agreed a definitive term sheet with the Traxys Group and a leading European Natural Resource bank (the "Bank") for a US\$60m debt facility as part of its previously announced intention to refinance debt that was initially raised to start mining and processing at its flagship Hellyer base and precious metals operation in Tasmania.

The agreement follows extensive due diligence by both Traxys and the Bank. In addition, it reflects Hellyer's transition during 2019 from a project in commissioning to an ongoing operation demonstrating continued improvements in performance.

The facility comprises a 6 year amortising loan with a coupon rate of Libor + 5%. This allows NQ and Hellyer to retire a portion of the initial project startup and commissioning debt and replace this expensive 12% debt with funding that has a significantly lower interest rate and is more aligned with the project's maturity and projected life.

Completion of the facility and potential draw down of funds is subject to final documentation and a number of conditions precedent customary to a facility of this nature, including final Credit Committee and Board approvals.

NQ advises that it is also continuing in parallel discussions with other potential refinancing institutions to complement the Traxys/Bank facility and will update shareholders as negotiations progress and/or when material events occur.

David Lenigas, NQ's Chairman, stated:

"This agreement represents an important step forward in executing NQ's financing strategy as the Company consolidates the financing of Hellyer and its ongoing operation now that the operations are performing to expectations. This US\$60m debt refinancing package provides a solid cornerstone to aid the refinancing of NQ's debt providers.

Importantly, I would like to thank Traxys, our valued offtake partner at Hellyer, and the Bank for all their effort and support as we have worked towards this agreement and for the confidence that this potential funding represents in the Hellyer team and the ongoing operations."

-END-

About NQ Minerals

NQ Minerals is an Australian-based mining company which commenced base metal and precious metal production in 2018 at its 100% owned flagship Hellyer Gold Mine in Tasmania. Hellyer has a published JORC compliant Mineral Resource estimated at 9.25 Mt which is host to Gold at 2.57 g/t Au for 764,300 oz Au, Silver at 92 g/t Ag for 27,360,300 oz Ag, Lead at 2.99% Pb for 276,600 tonnes and Zinc at 2.57% Zn for 217,400 tonnes. In addition to these resources, the Hellyer assets include a large mill facility and full supporting infrastructure, including a direct rail line to port. The Company regularly updates the market on Hellyer's operational and financial performance and these updates can be views on NQ's website at www.nqminerals.com.

For further information, please contact:

NQ Minerals plc:

David Lenigas, Chairman

lenigas@nqminerals.com

Colin Sutherland, Chief Financial Officer

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Corporate Adviser:

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Brian Stockbridge / Liza Vasilyeva

Tel: +44 207 183 7407 (United Kingdom)

THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF NOTEHOLDERS. IF NOTEHOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD SEEK THEIR OWN FINANCIAL AND LEGAL ADVICE, INCLUDING AS TO ANY TAX CONSEQUENCES, IMMEDIATELY FROM THEIR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL OR LEGAL ADVISER

NOTICE OF NOTEHOLDERS' MEETING

AUDLEY FUNDING PLC

(incorporated as a public limited liability company under the laws of the United Kingdom with registration number 10364982 (the Issuer))

SERIES 2017-F2 GBP NOTES

ISIN: GB00BDCJX280

**£50,000,000 12% FIXED RATE SECURED NOTES DUE 2022
(the "GBP Notes")**

SERIES 2017-F2 USD NOTES

ISIN: GB00BDFBS041

**\$50,000,000 12% FIXED RATE SECURED NOTES DUE 2022
(the "USD Notes")**

SERIES 2017-F2 EUR NOTES

ISIN: GB00BK4VX760

**€50,000,000 12% FIXED RATE SECURED NOTES DUE 2022
(the "EUR Notes")**

Under the £200,000,000 Secured Medium Term Note Programme

together (the "Series 2017-F2 Notes")

9 April 2020

NOTICE IS HEREBY GIVEN pursuant to Condition 16 of the Terms and Conditions of the Series 2017-F2 Notes (the "**Terms and Conditions**") that a Noteholders' Meeting (the "**Meeting**") of the holders of the Series 2017-F2 Notes of Audley Funding Plc (the "**Issuer**") (the "**Noteholders**") will be held at 11:00 a.m. on 1 May 2020 at 1 Bedford Row, London, United Kingdom, WC1R 4BZ to consider, and if thought fit, pass the resolution set out below as an extraordinary resolution ("**Resolution**").

