

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It contains the resolutions to be voted on at the Annual General Meeting of Paternoster Resources plc (the “Company”) to be held on 26 October 2018. If you are in any doubt about the contents of this Document, or the action you should take, you are recommended immediately to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant, fund manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended, if you are a resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred your shares in the Company, please forward this Document and the accompanying documents to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Paternoster Resources plc

(registered in England and Wales with company number 00269566)

Notice of Annual General Meeting

Notice of the Annual General Meeting of the Company, to be held at the offices of Keystone Law, 48 Chancery Lane, London, WC2A 1JF at 10.30 am (BST) on 26 October 2018 is set out at the end of this Document.

In case you are unable to attend and vote at the Annual General Meeting, a Form of Proxy for use at the meeting is enclosed. To be valid, Forms of Proxy should be completed, signed and returned so as to be received by the Company’ registrars, Share Registrars Ltd, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR as soon as possible, but in any event so as to be received not later than 48 hours before the time of the General Meeting, being 10.30 am (BST) on 24 October 2018. Please refer to the detailed notes contained in the notice of Annual General Meeting and Form of Proxy. Completion and return of the Form of Proxy will not preclude a shareholder from attending in person and voting at the Annual General Meeting.

LETTER FROM THE CHAIRMAN

Paternoster Resources plc

(Incorporated and registered in England and Wales under the Companies Act 1985, Company number 00269566)

Directors

Nicholas Lee (Chairman)
Amanda van Dyke
Andrew Nesbitt

Registered Office
30 Percy Street
London
W1T 2DB

2 October 2018

To the holders of Ordinary Shares

Dear Shareholders

Notice of Annual General Meeting

1. Introduction

In addition to the usual business of the Company's Annual General Meeting ("AGM") which will include matters such as the reappointment of directors, reappointment of the auditors, approval of general share issue authorities and laying the annual accounts before shareholders, the Board is proposing to cover certain items of special business which will include proposing some additional resolutions for the approval of shareholders at this meeting. I am therefore writing to you today to provide some additional detail on this special business and on these additional resolutions.

2. Expansion of the Company's investing policy

Increasingly, the Company is seeing a number of attractive investment opportunities in both the technology and healthcare sectors as well as the natural resources sector. Furthermore, RiverFort Global Capital Limited ("RiverFort"), the Company's investment adviser also has expertise in these sectors. At the same time, it also makes sense to have a degree of flexibility with regard to investment sector so that the Company is able to invest in the most attractive opportunities presented to it which will ultimately be of greater benefit to shareholders. The Board is therefore proposing that the Company expands its investing strategy so as to be able to invest in these sectors.

3. Change of name

In order to generate the appropriate levels of investment opportunity, the Board believes that it would be beneficial to the Company for it to be more closely linked, from a market presence standpoint, with its investment adviser, RiverFort. The Board is therefore proposing that the Company's name is changed to RiverFort Global Opportunities plc to better reflect the focus of investment activity going forward.

4. Resolutions

The following resolutions will be proposed at the AGM:

Ordinary resolutions

Resolution 1: Annual accounts

To receive the Company's annual accounts for the financial year ended 31 December 2017 together with the directors' report and auditor's report on those accounts.

Resolution 2: To reappoint the auditors

To re-appoint Welbeck Associates as the Company's auditors to hold office from the conclusion of this meeting until conclusion of the next meeting at which accounts are laid before the Company and to authorise the directors to agree the remuneration of the auditors.

Resolution 3: To reappoint Amanda van Dyke as a director

To re-appoint as a director Amanda van Dyke who retires in accordance with article 39.1 of the Company's articles of association and, being eligible, is standing for re-appointment.

Resolution 4: To reappoint Andrew Nesbitt as a director

To re-appoint as a director Andrew Nesbitt who retires in accordance with article 34.2 of the Company's articles of association and, being eligible, is standing for re-appointment.

Resolution 5: Authority to allot shares

This resolution grants the directors authority to allot shares in the capital of the Company and rights to subscribe for shares up to an aggregate nominal value of £1,300,000, representing approximately 20% of the nominal value of the issued ordinary share capital of the Company as at 1 October 2018, being the latest practicable date before publication of this notice. The directors do not have any present intention of exercising the authority conferred by this resolution but they consider it desirable that the specified amount of authority is available for issue if appropriate. Unless revoked, varied or extended, this authority will expire at the conclusion of the next AGM of the Company or 15 months from the passing of the resolution, whichever is the earlier.

Resolution 6: Expansion of investing policy

To expand the Company's investing policy to include opportunities in the technology and healthcare sectors.

Special resolutions

Resolution 7: Resolution to disapply pre-emption rights

This resolution authorises the Directors in certain circumstances to allot equity securities for cash other than in accordance with the statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings). The relevant circumstances are either

where the allotment takes place in connection with a rights issue or the allotment is limited to a maximum nominal amount of £1,300,000, representing approximately 20% of the nominal value of the issued ordinary share capital of the Company as at the date of this letter. Unless revoked, varied or extended, this authority will expire at the conclusion of the next AGM of the Company or 15 months from the passing of the resolution, whichever is the earlier.

