

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of MMP Resources Limited (the "Company") will be held at Onebiz Hub, 1 Irving Place, #08-09 The Commerze @ Irving, Singapore 369546 on Wednesday, 17 May 2017 at 10.00 a.m. for the purpose of considering, and, if thought fit, passing with or without modifications, the ordinary resolutions as set out below. All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 2 May 2017 (the "Circular").

ORDINARY RESOLUTION 1: THE CONVERTIBLE NOTES ISSUE

THAT the Company's performance of its obligations pursuant to the Convertible Note Subscription Agreement be and is hereby noted, confirmed and approved AND approval be and is hereby given to the Directors:

- (a) to create and issue convertible notes due 2017 (the "Convertible Notes") with an aggregate principal amount of up to S\$600,000 to Maiora Asian Structured Finance Fund ("Maiora"), such Convertible Notes to be convertible, at the option of Maiora thereof, into 151,515,151 ordinary shares of the Company (the "Conversion Shares") at a conversion price to be determined in accordance with the terms and conditions of the Convertible Notes (the "Conditions"), and subject to such adjustments as the Conditions shall stipulate (the "Convertible Notes Issue");
- (b) pursuant to Rules 803 and 812 of the Mainboard Rules, to allot and issue:
 - (i) such number of Conversion Shares as may be required or permitted to be allotted or issued on the conversion of the Convertible Notes, to Maiora on the conversion thereof, subject to and otherwise in accordance with the Conditions, whereby such Conversion Shares shall rank *pari passu* in all respects with the then existing shares of the Company, except for any dividend, rights, allotment or other distributions the record date for which is before the relevant conversion date of the Convertible Notes; and
 - (ii) on the same basis as paragraph (b) (i) above, such further Conversion Shares as may be required to be allotted and issued on the conversion of any of the Convertible Notes upon the adjustment of the conversion price in accordance with the Conditions; and
- (c) that any Director be and is hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the Convertible Notes Issue, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this Ordinary Resolution 1 or the transactions contemplated pursuant to or in connection with the Convertible Notes Issue.

ORDINARY RESOLUTION 2: THE WARRANTS ISSUE

THAT:

- (a) approval be and is hereby given for the creation, allotment and issue of 25,000,000 non-listed, non-transferable Warrants to Maiora, each carrying the right to subscribe for one (1) new ordinary share in the capital of the Company (the "New Shares") at an exercise price of S\$0.007 per New Share pursuant to the Convertible Note Subscription Agreement (which shall be subject to adjustment under such circumstances as may be provided in the Deed Poll), such Warrants to be exercised during the Exercise Period and on such other terms and conditions as the Directors may in their absolute discretion and from time to time deem fit (the "Warrants Issue");
- (b) approval be and is hereby given for the creation, allotment and issue of such additional warrants as may be required or permitted to be issued in accordance with the terms and conditions of the Warrants (any such further warrants to rank *pari passu* with the Warrants and for all purposes to form part of the same series, save as may otherwise be provided in the terms and conditions of the Warrants);
- (c) pursuant to Rules 803 and 812 of the Mainboard Rules, approval be and is hereby given for the allotment and issue:
 - (i) upon exercise of the Warrants, such number of New Shares as may be required or permitted to be allotted and issued on the exercise of the Warrants, subject to and in accordance with the terms and conditions of the Warrants; and
 - (ii) on the same basis as sub-paragraph (c)(i) above, such further New Shares as may be required to be allotted and issued on the exercise of any additional warrants referred to in paragraph (b) above,in each case, such New Shares to be credited as fully paid when issued and to rank *pari passu* in all respects with the then existing ordinary shares in the capital of the Company, save for any dividends, rights, allotments or other distributions the record date for which falls before the date of allotment and issue of the New Shares, unless otherwise provided in the terms and conditions of the Warrants; and
- (d) the Directors and each of them be and are hereby authorised to implement, effect and complete, and to do all such acts and things (including executing all such documents as may be required in connection with the Warrants Issue) as the Directors or any of them may consider necessary, desirable or expedient to give effect to this resolution as they or he may think fit.

ORDINARY RESOLUTION 3: THE ENTRY INTO THE 7 OCTOBER RESTRUCTURING AGREEMENT AND THE ALLINGTON CONSIDERATION SHARES ISSUE

THAT:

- (a) the entry of the Company into the restructuring agreement between the Company and the Lighthouse Group dated 7 October 2015 (the "7 October Restructuring Agreement") be and is hereby approved, confirmed and ratified;
- (b) pursuant to Rules 803 and 812 of the Mainboard Rules, approval be and is hereby given to the Directors to pay the Performance Fees to Allington Advisory Pte. Ltd. ("Allington") and issue and allot 586,577,500 consideration shares to Allington (the "Allington Consideration Shares") at the issue price of S\$0.004 per Allington Consideration Share, based on the terms and subject to the conditions of the 7 October Restructuring Agreement, such issue of Allington Consideration Shares (i) being an issue of securities in which an associate of Drew Ethan Madacsi, the Non-Executive Chairman of the Company, is participating directly, under Rule 804 of the Mainboard Rules and (ii) constituting an interested person transaction in accordance with Rule 906 of the Mainboard Rules;
- (c) the Directors and each of them be and are hereby authorised and empowered to do all acts and things as they or he may consider necessary or expedient to give effect to this Ordinary Resolution 3, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any document (if required) in the interests of the Company, and, to the extent that any of the foregoing have been done, that they be and are hereby adopted, confirmed and ratified.

ORDINARY RESOLUTION 4: THE MAIORA CONSIDERATION SHARES ISSUE

THAT:

- (a) pursuant to Rules 803 and 812 of the Mainboard Rules, approval be and is hereby given to the Directors to issue and allot 174,375,000 consideration shares to Maiora (the "Maiora Consideration Shares") at an issue price of S\$0.004 per Maiora Consideration Share, based on the terms and subject to the conditions of the agreement entered into between the Company and Maiora Asian Structured Finance Fund on 27 June 2016.
- (b) the Directors and each of them be and are hereby authorised and empowered to do all acts and things as they or he may consider necessary or expedient to give effect to this Ordinary Resolution 4, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any document (if required) in the interests of the Company, and, to the extent that any of the foregoing have been done, that they be and are hereby adopted, confirmed and ratified.

By Order of the Board

Sharon Yeoh
Angeline Chiang
Company Secretaries
2 May 2017

Notes:-

- (1) A member (other than a Relevant Intermediary*) entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) Where a member (other than a Relevant Intermediary*) appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
- (3) A Relevant Intermediary may appoint more than 2 proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
- (4) A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The appointment of proxy must be executed under seal or the hand of its duly authorised officer or attorney in writing.
- (5) If the appointor is a corporation, the proxy form must be executed under seal or its attorney duly authorised in writing. The dispensation of the use of common seal pursuant to Sections 41A, 41B and 41C of the Companies Act (Chapter 50) effective from 31 March 2017 is applicable at this EGM.
- (6) In the case of joint shareholders, all holders must sign the form of proxy.
- (7) The instrument appointing a proxy must be deposited at the registered office of the Company at 6 Eu Tong Sen Street #12-20 The Central Singapore 059817, not less than forty-eight (48) hours before the EGM.

* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Chapter 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and / or representative(s) to attend, speak and vote at the Meeting and / or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and / or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and / or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.