Capitalised terms used but not defined in this Notice shall have the same meaning given to them as defined in the Terms and Conditions.

All dates provided are referenced accurately at the time of this Notice.

BACKGROUND

1. The net proceeds of the issue of Notes of Series 2017-F2 Notes were provided as senior debt funding pursuant to a facility agreement (the “**AF Facility**”) to NQ Minerals PLC (“**PLC**”) and in respect of which certain security agreements were entered into, as listed in Annex A of this Notice (the “**Existing AF Security**”). When created, the Existing AF Security included security over all assets and undertakings of PLC and its subsidiaries (“**NQ Group**”) at that time, as well as, amongst others, a mortgage over the estate, title and interest in the Hellyer Gold Mine in Tasmania, Australia.
2. Pursuant to the Existing AF Security, the Issuer acceded to certain priority and intercreditor agreements as listed in Annex A of this Notice (the “**AF Intercreditor Agreements**”).
3. IT IS PROPOSED that certain of NQ Group’s existing indebtedness shall be refinanced, in particular with new facilities proposed to be advanced to members of NQ Group (“**New Funding**”).
4. IT IS FURTHER PROPOSED that, pursuant to the New Funding and the other amendments (the “**New Funding Transaction**”):
 - (a) the AF Facility be restated and amended pursuant to the entry into an amendment agreement as set out in Annex B (the “**AF Facility Amendment**”);
 - (b) the Existing AF Security be released and the AF Intercreditor Agreements be terminated (and parties released from their respective obligations), pursuant to the entry into such release and termination agreements as set out in Annex B (the “**Termination and Release Agreements**”);
 - (c) AF Bondholders will be granted certain new security interests pursuant to the entry into of the Continuing Securities listed in Annex B (**Continuing Securities**). Certain of the Continuing Securities relating to Hellyer Gold Mines Pty Ltd (**HGM**) which will be subordinate to the securities over HGM for the New Funding and other continuing securities over HGM pursuant to a new deed of priority and subordination as listed in Annex B (**New Priority and Subordination Deed**) which deed will also include certain restrictions on the exercise of enforcement rights under the Continuing Securities until the senior facility of the New Funding terminates; and

- (d) certain new security, intercreditor and other agreements as set out in Annex B be entered into (the “**New AF Security**”, together with the New Priority and Subordination Deed and the Termination and Release Agreements comprise the “**New Funding Transaction Documents**”).
5. IT IS FURTHER PROPOSED in the event of delays to the New Funding, that alternative backup funding (**Backup Funding**) be implemented. The Backup Funding would involve a refinance of existing debt which matures in June and July 2020 with funding provided by a specialist lender (“**Specialist Lender**”) in the US of up to US\$25 million.
6. IT IS FURTHER PROPOSED that, pursuant to the Backup Funding (the “**Backup Funding Transaction**”):
- (a) the AF Facility be restated and amended pursuant to the entry into an amendment agreement as set out in Annex C (the “**Backup Funding AF Facility Amendment**”);
 - (b) the Existing AF Security be released and the AF Intercreditor Agreements be terminated (and parties released from their respective obligations), pursuant to entry into the Termination and Release Agreements in relation to the AF Intercreditor Agreements;
 - (c) the Specialist Lender will be granted first ranking security over the plant and equipment of HGM and HGM’s income stream (**Backup Funding Security**);
 - (d) AF Bondholders will be granted certain new security interests as described in Annex C (**Backup Funding Continuing Securities**). The Backup Funding Continuing Securities will accede in priority and be subordinate to the Backup Funding Security (to the extent of the assets the subject of the Backup Funding Security) and other continuing securities over HGM pursuant to a new deed of priority and subordination as listed in Annex C (**Backup Funding Priority and Subordination Deed**); and
 - (e) certain new security, intercreditor and other agreements as set out in Annex C be entered into (the “**Backup Funding AF Security**”, together with the Backup Funding Priority and Subordination Deed and the Termination and Release Agreements comprise the “**New Funding Transaction Documents**”).

