

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. 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 professional adviser who, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000, or from an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

Copies of this document are being sent to shareholders of URU Metals Limited (“**Shareholders**”). If you have sold or otherwise transferred all of your ordinary shares in URU Metals Limited (the “**Company**”) please forward this Document and the accompanying Form of Proxy and/or Form of Instruction on at once to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or transferred part only of your holding in ordinary shares in URU Metals Limited you should retain this document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

URU METALS LIMITED
NOTICE OF ANNUAL GENERAL MEETING

A Form of Proxy for use by holders of ordinary shares of no par value (“**Ordinary Shares**”) or a Form of Instruction for use by holders of Depositary Interests is enclosed with this document for use at the Meeting. To be valid, Forms of Proxy (and any power of attorney or other authority under which it is signed) must be lodged with Computershare Investor Services (BVI) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY United Kingdom by **no later than 48 hours prior to the time fixed for the Annual General Meeting**. To be valid, Forms of Instruction (and any power of attorney or other authority under which it is signed) must be lodged with Computershare Investor Services (BVI) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY United Kingdom (“**the Depositary**”) by **no later than 72 hours prior to the time fixed for the Annual General Meeting**.

Holders of Depositary Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with 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 sponsor or voting service provider, who will be able to take appropriate action on their behalf. In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a “**CREST Voting 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 Manual (available via www.euroclear.com/CREST). To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company’s agent (3RA50) no later than **10:00 a.m. Eastern Standard Time / 3:00 p.m. GMT on 2 January 2019**. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company’s agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. Holders of Depositary Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the Depositary Interest holder concerned to take (or, if the Depositary Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depositary Interest holders 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 Voting Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Completion of a Form of Proxy, a Form of Instruction or submitting voting instructions via CREST will not preclude a Shareholder from attending and voting at the Annual General Meeting in person. Should a Depositary Interest holder, or a representative of that holder, wish to attend the meeting and/or vote at the meeting, they must notify Computershare Investor Services PLC in its capacity as depositary (“**Depositary**”) in writing by **not later than 72 hours prior to the time fixed for the Annual General Meeting**.

EXPECTED TIMETABLE

Event	Expected time/date (1)
Latest time and date for receipt of Forms of Instruction	10:00 a.m. Eastern Standard Time / 3:00 p.m. GMT on 2 January 2019
Latest transmission time for CREST Voting Instructions	10:00 a.m. Eastern Standard Time / 3:00 p.m. GMT on 2 January 2019
Latest time and date for receipt of Forms of Proxy	10:00 a.m. Eastern Standard Time / 3:00 p.m. GMT on 3 January 2019

(1) All times shown in this document are Toronto Eastern Standard Time / London GMT times unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change. If any of the times and/or dates above change, the revised times and/or dates will be notified to Shareholders by announcement through the Regulatory News Service of the London Stock Exchange.

URU METALS LIMITED

(Incorporated in British Virgin Islands under the BVI Business Companies Act, 2004 (as amended) with registered number 1405944)

Directors:

Kyle Appleby (Non-Executive Director)
Jay Vieira (Non-Executive Chairman)
John Zorbas (Chief Executive Officer)

Registered Office:

Walkers Chambers
P.O. Box 92
Road Town
Tortola
British Virgin Islands

14 December 2018

Dear Shareholder,

Annual General Meeting – 7 January 2019

I am writing to you to explain the resolutions to be proposed at the 2018 Annual General Meeting of URU Metals Limited (the “**Company**”) to be held at Goodmans LLP, 34th floor, Bay Adelaide Centre - West Tower, 333 Bay St #3400, Toronto, ON M5H 2S7, Canada at 10:00 a.m. Eastern Standard Time / 3:00 p.m. GMT on 7 January 2019 (and which are set out in the notice of the Annual General Meeting at the end of this letter).

Resolution 1 – Receiving and adopting the Accounts

This Resolution relates to receiving and adopting the Annual Report for the year ended 31 March 2018, together with the Independent Auditor’s Report thereon.

Resolution 2 – Auditor’s Reappointment and Remuneration

This Resolution relates to the Auditors’ re-appointment and authorising the Audit Committee of the Board to determine their remuneration.

