

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Document or what action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant, or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) ("FSMA") if you are in the United Kingdom, or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Ordinary Shares, please send this Document, together with the accompanying Form of Proxy, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Document is not, and is not required to be, a prospectus for the purposes of the Prospectus Rules and has not been prepared in accordance with the Prospectus Rules. Accordingly, this Document has not been, and will not be, reviewed or approved by the Financial Conduct Authority of the United Kingdom, pursuant to sections 85 and 87 of FSMA, the London Stock Exchange, any securities commission or any other authority or regulatory body.

The existing issued Ordinary Shares are currently admitted to trading on AIM, the market of that name operated by the London Stock Exchange ("**AIM**"). AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser.

Ambrian plc

(incorporated and registered in England and Wales under number 03172986)

Proposed Issue of Convertible Loan Notes and Warrants and Notice of General Meeting

Cenkos Securities plc ("**Cenkos**") which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for Ambrian plc and no-one else in connection with the Fundraising. Cenkos will not regard any other person as its customer or be responsible to any other person for providing the protection afforded to customers of Cenkos nor for providing advice in relation to the transactions and arrangements detailed in this Document. Cenkos' responsibilities as nominated adviser and broker under the AIM Rules are owed solely to the London Stock Exchange and are not owed to Ambrian plc or to any of its directors or to any other person. Cenkos is not making any representation or warranty, express or implied, as to the contents of this Document.

This Document should be read as a whole. Your attention is drawn to the Letter from the Chairman of the Company which is set out on pages 8 to 17 of this Document and, in particular, to paragraph 8 thereof which sets out the recommendation of all the Directors that you vote in favour of the Resolution to be proposed at the General Meeting.

Notice of a General Meeting of Ambrian plc to be held on the 6th Floor, 62-64 Cornhill, London EC3V 3NH at 11.00 a.m. on 16 October 2015 is set out at the end of this Document. If you are unable to attend and vote at the General Meeting, a Form of Proxy for use at the General Meeting is enclosed. To be valid, Forms of Proxy should be completed, signed and returned so as to be received by the Company's Registrars, Capita Asset Services, 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 (excluding any day which is not a working day), being 11.00 a.m. on 14 October 2015 together with any power of attorney or other authority (or a notarially certified copy thereof) under which it is signed. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish. Please refer to the detailed notes contained in the Notice of General Meeting and the Form of Proxy.

A copy of this Document will also be available from the Company's website: www.ambrian.com.

This Document contains statements about Ambrian plc that are or may be "forward-looking statements". All statements, other than statements of historical facts, included in this Document may be forward-looking statements and are subject to a number of risk factors. Without limitation, any statements preceded or followed by, or that include, the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "should", "anticipates", "estimates", "projects" or words or terms of similar substance or the negative thereof, are forward-looking statements. Forward-looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects and (ii) business and management strategies and the expansion and growth of the operations of Ambrian plc. These forward-looking statements are not guarantees of future performance and have not been reviewed by the auditors of Ambrian plc. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of any such person, or industry results, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. Investors should not place undue reliance on such forward-looking statements and, save as is required by law or regulation (including to meet the requirements of the AIM Rules, the Disclosure and Transparency Rules and/or the Prospectus Rules), Ambrian plc does not undertake any obligation to update publicly or revise any forward-looking statements (including to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based). All subsequent oral or written forward-looking statements attributed to Ambrian plc or any persons acting on its behalf are expressly qualified in their entirety by the cautionary statement above. All forward-looking statements contained in this Document are based on information available to the Directors of Ambrian plc at the date of this Document, unless some other time is specified in relation to them, and the posting or receipt of this Document shall not give rise to any implication that there has been no change in the facts set forth herein since such date.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2015

Announcement of the Fundraising	7.00 a.m. on 30 September
Posting of this Document and the Form of Proxy	30 September
Latest time and date for receipt of completed Forms of Proxy to be valid at the General Meeting	11.00 a.m. on 14 October
General Meeting	11.00 a.m. on 16 October
Announcement of result of General Meeting	16 October
Completion and issue of the Convertible Loan Notes and the Warrants	16 October
Despatch to investors of certificates for the Convertible Loan Notes and the Warrants	by 23 October

Notes:

- (1) References to times in this Document are to London time (unless otherwise stated).
 - (2) The timing of the events in the above timetable and in the rest of this Document is indicative only and may be subject to change. In particular, certain of the events in the above timetable are conditional upon, amongst other things, the approval of the Resolution to be proposed at the General Meeting.
 - (3) If any of the above times or dates should change, the revised times and/or dates will be notified by an announcement to an RIS.
- The Company's SEDOL code is 0376314 and ISIN code is GB003763140.

EXCHANGE RATES

The rate of exchange used throughout this Document, unless otherwise stated, is US\$1.5184: £1.00 and £0.6583: US\$1.00, and CHF1.519: £1.00 and £0.6583: CHF1.00 and €1.349: £1.00 and £0.741: €1.00 being the rates published in the Financial Times at 08.39 a.m. (BST) on 29 September 2015, the latest practicable date prior to the date of the Document.