7. As noted in the letter from PLC to the Issuer circulated with notice of this document, PLC continues to seek out additional possible funding solutions for the Hellyer tailings reprocessing operation (together, an "**Additional Funding Solution Transaction**").
8. The New Funding Transaction, the Backup Funding Transaction and the Additional Funding Solution Transaction are collectively referred to as the "**Transactions**", and the New Funding Transaction Documents and the Backup Funding Transaction Documents, together with any documents which would be needed to implement an Additional Funding Solution Transaction, are referred to as "**Transaction Documents**".

FORM OF EXTRAORDINARY RESOLUTION

THAT the Noteholders voting at the Meeting hereby by extraordinary resolution resolve:

1. To approve and direct Truva Services Limited as trustee ("**Trustee**") and Audley Funding Plc as issuer (the "**Issuer**") to approve the Transactions and the entry into the Transaction Documents.
2. That each of the Issuer and Trustee (as applicable) is hereby authorised, directed, instructed and empowered to execute the Transaction Documents and in the case of any document to be executed as a deed, any two directors of the Issuer or the Trustee (as applicable) or any one director and the company secretary of the Issuer or the Trustee (as applicable) or any director of the Issuer or the Trustee (as applicable) in the presence of a witness who attests his or her signature be and are authorised to execute all Transaction Documents and all such other deeds, instruments, acts and things as may be necessary or appropriate to carry out and give effect to this Extraordinary Resolution and the Transactions.
3. That the Noteholders shall indemnify each of the Issuer and the Trustee (as applicable) in respect of all loss, damage, costs, charge, claim, demand, expense, judgment, action, proceeding or other liability whatsoever incurred by it or by anyone appointed by it that any of them may incur or that may be made against it or any of its agents, attorneys or delegates arising out of or in relation to or in connection with the Transactions.
4. That each of the Issuer and the Trustee (as applicable) is hereby authorised, directed, empowered and instructed without the need for any further consent or approval to take (or refrain from taking, as the case may be) all such actions and things as may be required, expedient, necessary or desirable to implement and to give effect to this Extraordinary

Resolution or to the Transactions or the Transaction Documents, including without limitation the agreement, negotiation, amendment, approval and/or execution of any of the Transaction Documents and any other documents, declarations, certificates, agreements, deeds or instruments (howsoever described) as may be required, expedient, necessary or desirable to implement and to give effect to this Extraordinary Resolution or to the Transactions.

NOTES

1. Attending the Meeting in person

If you wish to attend the Meeting in person, you should arrive at the venue for the Meeting in good time to allow your attendance to be registered. It is advisable to have some form of identification with you as you may be asked to provide evidence of your identity to the Issuer's registrar, Avenir Registrars Limited, 5 St. John's Lane, London EC1M 4BH prior to being admitted to the Meeting.

2. Restrictions on attending the Meeting in person

Due to restrictions currently in force in England on public gatherings of more than two people the Trustee would encourage all Noteholders, where possible, to appoint a proxy using the procedures set out in these notes.

To the extent restrictions apply which prevent Noteholders attending the Meeting in person, the Issuer shall make alternative arrangements for Noteholders to attend the Meeting by telephone conference, video conference or such applicable virtual or electronic means for which it shall publish details on the website listed in paragraph 8 of these notes.

If pursuant to any such arrangements of the Issuer, evidence of identity of Noteholders is to be verified electronically, then subject to the arrangements made by the Issuer, such evidence of identity will need to be received by the Issuer in the manner specified in the applicable alternative arrangements by the close of business on 29 April 2020. To the extent any evidence of identity is submitted in the period after such date (but prior to the casting of votes at the Meeting), the Issuer may take such reasonable steps to verify the identity of any Noteholder prior to announcing the result of the Meeting until the close of business two business days after the Meeting or adjourned Meeting, as applicable.