Resolution 3 – Re-election of Mr. John Zorbas to the Board of Directors

This Resolution relates to the re-election of Mr. John Zorbas, the Company’s Chief Executive Officer, as a Director of the Company.

Resolution 4 – Re-election of Mr. Jay Vieira to the Board of Directors

This Resolution relates to the re-election of Mr. Jay Vieira as a Director of the Company.

Resolution 5 – Re-election of Mr. Kyle Appleby to the Board of Directors

This Resolution relates to the re-election of Mr. Kyle Appleby as a Director of the Company.

Resolution 6 – Remuneration of directors

This Resolution relates to the authority of the Remuneration Committee of the Board to determine the remuneration and other emoluments and benefits of the directors of the Company until the conclusion of the next Annual General Meeting of the Company.

Resolution 7 – Adoption of new articles of association

The Company proposes to amend its current articles of association (the “**Existing Articles**”), and attached to the Notice of Annual General Meeting, enclosed with this letter, are the proposed new articles of association (the “**New Articles**”). In accordance with the Existing Articles, Shareholders are required to approve proposed amendments to the Company’s articles from time to time and Resolution 7 is being proposed for these purposes.

From 28 September 2018, all AIM companies are obligated to review their corporate governance disclosures annually. As the Company is incorporated in the British Virgin Islands it is not subject to the UK Companies Act 2006. The Company is therefore proposing to amend the Company’s articles of association to include some of the additional protections for shareholders that are found under the UK corporate law but not the British Virgin Islands equivalent legislation. However, the Board is proposing to retain flexibility on further issues of new shares.

A summary of the principal changes to be approved is set out below:

- (a) new Articles 11 to 16 provide that there will be pre-emption right provisions in relation to any issue of shares in the capital of the Company for cash in excess of 500 per cent of issued shares in any 12 month period;
- (b) Articles 47 to 51 now incorporate the provisions of the Disclosure and Transparency Rules regarding notification of interests in shares into the Articles;
- (c) new Article 74 inserts in the New Articles power for shareholders to requisition a shareholder vote;
- (d) new Article 77 inserts in the New Articles an obligation to hold an annual general meeting of the Company’s shareholders during each calendar year (and also other changes to align the notice periods with UK norms); and
- (e) new Articles 101 and 102 inserts in the New Articles that directors will stand for re-election every three years and in the year of their respective appointments.

Forms of Proxy and Forms of Instruction

A Form of Proxy or a Form of Instruction for use at the meeting is enclosed with this letter.

Shareholders holding their shares in certificated form should complete and sign the Form of Proxy and return it to Computershare Investor Services (BVI) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY United Kingdom **so as to arrive not later than 3:00 p.m. GMT on 3 January 2019 or 48 hours before the time for holding any adjourned meeting or (in the case of a poll not taken on the same day as the Annual General Meeting or adjourned meeting) for the taking of the poll at which it is to be used.**

Holders of Depositary Interests should complete and sign the Form of Instruction and return it to Computershare Investor Services PLC, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY United Kingdom **so as to arrive by not later than 3:00 p.m. GMT on 2 January 2019 or 72 hours before the time for holding any adjourned meeting or (in the case of a poll not taken on the same day as the Annual General Meeting or adjourned meeting) for the taking of the poll at which it is to be used.**

Crest Voting

Holders of Depositary Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with 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 sponsor or voting service provider, who will be able to take appropriate action on their behalf. In

order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "CREST Voting 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 Manual (available via www.euroclear.com/CREST).

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) **no later than 10:00 a.m. Eastern Standard Time / 3:00 p.m. GMT on 2 January 2019**. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. Holders of Depositary Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the Depositary Interest holder concerned to take (or, if the Depositary Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depositary Interest holders 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 Voting Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

The return of a Form of Proxy or a Form of Instruction will not, however, prevent you from attending the Annual General Meeting and voting in person, should you wish to do so. Should a Depositary Interest holder, or a representative of that holder, wish to attend the Annual General Meeting and/or vote at the Annual General Meeting, they must notify the Depositary in writing by no later than 3:00 p.m. GMT on 2 January 2019 or 72 hours before the time for holding any adjourned meeting or (in the case of a poll not taken on the same day as the Annual General Meeting or adjourned meeting) for the taking of the poll at which it is to be used.