DEFINITIONS

“Act”	the Companies Act 2006
“AIM”	AIM, the market of that name operated by the London Stock Exchange
“AIM Rules”	the ‘AIM Rules for Companies’ published by the London Stock Exchange in May 2014 (as amended) governing the admission to and the operation of AIM
“AML”	Ambrian Metals Limited (incorporated in Switzerland with registered number CH-114.313.888), a wholly owned subsidiary of Ambrian
“Business Day”	a day (other than a Saturday or Sunday) on which commercial banks are open for general business in London, England
“Capita” or “Registrar”	Capita Asset Services of The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, the Company’s registrars
“CdB”	Cimentos de Beira Limitada, a company incorporated in Mozambique and a 83.75 per cent. subsidiary of Ambrian
“Cenkos”	Cenkos Securities plc, the Company’s nominated adviser and broker
“CHF”	Swiss franc, the lawful currency of Switzerland
“CGM”	Consolidated General Minerals plc (<i>in liquidation</i>)
“CGM Schweiz”	Consolidated General Minerals (Schweiz) AG, which merged by absorption with AML under Swiss law on 25 March 2015, with AML as the surviving entity
“Company” or “Ambrian”	Ambrian plc (incorporated in England and Wales with registered number 03172986)
“Completion”	completion of the Fundraising
“Convertible Loan Notes”	the £2,567,000 nominal 10 per cent. p.a. convertible unsecured loan notes 2019, the principal terms of which are set out in paragraph 3 of the Letter from the Chairman of Ambrian plc contained in this Document
“Convertible Loan Note Instrument”	the instrument to be executed by the Company on Completion to create the Convertible Loan Notes
“Directors” or “Board”	the directors of the Company whose names appear on page 7 of this Document
“Document”	this Document which, for the avoidance of doubt, does not comprise a prospectus (under the Prospectus Rules) or an admission document (under the AIM Rules)

“Existing Issued Ordinary Shares”	the 276,381,945 Ordinary Shares in issue at the date of this Document
“FCA”	the Financial Conduct Authority
“Form of Proxy”	the form of proxy for use in relation to the General Meeting enclosed with this Document
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“Fundraising”	the issue of the Convertible Loan Notes and the Warrants
“General Meeting”	the General Meeting of the Company to be held at 11.00 a.m. on 16 October 2015, notice of which is set out at the end of this Document
“Group” or “Ambrian Group”	the Company and its subsidiaries
“IDC”	Industrial Development Corporation of South Africa Limited
“Independent Director”	John Coles, Chief Financial Officer of the Company
“Interim Results announcement”	the announcement of the unaudited interim results of the Company for the six months ended 30 June 2015 released on 30 September 2015
“Kestrel”	Kestrel Partners LLP
“Listing Rules”	the Listing Rules made by the FCA in accordance with section 73A(2) of the FSMA
“London Stock Exchange”	London Stock Exchange plc
“Notice of General Meeting”	the notice convening the General Meeting as set out at the end of this Document
“Optionholders”	holders of options to acquire Existing Issued Ordinary Shares or to subscribe for new Ordinary Shares under individual option agreements entered into by the Company with such holders
“Ordinary Shares”	ordinary shares of £0.01 each in the capital of the Company
“Placing Agreement”	the agreement dated 30 September 2015 between Cenkos (1) and the Company (2) in relation to the Fundraising, further details of which are set out in paragraph 4 of the Letter from the Chairman of Ambrian plc contained in this Document
“Placing Price”	£2 per £2 nominal of Convertible Loan Notes (with 25 Warrants attached)

“Prospectus Rules”	the Prospectus Rules made by the FCA under Part VI of the FSMA relating to offers of securities to the public and admission of securities to trading on a ‘regulated market’
“Resolution”	the special resolution to be proposed at the General Meeting as set out in the Notice of General Meeting
“RIS”	a regulatory information service as defined by the Listing Rules
“Shareholders” or “Ambrian Shareholders”	the holders of Existing Issued Ordinary Shares
“Sterling”, “£” or “pounds”	pounds sterling, the basic unit of currency in the UK
“Short Term Loans”	the short term loans totalling £542,184 to be made by certain Directors (in the case of Robert Adair, via a family trust of which he is a life tenant) and senior managers of the Group as described in the Letter from the Chairman of Ambrian plc contained in this Document
“Takeover Code”	the City Code on Takeovers and Mergers
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“United States” or “US”	the United States of America, its territories and possessions, any state of the or United States of America and the District of Columbia and all areas subject to its jurisdiction
“US\$” or “\$”	the United States dollar, the basic unit of currency of the United States of America
“Warrants”	the 32,087,500 warrants to subscribe for ordinary shares of £0.01 each in the Company, the principal terms of which are set out in paragraph 3 of the Letter from the Chairman of Ambrian plc contained in this Document
“Warrant Instrument”	the instrument to be executed by the Company on Completion to create the Warrants

DIRECTORS, SECRETARY AND ADVISERS

Directors	Robert Fredrik Martin Adair Jean-Pierre Conrad John Michael Coles Nicolas Francois Marie Rouveyre	<i>Chairman</i> <i>Chief Executive Officer</i> <i>Chief Financial Officer</i> <i>Non-executive Director</i>
Company Secretary	MSP Secretaries Limited 27/28 Eastcastle Street London W1W 8DH	
Registered Office	6th Floor 62-64 Cornhill London EC3V 3NH	
Nominated Adviser & Broker	Cenkos Securities plc 66 Hanover Street Edinburgh EH2 1EL and 6. 7. 8 Tokenhouse Yard London EC2R 7AS	
Solicitors to the Company	Wragge Lawrence Graham & Co. LLP 4 More London Riverside London SE1 2AU	
Solicitors to the Nomad and Broker	Pinsent Masons LLP Third Floor Quay 2 139 Fountainbridge Edinburgh EH3 9QG	
Registrars and Receiving Agents	Capita Asset Services The Registry 34 Beckenham Road Beckenham Kent BR3 4TU	

LETTER FROM THE CHAIRMAN OF AMBRIAN PLC

6th Floor
62-64 Cornhill
London
EC3V 3NH

Registered Number: 03172986

30 September 2015

To all Shareholders (and, for information purposes only, Optionholders)

Dear Shareholder,

Proposed Issue of Convertible Loan Notes and Warrants and Notice of General Meeting

1. Introduction

The Company has today announced a conditional Fundraising to raise approximately £2,567,000 (before expenses) through the issue of the Convertible Loan Notes and the Warrants to certain existing shareholders (including Kestrel, on behalf of its discretionary clients, and Charles Davies), certain Directors and senior managers of the Company.