3. Entitlement to vote

To be entitled to vote in respect of the number of notes registered in their name, Noteholders must be entered on the register of noteholders of the Issuer at close of business on 29 April 2020, or, if the Meeting is adjourned, on the register of noteholders at close of business two days prior to the date of any adjourned Meeting. Changes to entries on the register of noteholders after close of business on 29 April 2020, or, if this Meeting is adjourned, changes to entries on the register of noteholders after close of business two days prior to the date of any adjourned Meeting, will be disregarded in determining the rights of any person to vote at the Meeting.

4. Appointment of proxy

Noteholders are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the Meeting. A proxy need not be a noteholder of the Issuer but must attend the Meeting to represent a noteholder. To be validly appointed, a proxy must be appointed using the procedures set out in these notes and in the notes to the accompanying proxy form.

If a noteholder wishes a proxy to speak on their behalf at the Meeting, the noteholder will need to appoint their own choice of proxy (not the Chairman of the Meeting) and give their instructions directly to them. Such an appointment can be made using the Form of Proxy accompanying this notice of Meeting or through CREST.

Noteholders can only appoint more than one proxy where each proxy is appointed to exercise rights attached to different notes. Noteholders cannot appoint more than one proxy to exercise the rights attached to the same note(s). If a noteholder wishes to appoint more than one proxy, they should contact the Registrar at Avenir Registrars Limited, 5 St. John's Lane, London EC1M 4BH.

A noteholder may instruct their proxy to abstain from voting on the resolution to be considered at the Meeting by marking the Withheld option in relation to the resolution when appointing their proxy. It should be noted that an abstention is not a vote in law and will not be counted in the calculation of the proportion of votes For or Against the resolution.

The appointment of a proxy will not prevent a noteholder from attending the Meeting and voting in person if he or she wishes.

5. Appointment of proxy using proxy form

Completing the enclosed Form of Proxy and returning it to Avenir Registrars Limited, 5 St. John's Lane, London EC1M 4BH.

6. Appointment of proxy through CREST

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 procedure described in the CREST Manual (available at 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.

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 Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or 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 (RA19) by the latest time(s) for receipt of proxy appointments. 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 by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instruction to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular 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, to procure that his CREST sponsor or voting service provider takes) 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 (www.euroclear.com).

The Issuer may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

7. Corporate representatives

Any corporation which is a noteholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a noteholder provided that they do not do so in relation to the same notes.

8. Website giving information regarding the Meeting

Information regarding the Meeting, including information required by section 311A of the 2006 Act, and a copy of this notice of Meeting is available from <https://audleyfunding.com>.

9. Existing notes and voting rights

Under the Issuer's programme listed on the Frankfurt Stock Exchange, as at 8 April 2020, being the latest practicable date prior to the publication of this Notice, the Issuer has issued £34,759,671 (in respect of the GBP Notes), \$27,693,420 (in respect of the USD Notes), and €2,869,633 (in respect of the EUR Notes) under the Series 2017-F2 Notes. Therefore, the total voting rights in the Issuer as at 8 April 2020 for Series 2017-F2 Notes are 34,759,671 votes (in respect of the GBP Notes), 27,693,420 votes (in respect of the USD Notes), and 2,869,633 votes (in respect of the EUR Notes).

10. Documents available for inspection

The following documents will be available for inspection on the day of the Meeting at the offices of the issuer until the conclusion of the Meeting:

- a) the Investment Memorandum;
- b) the Listing Particulars;
- c) the Supplemental Trust Deed constituting the EUR Notes;
- d) the Fifth Supplemental Trust Deed (GBP) constituting the GBP Notes;
- e) the Fifth Supplemental Trust Deed (USD) constituting the USD Notes;
- f) the Inter-creditor Deed;
- g) the Servicer Agreement; and
- h) the Pricing Supplement.

11. Further questions and communication

Noteholders may not use any electronic address provided in this notice or in any related documents (including the accompanying proxy form) to communicate with the Issuer for any purpose other than those expressly stated.

Noteholders who have any general queries about the Meeting should contact the Issuer by email to: info@audleyfunding.com.

FORM OF PROXY

Audley Funding Plc (the Issuer)

Name of noteholder appointing proxy: _____

Address: _____

Before completing this notice please read the notice to noteholders and the notes above.

