



## FALCON GOLD ZIMBABWE LIMITED

(A public company incorporated in the Republic of Zimbabwe under company registration number 303/89)

### Head Office

Falcon Gold Zimbabwe Limited, 1st Floor KPMG Building, Tongogara Street, P.O.Box 4096,  
Bulawayo, Zimbabwe, Phone+263 9 76826; Fax +263 9 64028.

# RESULTS OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS – 22ND MARCH 2017 AT

The Extraordinary General Meeting (“EGM”) was convened in order to consider the proposed sale of Palatial Gold (Private) Limited t/a Dalny Mine to Rio Gold (Private) Limited; And  
The proposed increase in the Company’s Share Capital.

The Board of Directors of Falcon Gold Zimbabwe Limited are please to confirm the following unanimous results of the Extraordinary General Meeting held at 10.00 hours on the 22nd March 2017 at the Head Office of Falcon Gold Zimbabwe Limited, 14th Avenue / J. Tongogara, Bulawayo.

Shareholders and or those with proxies representing 89.05% of the shareholders were present at the meeting

RESOLUTION	PROVISION OF THE RESOLUTION	_FOR	AGAINST
1.	THAT THE COMPANY’S LOAN ACCOUNTS IN DALNY MINE BE CEDED TO RIOGOLD FOR A CONSIDERATION OF US\$7,750,000 AND THE COMPANY’S SHARES IN DALNY MINE BE SOLD TO RIOGOLD FOR A CONSIDERATION OF US \$250,000	All	Nil
2.	THAT THE DIRECTORS OF THE COMPANY ARE HEREBY AUTHORISED TO DO ALL SUCH THINGS AS THEY MAY CONSIDER NECESSARY OR DESIRABLE TO GIVE EFFECT TO OR IN CONNECTION WITH THE PROPOSED TRANSACTION.	All	Nil
3.	THAT IN TERMS OF THE COMPANY’S ARTICLES OF ASSOCIATION, THE AUTHORISED SHARE CAPITAL OF THE COMPANY OF US\$1,150,000, COMPRISING 115,000,000 ORDINARY SHARES OF A NOMINAL VALUE OF US\$0.01 PER SHARE, IS HEREBY INCREASED TO US\$11,500,000, COMPRISING 1,150,000,000 ORDINARY SHARES OF A NOMINAL VALUE OF US\$0.01 EACH.	All	Nil
4.	THAT THE BALANCE OF THE AUTHORISED BUT UNISSUED SHARES OF 1,388,834,869 SHALL BE PLACED UNDER THE CONTROL OF THE DIRECTORS UNTIL THE NEXT AGM, TO BE ISSUED IN COMPLAINCE WITH THE TERMS OF THE COMPANY’S MEMORANDUM AND ARTICLES OF ASSOCIATION, THE ZSE’S LISTING REQUIREMENTS AND THE COMPANIES ACT OF ZIMBABWE.	All	Nil