The Fundraising is conditional on, amongst other things, the passing of the Resolution by Shareholders at the General Meeting, notice of which is set out at the end of this Document. If the Resolution is passed, the Convertible Loan Notes and the Warrants will be issued after the General Meeting. Shareholders should note that the Fundraising is not being underwritten and that neither the Convertible Loan Notes nor the Warrants will themselves be admitted to trading on AIM or any stock exchange. However, application will be made in due course for the admission to trading on AIM (or, if the Ordinary Shares are then listed or traded on some other stock exchange, that stock exchange) of Ordinary Shares resulting from any exercise of conversion rights under the Convertible Loan Notes and any exercise of subscription rights under the Warrants in accordance with the terms of the Convertible Loan Notes and the Warrants (and provided always that the ordinary share capital of the Company remains admitted to trading on AIM or another stock exchange at that time). Details of the Convertible Loan Notes and the Warrants are set out in paragraph 3 below.

The purpose of this Document is to explain the background to the Fundraising and to set out the reasons why your Board believes that the Fundraising is in the best interests of the Company and its Shareholders and to seek your approval of the Resolution at the forthcoming General Meeting, which will be held at the offices of the Company at 11.00 a.m. on 16 October 2015, notice of which is set out at the end of this Document.

2. Reasons for the Fundraising and Use of Proceeds

The Company today announced its interim results for the six month period ended 30 June 2015, a copy of which is enclosed with this Document.

Highlights

- Completion of business combination with CGM Schweiz on 25 March 2015
- Net asset value as at 30 June 2015 of US\$44.46 million (31 December 2014: US\$29.21 million) equivalent to US 18.1 cents per share (31 December 2014: US 29.0 cents)

- Loss before tax: US\$6.35 million including a US\$2.23 million provision for potential losses in the metals trading business (H1 2014: profit before tax of US\$1.17 million)
- Total equity at 30 June 2015: US\$51.07 million (31 December 2014: US\$29.15 million), the increase attributable to the purchase of the cement business in Mozambique
- Mechanical completion of the cement plant in Mozambique and electrical connection to the national grid

Total income for the Group for the six months ended 30 June 2015 was negative US\$3.37 million on a turnover of US\$0.92 billion (1H 2014: positive US\$4.53 million on a turnover of US\$1.53 billion). Substantially all of this negative income was derived from the Group's trading and logistics business where premiums on some contracts with our customers were below premiums contracted with our suppliers.

The loss before tax for the Group for the six months ended 30 June 2015 amounted to US\$6.35 million (1H 2014: profit before tax of US\$1.17 million). Within this, trading and logistics reported a loss before tax of US\$5.95 million for the period compared with a profit before tax of US\$2.18 million for the equivalent period in 2014. A provision of US\$2.23 million has been taken in the trading results for the period to reflect the impact of possible continuing adverse conditions in the trading of semi-finished products.

Trading and Logistics

As we reported in May this year, the first half of 2015 trading conditions in most industrial metals and minerals continued to be subdued following on from similar conditions in the last quarter of 2014. Softer economic conditions in the first half of 2015, inventory drawdowns by customers and tighter credit availability in China resulted in trading volumes down by approximately 40 per cent. when compared with the same period in 2014. Continued focus on operating costs and improving the mix of our business lines to those commanding higher margins have, to some extent, mitigated the challenges we have faced, in particular, the sharp reduction in physical premiums affecting semi-finished products.

The principal issues faced by the business over the period have been (i) little or no opportunities to arbitrage metal premiums, (ii) copper backwardation combined with a build-up in inventories resulting in increased finance and warehousing costs and (iii) alleged frauds in two ports in China which unsettled trade finance banks and resulted in some banks re-assessing their level of exposure in commodity financing thus affecting market volumes.

The Company has implemented a number of actions to address these challenging trading conditions. These include (i) the reduction in inventories where practical and commercial to do so, (ii) marketing semi-finished products in markets other than the markets in which the Group has traditionally been active, (iii) increasing tolling of concentrates into metal thus improving margins and (iv) entering into exclusive agency agreements with producers to represent their metal brands in certain markets thus reducing the risks associated with acting as a principal.

Cement operations

We previously announced the details of the transaction with Consolidated General Minerals plc and the combination of CGM Schweiz with our businesses. This transaction completed on 25 March 2015 so this is the first reporting period for which we report on the combined businesses including the cement plant in Mozambique owned by Cimentos da Beira Limitada ("**CdB**"). The Directors have considered how this transaction should be accounted for and, having reviewed the criteria, have determined that it should be accounted for as a business combination.

On 30 July 2015, we announced the mechanical completion of the cement plant in Beira. A further significant milestone has since been achieved with the completion of the electricity substation and its connection to the national grid.