Yours faithfully

John Zorbas
Chief Executive Officer
for and on behalf of the Board of Directors of the Company

URU METALS LIMITED

(Incorporated in British Virgin Islands under the BVI Business Companies Act, 2004 (as amended) with registered number 1405944)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of shareholders of URU Metals Limited (“the **Company**”) will be held at Goodmans LLP, 34th floor, Bay Adelaide Centre - West Tower, 333 Bay St #3400, Toronto, ON M5H 2S7, Canada at 10:00 a.m. Eastern Standard Time / 3:00 p.m. GMT on 7 January 2019 for the purposes of considering and, if thought fit, approving the following resolutions 1 to 7 as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **To receive and adopt** the Annual Report for the year ended 31 March 2018, together with the Independent Auditor’s Report thereon.
2. **To reappoint** Kingston Smith LLP as the auditors of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company and to authorise the Audit Committee of the Board to determine the auditor’s remuneration.
3. **To re-elect** Mr. John Zorbas, who retires by rotation, to the Board of Directors.
4. **To re-elect** Mr. Jay Vieira, who retires by rotation, to the Board of Directors.
5. **To re-elect** Mr. Kyle Appleby, who retires by rotation, to the Board of Directors.
6. **To authorise** the Remuneration Committee of the Board to determine the directors’ remuneration and other emoluments and benefits until the conclusion of the next Annual General Meeting of the Company.
7. **To adopt** the attached regulations as the articles of association of the Company, and that the registered agent of the Company be and is hereby authorised to file a restated memorandum and articles of association of the Company at the Registry of Corporate Affairs in the British Virgin Islands.

Registered Office
Walkers Chambers
P.O. Box 92
Road Town
Tortola
British Virgin Islands

**John Zorbas, Chief Executive Officer
by order of the Board, 14 December 2018**

Notes:

- (i) A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (ii) As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders who hold shares in uncertificated form must be entered on the Company’s share register by not later than 6:00 p.m. GMT on 3 January 2019 or 48 hours before the time for holding any adjourned meeting or (in the case of a poll not taken on the same day as the Annual General Meeting or adjourned meeting) for the taking of the poll at which it is to be used.
- (iii) in order to be entitled to attend and vote at the meeting. Changes to entries on the register after that time will be disregarded in determining the rights of any person to attend and vote at the meeting.
- (iv) A form of proxy is enclosed with this notice for use in connection with the business set out above. To be valid, forms of proxy and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services (BVI) Limited, Computershare Investor Services PLC, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY United Kingdom **by not later than 3:00 p.m. GMT on 3 January 2019 or 48 hours before the time for holding any adjourned meeting or (in the case of a poll not taken on the same day as the Annual General Meeting or adjourned meeting) for the taking of the poll at which it is to be used.**

- (v) A form of instruction is enclosed with this notice for use in connection with the business set out above. To be valid, forms of instruction and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services PLC, [c/o The Pavilions, Bridgewater Road, Bristol BS99 6ZY United Kingdom **by not later than 72 hours prior to the time fixed for the Annual General Meeting** .
- (vi) Completion and return of a form of proxy does not preclude a member from attending and voting at the Annual General Meeting or at any adjournment thereof in person. Should a Depositary Interest holder, or a representative of that holder, wish to attend the Annual General Meeting and/or vote at the Annual General Meeting, they **must notify the Depositary in writing by not later than 3:00 p.m. GMT on 2 January 2019 or 72 hours before the time for holding any adjourned meeting or (in the case of a poll not taken on the same day as the Annual General Meeting or adjourned meeting) for the taking of the poll at which it is to be used.**
- (vii) Holders of Depositary Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with 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 sponsor or voting service provider, who will be able to take appropriate action on their behalf. In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "CREST Voting 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 Manual (available via www.euroclear.com/CREST). To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than **10:00 a.m. Eastern Standard Time / 3:00 p.m. GMT on 2 January 2019**. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. Holders of Depositary Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the Depositary Interest holder concerned to take (or, if the Depositary Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depositary Interest holders 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 Voting Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- (viii) In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.

APPENDIX
THE NEW ARTICLES