I hereby appoint (please tick one):

Truva Services Limited (formerly GRM Law Trustees Limited) in its capacity as trustee for the Noteholders

the following individual (print name and address below):

to vote on my behalf at the Noteholder's Meeting of the Issuer to be held on 1 May 2020, and at any adjournment of the Meeting.

Please tick your choice for the resolution below:

For

Against

Abstain

Note: *If you do not indicate below how the proxy is to vote, the proxy may vote or abstain as he or she thinks fit.*

Annex A
Existing Security

Existing AF Security

1. General Security Deed (Debenture) between the Borrower as Grantor and the Issuer as Secured Party in respect of the Grantor's assets.
2. Specific Security Deed between the Borrower as Grantor and the Issuer as Secured Party in respect of the Grantor's shares in Keen Pacific Limited.
3. General Security Deed between Keen Pacific Limited as Grantor and the Issuer as Secured Party in respect of the Grantor's assets.
4. Specific Security Deed between Keen Pacific Limited as Grantor and the Issuer as Secured Party in respect of the Grantor's shares in Ivy Resources Pty Ltd.
5. General Security Deed between Ivy Resources Pty Ltd as Grantor and the Issuer as Secured Party in respect of the Grantor's assets.
6. Specific Security Deed between Ivy Resources Pty Ltd as Grantor and the Issuer as Secured Party in respect of the Grantor's shares in Hellyer Gold Mines Pty Ltd.
7. General Security Deed between Hellyer Gold Mines Pty Ltd as Grantor and the Issuer as Secured Party in respect of the Grantor's assets.
8. Mortgage (Mining Tenements) between Hellyer Gold Mines Pty Ltd as Mortgagor and the Issuer as Mortgagee in respect of the estate, title and interest in the Hellyer Gold Mine in Tasmania, Australia.
9. General Security Deed between NQM Pty Ltd as Grantor and the Issuer as Secured Party in respect of the Grantor's assets.
10. General Security Deed between Circle Resources Pty Ltd as Grantor and the Issuer as Secured Party in respect of the Grantor's assets.
11. Guarantee and Indemnity by Ivy Resources Pty Ltd, Hellyer Gold Mines Pty Ltd, NQM Pty Ltd and Circle Resources Pty Ltd.

AF Intercreditor Agreements

1. Inter-Creditor Deed and Escrow Deed dated 18 May 2017 respectively and acceded to by the Issuer on 8 September 2017 between the Issuer as the New Financier and NQM PLC, KIWOZ

Ltd, Keen Pacific Limited, Ivy Resources Pty Ltd, Hellyer Gold Mines Pty Ltd, NQM Pty Ltd, Circle Resources Pty Ltd, MCAF NQM Nominees Limited, Cato Henning Stonex, Darren Carter and RIVI Opportunity Fund LP as the Existing Parties and Hopgood Ganim as Escrow Agent (the “**Inter-Creditor Deed and Escrow Deed**”).

2. Priority and Subordination Deed dated 14 June 2017 and acceded to by the Issuer on 8 September 2017 between the Issuer as the New Secured Party, NQM Pty Ltd and Circle Resources Pty Ltd as obligors and KIWOZ Ltd, Michael John McCahill and Mary Brigid McCahill and Teresa Ann McCahill as trustees for the M.J. McCahill Trust, KIWOZ Ltd, MCAF NQM Nominees Limited, Darren Carter, Cato Henning Stonex and RIVI Opportunity Fund LP as Existing Secured Parties (the “**Priority and Subordination Deed**”).
3. Priority, Subordination and Consent Deed (Hellyer Gold Mines) dated 19 July 2017 and acceded to by the Issuer on 8 September 2017 between the Issuer as the New Secured Party, Hellyer Gold Mines Pty Ltd, KIWOZ Ltd, MCAF NQM Nominees Limited, Darren Carter, Cato Henning Stonex, RIVI Opportunity Fund LP and RIVI Opportunity Fund LP as Existing Parties (the “**Priority, Subordination and Consent Deed**”).