To mitigate the impact of delay to commercial production of the cement plant, the Company has taken certain steps such as (i) the negotiation of payment terms on open account with suppliers of raw materials, (ii) negotiation of additional working capital facilities with local banks, (iii) rescheduling debt service under the long term loans granted by Industrial Development Corporation of South Africa Limited (“**IDC**”), (iv) scheduling longer payment terms with the suppliers of equipment and services in Mozambique and (v) negotiating with the IDC its *pro rata* participation in the funding of the cost overruns that have been supported by the Group to date.

Board changes

We also announced today (within the Interim Results announcement) that Ed Marlow, who has served as a member of the Board since February 2014, has resigned as a non-executive director of the Company with immediate effect. Ed has taken a position with an institution which does not allow him to sit on outside boards of directors. I would like to thank Ed for his valuable contribution to the Company over the last year and a half and in particular during the time running up to the merger earlier this year and wish him well in the future.

The Company is in the advanced stages of discussions to appoint two new non-executive directors to the Board and a further update will be issued in due course.

Current trading and future prospects

Trading and Logistics

Since 30 June 2015, the Company has taken steps to reduce its exposure to business lines that it believes are unlikely to show a positive contribution in the next twelve months and are adjusting the Group’s mix of services and products towards higher margin businesses.

Market conditions appear to be gradually improving and we expect to increase trading volumes and firming physical premiums for the products we trade. Trading since 30 June 2015 has made a positive contribution to gross profits.

Cement operations

The market for cement in central Mozambique remains strong and the Directors expect it to grow in line with the country’s GDP growth. Prices have firmed since the beginning of the year as a result of local demand and the collective appetite of cement producers not to oversupply the market. However, this is mitigated to some extent by the weakening of the local currency against the US dollar. To ensure that early production is achieved on the best possible commercial terms, we have recruited a commercial director who is familiar with the cement market in central Mozambique and who has assumed this role prior to commercial production.

To date, approximately 43,000 tonnes of raw materials have been purchased which is sufficient for approximately two months of forecast production. Commercial production is expected to commence immediately after the successful completion of the hot commissioning of the mill and the sequence testing of all sections of the plant. We expect the cement plant to be contributing positively to the Group’s results from next month onwards.

The Company has assumed that after an initial ramp up phase average annual cement sales will reach approximately 30 per cent. of the plant’s rated capacity with cash margins ranging between 20 per cent. and 30 per cent.

Further details of the Group’s financial performance over the period are contained in the Financial Review which is set out in the Interim Results announcement, a copy of which is included with this Document.

Fundraising

To cover the US\$3 million for both immediate cost overruns at CdB and for general working capital purposes, Ambrian has conditionally agreed to raise £2,567,000 through the issue of the Convertible Loan Notes and the Warrants. The net proceeds of the Fundraising, after satisfying the cost overruns at CdB, will provide the Group with additional headroom of approximately US\$2 million, which the Directors consider to be sufficient for Ambrian's foreseeable working capital requirements.

In reviewing the Group's working capital requirements, the Directors have made the following assumptions about future trading:-

- Normalised cement sales volumes are expected to reach 30 per cent. of the plant's rated capacity or one third of the total regional market (50 per cent. of the regional market is concentrated in Beira).
- As the plant is located in Beira, CdB's share of the local market is likely to be more than one third.
- Current average cement prices are expected to range between US\$110 – 120 per tonne with cash margins ranging between 20 per cent. and 30 per cent. assuming constant raw material intake costs.
- AML's net premium on average ranges between US\$17 – 37 per tonne.
- On a normalised basis, AML trades approximately 400 – 450ktpa of metal equivalent excluding any new business lines to be added.

On 30 July 2015, Ambrian announced that during the first six months of 2015, Jean Pierre Conrad, Ambrian's CEO, made an advance of €300,000 (to the Company, but with funds remitted at the direction of the Company to CGM (UAE) FZE, a wholly-owned subsidiary of the Company), and two advances (to the Company, but with funds remitted at the direction of the Company to Ambrian Resources AG) totalling CHF 200,000. These advances, which it has been agreed will be the equivalent of £354,816 in aggregate, are unsecured, interest-free and repayable before 31 December 2015. Subject to the passing of the Resolution, and in lieu of repayment of these facilities, Mr Conrad has agreed to receive Convertible Loan Notes (with Warrants attached) in the same aggregate amount at the Placing Price. As noted below, Mr Conrad is one of the Directors who has also agreed to provide a further Short Term Loan (in Mr Conrad's case in an amount of £45,184, bringing the total amount of loans from Mr Conrad to the Company to £400,000).

Taking into account the conversion of Mr Conrad's advances, as described above, into Convertible Loan Notes (with Warrants attached), the net cash received by the Company pursuant to the Fundraising will be approximately £2.4 million.

In addition, and as part of the Fundraising, Ambrian today announced that certain Directors – being Jean-Pierre Conrad, Robert Adair (via a family trust of which he is a life tenant) and Nicolas Rouveyre – and certain senior managers of the Company have entered into loan agreements in terms of which they have agreed to make available to the Company Short Term Loans totalling £542,184 by no later than the close of business on 30 September 2015, in order to provide the Company with working capital ahead of Completion. The Directors consider that the Short Term Loans are important as there are several immediate expenses at CdB which, if paid at once, are expected to ensure there are no further delays to the commencement of commercial production at the plant. Subject to the passing of the Resolution and to not less than £1,600,000 being raised in the Fundraising (other than from the Directors and senior managers), the Short Term Loans (together with the other prior advances of £354,816 from Mr Conrad, described above) will mandatorily convert into Convertible Loan Notes (with Warrants attached) at the Placing Price. The Short Term Loans will be unsecured and, if not so converted, will be repayable by no later than 31 December 2015. Interest will be payable on the Short Term Loans at a rate of 6 per cent. per annum, which will rise to 12 per cent. if the Short Term Loans have not been so converted or else repaid by 30 October 2015.