Resolution 8: Change of name

To change the Company's name to Riverfort Global Opportunities plc.

5. Annual General Meeting

A notice of the Annual General Meeting of the Company to be held at the offices of Keystone Law at 48 Chancery Lane, London WC2A 1JF on 26 October 2018 at 10:30 am is set out at the end of this Document. At the Annual General Meeting, the Resolutions will be proposed.

6. Action to be taken by Shareholders

A Form of Proxy is enclosed for use at the Annual General Meeting. **Whether or not you intend to be present at the Meeting you are requested to complete, sign and return the Form of Proxy to the Company Secretary, as soon as possible but in any event so as to arrive not later than 10:30 am on 24 October 2018 in accordance with the notes to the Form of Proxy.** The completion and return of a Form of Proxy will not preclude you from attending the meeting and voting in person should you subsequently wish to do so. Your attention is drawn to the detailed notes to the Notice of Annual General Meeting and Form of Proxy.

7. Recommendation

The Directors believe that all of the Resolutions will promote the success of the Company for the benefit of its shareholders as a whole, and unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the Annual General Meeting, as they intend to do in respect of their shareholdings, representing in aggregate, 0.9 percent. of the Company's issued share capital.

Yours faithfully

Nicholas Lee
Chairman

Paternoster Resources plc (the “Company”)

Notice of Annual General Meeting

Notice is given that a General Meeting of Paternoster Resources plc will be held at 10:30 am on 26 October 2018 at the offices of Keystone Law at 48 Chancery Lane, London WC2A 1JF to consider, and if thought fit, pass the following resolutions:

Ordinary resolutions

1. To receive the Company’s annual accounts for the financial year ended 31 December 2017 together with the directors’ report and auditor’s report on those accounts.
2. To re-appoint Welbeck Associates as the Company’s auditors to hold office from the conclusion of this meeting until conclusion of the next meeting at which accounts are laid before the Company and to authorise the directors to agree the remuneration of the auditors.
3. To re-appoint as a director Amanda van Dyke who retires in accordance with article 39.1 of the Company’s articles of association and, being eligible, is standing for re-appointment.
4. To re-appoint as a director Andrew Nesbitt who retires in accordance with article 34.2 of the Company’s articles of association and, being eligible, is standing for re-appointment.
5. THAT, the expansion of the Company’s investing policy be expanded to include investments in the technology and healthcare sectors be approved.
6. THAT, in accordance with section 551 of the Companies Act 2006 (the “Act”), the directors of the Company (“Directors”) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £1,300,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company or (if earlier) 15 months from the date of passing this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act.

Special Resolution

7. THAT, subject to the passing of resolution 6, the Directors be given the general power to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by resolution 6 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

7.1 The allotment of equity securities in connection with an offer by way of a rights issue:

- 7.1.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
- 7.1.2 to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange.

7.2 The allotment (otherwise than pursuant to paragraphs 2.1 above) of equity securities up to an aggregate nominal amount of £1,300,000.

The power granted by this resolution will unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company or (if earlier) 15 months from the date of passing this resolution, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

- 8 THAT, the name of the Company be changed to RiverFort Global Opportunities plc.

By order of the Board
Miles Nicholson
Secretary

Registered Office:
30 Percy Street
London
W1T 2DB

2 October 2018

Notes:

- 1 As a member of the Company, you are entitled to appoint another person as your proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. You should have received a proxy form (the "Proxy Form") with this notice of meeting. You can only appoint a proxy using the Proxy Form and the procedures set out in the notes to the Proxy Form.
- 2 You may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise the rights attached to any one share. To appoint more than one proxy, please follow the instructions set out in the notes to the Proxy Form.
- 3 To be effective, the Proxy Form must be:
 - completed and signed;
 - sent or delivered to Share Registrars Limited at: The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or by facsimile transmission to 01252 719232;
 - alternatively, the completed Proxy Form can be scanned and emailed to voting@shareregistrars.uk.com; and
 - received by Share Registrars Limited no later than 48 hours prior to the Meeting, excluding non-working days, or any adjournment thereof, together, if appropriate, with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or, where the Proxy Form has been signed by an officer on behalf of a corporation, a notarially certified copy of the authority under which it is signed.
- 4 Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
- 5 Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Register of Members 48 hours before the meeting, excluding non-working days, (or if the meeting is adjourned, those members registered on the Register of Members of the Company 48 hours before the adjourned meeting, excluding non-working days) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Subsequent changes to entries on the register after this time shall be disregarded in determining the rights of any persons to attend or vote at the meeting.
- 6 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).
- 7 You may not use any electronic address provided either:
 - 7.1 in this notice of meeting; or
 - 7.2 any related documents (including the Proxy Form and the notes to the Proxy Form);

to communicate with the Company for any purposes other than those expressly stated.