Annex B

New Funding Transaction Documents (see note below)

AF Facility Amendment

1. Deed of Amendment and Restatement in respect of the AF Facility between the Issuer and PLC.

Termination and Release Agreements

2. Deed of Termination and Release in respect of the Inter-Creditor Deed and Escrow Deed.
3. Deed of Termination and Release in respect of the Priority and Subordination Deed.
4. Deed of Termination and Release in respect of the Priority, Subordination and Consent Deed.
5. Deeds of Termination and Release in respect of the Existing AF Security (other than the Continuing Securities).
6. If the New Funding is replacing the Backup Funding, a Deed of Termination and Release in respect of the Backup Funding Priority and Subordination Deed.

Continuing Securities

7. Specific security deed between Ivy Resources as grantor and the Issuer as secured party in respect of Ivy Resources Pty Ltd shares in HGM.
8. General security deed between HGM as grantor and the Issuer as secured party in respect of HGM's assets.
9. Mortgage (Mining Tenements) between HGM as mortgagor and the Issuer as mortgagee in respect of HGM's estate, title and interest in the Hellyer Gold Mine in Tasmania, Australia.
10. Guarantee and indemnity by Ivy Resources Pty Ltd and HGM.

New AF Security

11. Mortgage (Mining Tenement) between Pieman Resources Pty Ltd (Pieman) and the Issuer of the estate, title and interests held by Pieman in the EL48/2003 Mt Block tenement in Tasmania, Australia;

12. Specific security deed between Pieman and the Issuer in relation to the rights held by Pieman in relation to the basemetal deposits on CML 103M/1987 in Tasmania, Australia;
13. Guarantee and indemnity granted by Pieman in favour of the Issuer to guarantee the obligations of PLC arising under the AF Facility (as amended).

New Deed of Priority and Subordination

14. Deed of priority and subordination between the Issuer, the lenders under the senior and the mezzanine facilities in respect of the New Funding and the continuing secured parties of HGM.

Note: *The foregoing list is illustrative only as at the date of this Notice of Noteholders' Meeting. In reliance upon and exercise of the powers sought through the resolution to be proposed at the Noteholders' Meeting, the Trustee or the Issuer, as the case may be, may add documents to or remove documents from the above list, as well as agreeing, negotiating, amending, approving and/or executing any such document(s)*

Annex C

Backup Funding Transaction Documents (see note below)

AF Facility Amendment

1. Deed of Amendment and Restatement in respect of the AF Facility between the Issuer and PLC.

Termination and Release Agreements

2. Deed of Termination and Release in respect of the Inter-Creditor Deed and Escrow Deed.
3. Deed of Termination and Release in respect of the Priority and Subordination Deed.
4. Deed of Termination and Release in respect of the Priority, Subordination and Consent Deed.
5. Deeds of Termination and Release in respect of the Existing AF Security (other than the Backup Funding Continuing Securities).

Backup Funding Continuing Securities

6. Specific security deed between Ivy Resources as grantor and the Issuer as secured party in respect of Ivy Resources' shares in HGM.
7. General security deed between HGM as grantor and the Issuer as secured party in respect of HGM's assets.
8. Mortgage (Mining Tenements) between HGM as mortgagor and the Issuer as mortgagee in respect of HGM's estate, title and interest in the Hellyer Gold Mine in Tasmania, Australia.
9. Guarantee and indemnity by Ivy Resources and HGM.

Backup Funding AF Security

10. Mortgage (Mining Tenement) between Pieman and the Issuer of the estate, title and interests held by Pieman in the EL48/2003 Mt Block tenement in Tasmania, Australia;
11. Specific security deed between Pieman and the Issuer in relation to the rights held by Pieman in relation to the basemetal deposits on CML 103M/1987 in Tasmania, Australia;
12. Guarantee and indemnity granted by Pieman in favour of the Issuer to guarantee the obligations of PLC arising under the AF Facility (as amended).

Backup Funding Deed of Priority and Subordination

13. Deed of priority and subordination between the Issuer, the Specialist Lender and the other continuing secured parties of HGM.

Note: *The foregoing list is illustrative only as at the date of this Notice of Noteholders' Meeting. In reliance upon and exercise of the powers sought through the resolution to be proposed at the Noteholders' Meeting, the Trustee or the Issuer, as the case may be, may add documents to or remove documents from the above list, as well as agreeing, negotiating, amending, approving and/or executing any such document(s)*