3. Principal terms of the Fundraising

As described above, the Company proposes to raise approximately £2,567,000 (before expenses) in aggregate by way of the Fundraising.

The Shareholder approval necessary for the Fundraising will be sought at the General Meeting to be held at 11.00 a.m. on 16 October 2015, the full details of which are set out in the Notice of General Meeting at the end of this Document.

The Fundraising is conditional on, amongst other things, the passing of the Resolution and the Placing Agreement (as referred to below) becoming unconditional. Completion is anticipated to take place on the day of, and immediately following, the passing of the Resolution at the General Meeting.

If any of the conditions are not satisfied or waived (where capable of waiver), the Convertible Loan Notes and Warrants will not be issued and the Fundraising will not be completed. In that event, Mr Conrad's prior advances, as described above, and the Short Term Loans will remain outstanding and both will become due and payable on 31 December 2015. Furthermore, the interest payable on the Short Term Loans will increase from 6 per cent. to 12 per cent. per annum on 30 October 2015.

If the Fundraising does not become unconditional, then the Directors will seek alternative solutions to raise new funds for the Company ahead of the repayment date for Mr Conrad's prior advances and the Short Term Loans. Without the working capital facilities and project finance costs that the Fundraising will provide, the Directors consider that the Company's business will become constrained and, consequently, there can be no assurance that any alternative funding for the Company would be on more advantageous terms to the Fundraising.

Convertible Loan Notes

The principal terms of the Convertible Loan Notes are as follows:-

- (a) the Convertible Loan Notes will be repayable at their full nominal value on 16 October 2019, unless the Company elects to repay the Convertible Loan Notes at their full nominal value (but in multiples of £100 nominal) at any earlier time that is not within a 'close period' (as defined in the AIM Rules or when it is not prevented from doing so under the Listing Rules) by giving not less than 20 days' notice thereof to the holders of the Convertible Loan Notes (the "Noteholders") or such notice period as the Company and the relevant holder may agree;
- (b) the Convertible Loan Notes will become repayable immediately (together with interest accrued thereon) upon certain events of default occurring in relation to the Company (including for this purpose, a takeover offer for the Company becoming or being declared wholly unconditional);
- (c) interest will be payable on the Convertible Loan Notes at the rate of 10 per cent. per annum payable in arrears on 30 June and 31 December following the issue of the Convertible Loan Notes, but with the first interest not becoming payable until 30 June 2016;
- (d) a Noteholder will have the right at any time upon written notice to the Company, to convert the principal amount of the Convertible Loan Notes held by him into new Ordinary Shares at £0.08 per share (with such conversion then becoming effective 2 business days after service of the conversion notice on the Company);
- (e) a Noteholder will also have the right at any time upon not less than 5 business days' written notice to the Company prior to any half-yearly interest payment date, to convert the interest payable on that interest payment date in respect of the Convertible Loan Notes held by him into new Ordinary Shares at £0.08 per Ordinary Share (with such conversion then becoming effective on that interest payment date);
- (f) the conversion rights under the Convertible Loan Notes will be subject to adjustment as the auditors of the Company, the Company's nominated adviser (or such other person authorised to act as both a nominated adviser under the AIM Rules and as a sponsor under the Listing

Rules as appointed by the Board) thinks fit in the event of specific corporate actions affecting the share capital of the Company (further details of which are contained in the Convertible Loan Note Instrument);

- (g) the Convertible Loan Notes registered in a Noteholder's name will be evidenced by a Convertible Loan Note certificate issued by the Company (and will not be issued in uncertificated form);
- (h) the Convertible Loan Notes will be freely transferable (in multiples of £100);
- (i) the Convertible Loan Notes will not be listed on AIM or any other stock exchange;
- (j) Ordinary Shares issued on the exercise of conversion rights in respect of the principal of, or interest on, the Convertible Loan Notes will be issued in certificated form or uncertificated form (at the election of the Noteholder in the notice exercising the relevant conversion rights);
- (k) following conversion of any Convertible Loan Notes the Company shall, within 3 business days after the relevant conversion, allot and issue the new Ordinary Shares to be issued upon such exercise and, provided the Ordinary Shares are traded on AIM (or any other stock exchange), make an application for the new Ordinary Shares to be admitted to trading on AIM (or that other stock exchange); and
- (l) upon the passing of a resolution (or issue of an order) to wind up the Company, a Noteholder may, on written notice to the Company within 3 months of the date of the passing of such resolution or order, elect to be treated as if he had been entitled to and had elected to convert his Convertible Loan Notes before such date.

Under the Convertible Loan Note Instrument, the Company will have the right (exercisable in its absolute discretion) to transfer existing Ordinary Shares held by the Company or any company in the Ambrian Group (whether or not such Ordinary Shares are held as 'treasury shares') to any Noteholder in satisfaction of Ordinary Shares to which such Noteholder would otherwise become entitled on exercise of any conversion rights under the Convertible Loan Notes.

Warrants

The principal terms of the Warrants are as follows:-

- (a) a holder of Warrants (a "**Warrantholder**") will have the right at any time prior to 16 October 2025 upon written notice to the Company, to subscribe for new Ordinary Shares (on the basis of one new Ordinary Share for each Warrant held, subject to adjustment) at £0.01 per Ordinary Share;
- (b) the Warrants will be freely transferable;
- (c) the Warrants will initially be granted in conjunction with the Convertible Loan Notes (on the basis of 25 Warrants for each £2 nominal of Convertible Loan Notes subscribed for) but will not be 'stapled' to such Convertible Loan Notes (so that they will be transferable separately from the Convertible Loan Notes);
- (d) the subscription rights under the Warrants will be subject to adjustment as the auditors of the Company, the Company's nominated adviser (or such other person authorised to act as both a nominated adviser under the AIM Rules and as a sponsor under the Listing Rules as appointed by the Board) thinks fit in the event of various corporate actions affecting the share capital of the Company (further details of which are contained in the Warrant Instrument);
- (e) the Warrants registered in a Warrantholder's name will be evidenced by a Warrant certificate issued by the Company (and will not be issued in uncertificated form);

- (f) the Warrants will not be listed on AIM or any other stock exchange;
- (g) Ordinary Shares issued on the exercise of subscription rights under the Warrants will be issued in certificated form or uncertificated form (at the election of the Warrantholder in the notice exercising the subscription rights; and
- (h) for as long as the Ordinary Shares are traded on AIM (or any other stock exchange), it is the intention of the Company to apply for the Ordinary Shares allotted to be admitted to trading on AIM (or any other stock exchange).

Dilutionary Impact of Fundraising

Whilst the total number of Ordinary Shares in issue will not change upon Completion, the subsequent conversion or exercise of the Convertible Loan Notes or the Warrants (respectively) will dilute existing shareholdings of Shareholders.

The following table illustrates the maximum dilution to which a Shareholder will be subject:-

Maximum Dilution

Following the conversion of all the Convertible Loan Notes*	18.48%
Following the exercise of all the Warrants	13.20%
Following the conversion of all the Convertible Loan Notes and the Warrants*	31.68%

* assuming that the Convertible Loan Notes are not converted into Ordinary Shares until the final maturity date and all interest pending such conversion is itself converted into Ordinary Shares

Kestrel & Charles Davies

Kestrel, on behalf of its discretionary clients, and Charles Davies have conditionally agreed to subscribe for £800,000 nominal of Convertible Loan Notes (with 10,000,000 Warrants attached) and £800,000 nominal of Convertible Loan Notes (with 10,000,000 Warrants attached) respectively. They are both existing shareholders of the Company – owning 29,585,397 Ordinary Shares and 27,018,854 Ordinary Shares respectively – and are considered by the Directors to be ‘acting in concert’ in relation to the Company and its Ordinary Shares for the purposes of the Takeover Code.

Under Rule 9 of the Takeover Code, when (i) a person acquires an interest in shares which, taken together with shares in which he and persons acting in concert with him are interested in, carry 30 per cent. or more of the voting rights of a company subject to the Takeover Code, or (ii) any person who, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30 per cent. of the voting rights of a company, but does not hold shares carrying more than 50 per cent. of the voting rights of the company subject to the Takeover Code, and such person, or any persons acting in concert with him, acquires an interest in any other shares which increases the percentage of the shares carrying voting rights in which he is interested, then in either case, that person together with the persons acting in concert with him, is normally required to make a general offer in cash, at the highest price paid by him, or any persons acting in concert with him, for shares in that company or an interest in shares in that company within the preceding 12 months, for all the remaining equity share capital of that company.

If, following Completion, Kestrel, on behalf of its discretionary clients, and Charles Davies were to exercise in full (and to the maximum extent possible) their conversion rights under the Convertible Loan Notes to be issued to them (including in respect of interest thereon) and their subscription rights under the Warrants to be issued to them, this would result in them holding 53,585,397 Ordinary Shares and 51,018,854 Ordinary Shares respectively. If every other person to whom Convertible Loan Notes or Warrants are to be issued were to exercise their conversion or subscription rights in the same manner, the shareholdings of Kestrel and Charles Davies would represent 16.74 per cent. and 15.94 per cent. respectively of the voting rights attached to the enlarged issued share capital of the Company (assuming no other issues of shares by the Company).

Kestrel and Charles Davies have confirmed to the Board that neither of them has any intention of exercising their conversion or subscription rights under the Convertible Loan Notes and/or Warrants to be issued to them so as to result in them together owning in aggregate 30 per cent. or more of the voting rights attaching to shares in the Company.

4. Placing Agreement

The Company has entered into the Placing Agreement with Cenkos in relation to the Fundraising under which Cenkos, as agent for the Company, has agreed to use its reasonable endeavours to procure subscribers for an aggregate of £2,567,000 nominal of Convertible Loan Notes (with an aggregate of 32,087,500 Warrants attached) at the Placing Price. Whilst the Fundraising is not being underwritten, Cenkos has conditionally placed that aggregate nominal amount of Convertible Loan Notes (with such number of Warrants attached) at the Placing Price with certain existing shareholders (including Kestrel and Charles Davies), and certain Directors and senior managers of the Group.

The Placing Agreement contains customary warranties given by the Company to Cenkos with respect to the Group's business and customary indemnities given by the Company to Cenkos in respect of liabilities arising out of or in connection with the Fundraising. Cenkos is entitled to terminate the Placing Agreement in certain circumstances prior to Completion, including circumstances where any of the warranties are found not to be true or accurate or were misleading and which in any such case is material.

Completion of the Placing Agreement (and therefore the Fundraising) is conditional on, amongst other things:-

- the passing of the Resolution at the General Meeting;
- the conditions in the Placing Agreement relating to the Fundraising being satisfied or (if applicable) waived and the Placing Agreement not having been terminated in accordance with its terms prior to Completion; and
- Completion becoming effective by no later than 5.00 p.m. on 16 October 2015 (or such later time and/or date as the Company and Cenkos may agree, but in any event not later than 5.00 p.m. on 31 October 2015).

5. General Meeting

The Directors do not currently have authority or power to grant rights for cash in the form of the Convertible Loan Notes and the Warrants in respect of the maximum numbers of new Ordinary Shares which could arise on the exercise of conversion rights under the Convertible Loan Notes (both principal and interest) and subscription rights under the Warrants other than to existing shareholders of the Company *pro rata* to their existing holdings of Ordinary Shares. Accordingly, the Board is seeking the approval of Shareholders to grant such conversion and subscription rights for cash at the General Meeting on a non pre-emptive basis.

Shareholders will find set out at the end of this Document a notice convening the General Meeting to be held at the offices of the Company on the 6th Floor at 62-64 Cornhill, London EC3V 3NH at 11.00 a.m. on 16 October 2015.

The Resolution to be proposed at the General Meeting, which is a special resolution, will (if passed by the requisite 75 per cent. majority) authorise (for the purpose of section 551 of the Act) and empower (pursuant to section 571 of the Act) the Directors to issue the Convertible Loan Notes and the Warrants for cash (and otherwise than on a pre-emptive basis to existing Shareholders) on the basis that:-

- (i) the maximum number of ordinary shares which may be allotted on exercise of conversion rights under the Convertible Loan Notes are ordinary shares with an aggregate nominal value of £494,147.50;
- (ii) the maximum number of ordinary shares which may be allotted on exercise of subscription rights under the Warrants are ordinary shares with an aggregate nominal value of £352,962.50;
- (iii) the authority and power will expire on 31 October 2015; and
- (iv) the authority and power are in addition to and without prejudice to any other authorities and powers to allot shares in the Company or grant rights to subscribe for or convert any security into such shares of the Company.

The aggregate nominal values referred to at (i) and (ii) above include a headroom of 10 per cent. in each case to cover any possible upward adjustment to the number of Ordinary Shares to be issued on exercise of conversion rights under the Convertible Loan Notes or exercise of subscription rights under the Warrants.

The authority and power granted to the Directors pursuant to the Resolution is stated to be without prejudice to the Company's right (exercisable in its absolute discretion) to satisfy any conversion rights in respect of any of the Convertible Loan Notes by the transfer to the holders of Convertible Loan Notes exercising such conversion rights of existing Ordinary Shares held by the Company and/or any subsidiary of the Company (whether or not such ordinary shares are held as 'treasury shares' within the meaning of section 724 of the Act).

The Company currently holds 4,500,058 Ordinary Shares as 'treasury shares'. In addition, the Company holds a further 19,227,726 Ordinary Shares outside of treasury (distributed to it by the liquidators of CGM earlier this year) and the Company's wholly-owned subsidiary, AML holds an additional 9,584,466 Ordinary Shares outside of treasury (as a result of its merger earlier this year with CGM Schweiz). Pursuant to section 662 of the Act, to the extent that the Ordinary Shares held outside of treasury are not disposed of within 3 years from the date of acquisition (8 May 2015 in the case of such Ordinary Shares held by the Company and 25 March 2015 in the case of such Ordinary Shares held by AML), such Ordinary Shares are required to be cancelled and the amount of the Company's share capital diminished by the nominal value of such Ordinary Shares so cancelled. The Directors are therefore retaining the right to use such Ordinary Shares held as 'treasury shares' and (to the extent that any conversion rights are exercised with the relevant 3 year period) such Ordinary Shares held outside of treasury to satisfy any exercise of conversion rights under the Convertible Loan Notes.

6. Action to be taken

Shareholders will find enclosed with this Document a Form of Proxy for their use at the General Meeting. Whether or not Shareholders intend to be present at the General Meeting, they are requested to complete and return to the Company's Registrars, Capita Asset Services, the Form of Proxy in accordance with the instructions printed thereon, together with any power of attorney or other authority (or a notarially certified copy thereof) under which it is signed. To be valid, completed Forms of Proxy must be received by the Registrar as soon as possible and in any event not later than 11.00 a.m. on 16 October 2015, being 48 hours before the time appointed for holding the General Meeting. Completion of a Form of Proxy will not preclude Shareholders from attending the meeting and voting in person if they so wish.

7. Related Party Transactions

Certain of the arrangements for, and in connection with, the Fundraising are classified as 'related party' transactions under the AIM Rules:-

- (i) Certain of the existing shareholders (being Kestrel and Charles Davies) who have conditionally subscribed for the Convertible Loan Notes (with Warrants attached), hold in excess of 10 per cent. of the Company's Existing Issued Ordinary Shares which have voting rights. Accordingly, the participation of those shareholders (being Kestrel and Charles Davies) in the Fundraising is classified as a 'related party' transaction under the AIM Rules. The Independent Director considers, having consulted with Cenkos in its capacity as the Company's nominated adviser, that the terms of those transactions are fair and reasonable insofar as shareholders of the Company are concerned.
- (ii) Entering into the Short Term Loans with certain Directors (or, in the case of Robert Adair, the trustees of a family trust of which he is a life tenant) are each a 'related party' transaction under the AIM Rules. Accordingly, the Independent Director considers, having consulted with Cenkos in its capacity as the Company's nominated adviser, that the terms of those transactions are fair and reasonable insofar as shareholders of the Company are concerned.
- (iii) Furthermore, the conversion of Mr Conrad's loans facilities and the conversion of the Short Term Loans in exchange for Convertible Loan Notes and Warrants, as described in paragraph 3 above, are each a 'related party' transaction under the AIM Rules. Accordingly, the Independent Director considers, having consulted with Cenkos in its capacity as the Company's nominated adviser, that the terms of those transactions are fair and reasonable insofar as shareholders of the Company are concerned.

8. Recommendation and Voting Undertakings of the Directors

The Directors believe that the Fundraising and the passing of the Resolution are most likely to promote the success of the Company for the benefit of its shareholders as a whole.

The Directors therefore unanimously recommend that Shareholders vote in favour of the Resolution, as they have irrevocably undertaken to do in respect of their aggregate beneficial holdings of 56,491,950 Ordinary Shares (representing approximately 23.2 per cent. of the Existing Issued Ordinary Shares which have voting rights).

9. Irrevocable Voting Undertakings of other Shareholders

In addition, certain other Shareholders (including Kestrel and Charles Davies) have irrevocably undertaken to vote in favour of the Resolution at the General Meeting in respect of their aggregate beneficial holdings of 57,040,918 Ordinary Shares (representing approximately 23.5 per cent. of the Existing Issued Ordinary Shares which have voting rights).

Yours faithfully

Robert Adair
Chairman

NOTICE OF GENERAL MEETING

AMBRIAN PLC

Registered in England and Wales with number 03172986

NOTICE is hereby given that a General Meeting of Ambrian plc (the “**Company**”) will be held on the 6th Floor at 62-64 Cornhill, London EC3V 3NH on 16 October 2015 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following special resolution:-

SPECIAL RESOLUTION

THAT:-

- (a) the directors of the Company (the “**Directors**”) be and are hereby authorised pursuant to section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to issue the Convertible Loan Notes (as defined in the circular to shareholders of the Company dated 30 September 2015 of which this notice forms part (the “**Circular**”) and the Warrants (as also defined in the Circular), but so that:-
 - (i) the maximum number of ordinary shares that may be allotted on exercise of conversion rights under the Convertible Loan Notes are ordinary shares with an aggregate nominal value of £494,147.50;
 - (ii) the maximum number of ordinary shares that may be allotted on the exercise of subscription rights under the Warrants are ordinary shares with an aggregate nominal value of £352,962.50;
 - (iii) this authority shall expire on 31 October 2015;
 - (iv) this authority shall be in addition and without prejudice to any other authorities vested in the Directors to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company; and
- (b) without prejudice to any existing power granted to the Directors under section 570 of the Act, the Directors are empowered pursuant to section 571 of the Act to allot equity securities, as defined in section 560 of the Act, pursuant to the authority conferred on them by paragraph (a) of this resolution as if section 561 of the Act did not apply to any such allotment, but so that:-
 - (i) this power shall expire when such authority expires; and
 - (ii) this power shall be in addition and without prejudice to any other powers vested in the Directors to allot equity securities:

provided that such authority and power shall be without prejudice to the Company’s right (exercisable in its absolute discretion) to satisfy any conversion rights in respect of any of the Convertible Loan Notes by the transfer to the holders of Convertible Loan Notes exercising such conversion rights of existing ordinary shares held by the Company and/or any subsidiary of the Company (whether or not such ordinary shares are held as ‘treasury shares’ within the meaning of section 724 of the Act).

By Order of the Board

MSP Secretaries Limited

Company Secretary

Registered office: 6th Floor, 62-64 Cornhill, London EC3V 3NH

Dated 30 September 2015

Notes:

1. Holders of ordinary shares (“**Ordinary Shareholders**”) 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 member of the Company. Ordinary Shareholders may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different ordinary shares. Ordinary Shareholders may not appoint more than one proxy to exercise the rights attached to any one ordinary share.
2. A form of proxy is enclosed. To be valid, your proxy form and any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority should be sent to the Company’s registrars, Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, so as to arrive no later than 48 hours before the time fixed for the meeting (excluding weekends and public holidays).
3. If you appoint a proxy, this will not prevent you attending the meeting and voting in person if you wish to do so. Please note your proxy appointment will be automatically terminated if you vote in person.
4. A corporation which is an Ordinary Shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as an Ordinary Shareholder provided that no more than one corporate representative exercises powers over the same ordinary share.
5. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, to have the right to attend and vote at the meeting an Ordinary Shareholder must first have his or her name entered in the Company’s register of members by no later than 48 hours before the time fixed for the meeting or, if the meeting is adjourned, 48 hours prior to the adjourned meeting. Changes to entries on that register after that time shall be disregarded in determining the rights of any Ordinary Shareholder to attend and vote at the meeting.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by utilising 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(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s (“**EUI**”) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer’s agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of the meeting (i.e. no later than 48 hours before the time fixed for the meeting). 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.
8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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(s), to procure that his CREST sponsor or voting service provider(s) take(s) 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.
9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. Except as provided above, Ordinary Shareholders who have general queries about the meeting should use the following means of communication (no other means of communications will be accepted):-
 - **Calling the Capita Asset Services’ shareholder helpline on 0871 664 0300 (Calls cost 10 pence per minute plus network extras)(from outside the UK +44 (0) 20 8639 3399) Lines are open Monday – Friday 9:00am – 5:30pm; or**
 - **Contacting Capita Asset Services by email at ssd@capitaregistrars.com.**

Ordinary Shareholders may not use any electronic address provided either in this Notice of Meeting or any related documents (including the proxy form) to communicate with the Company for any purpose other than those expressly stated.

