

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and/or the 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) if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser. This document should be read as a whole in conjunction with the accompanying Form of Proxy and the Notice of General Meeting set out at the end of this document.

If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, such documents should not be distributed, forwarded or transmitted in or into any jurisdiction outside of the UK. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. If you have sold only part of your holding of Ordinary Shares, please contact your agent through whom the sale or transfer was effected immediately.

This document does not comprise an admission document or a prospectus in accordance with the Prospectus Rules and has not been drawn up in accordance with the Prospectus Rules. This document has not been approved by the Financial Conduct Authority or by any other authority in any jurisdiction.

The Company's Ordinary Shares are currently admitted to trading on AIM. Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM and, on the assumption that, *inter alia*, Resolutions 1 and 3 are passed, dealings are expected to commence on 10 January 2017. The New Ordinary Shares will, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid on or after the date on which they are issued. The New Ordinary Shares will not be admitted to trading on any other investment exchange.

Aurum Mining plc

(Incorporated and registered in England and Wales with registered number 05059457)



**PROPOSED PLACING OF UP TO 150,000,000 NEW ORDINARY SHARES OF 1 PENNY EACH
AT A PRICE OF 4 PENCE PER SHARE**

PROPOSED CHANGE OF NAME

NOTICE OF GENERAL MEETING

General Meeting to be held at the offices of WH Ireland Limited, 24 Martin Lane, London EC4R 0DR
on
9 January 2017 at 1.00 p.m. (GMT)

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 UK Listing Authority. Neither the London Stock Exchange nor the UK Listing Authority has examined or approved the contents of this document.

This document does not constitute or form part of any offer or invitation to purchase, subscribe for or sell any shares or other securities in the Company nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with any contract therefor. The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document and/or the accompanying Form of Proxy comes should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. The Placing Shares referred to in this document have not been and will not be registered under the US Securities Act of 1933, as amended or under the securities laws of any state.

The notice of a General Meeting to be held at 1.00 p.m. on 9 January 2017 at the offices of WH Ireland Limited, 24 Martin Lane, London EC4R 0DR is set out at the end of this document. The accompanying Form of Proxy for use in connection with the General Meeting should be completed by Shareholders and returned as soon as possible but, in any event, so as to be received by the Company's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA no later than 48 hours before the time appointed for the General Meeting or adjourned meeting (excluding weekends) or, in the case of a poll taken otherwise than at or on the same day as the General Meeting or adjourned meeting, not later than 48 hours (excluding weekends) before the time appointed for the taking of the poll at the meeting at which it is to be used. Whether or not you intend to be present at the General Meeting you are encouraged to complete and return the Form of Proxy as instructed above. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

WH Ireland Limited ("WHI"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Company in relation to the Placing and will not be responsible to any person other than the Company under the Financial Services and Markets Act 2000, the rules of the Financial Conduct Authority or otherwise for providing the protections afforded to its clients or for advising any other person in relation to the contents of this document, the Placing or any matter, transaction or arrangement referred to in this document. WHI is not making any representation or warranty, express or implied, as to the contents of this document.

A copy of this document is available at the Company's website at www.aurummining.net. Neither the content of the Company's website nor any website accessible by hyperlinks to the Company's website is incorporated in, or forms part of, this document.

FORWARD LOOKING STATEMENTS

This document includes "forward-looking statements" which include all statements other than statements of historical facts, including, without limitation, those regarding the Company's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could", or "similar" expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updated or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

This document is dated 21 December 2016.

DEFINITIONS

“Admission”	admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules
“AIM”	AIM, a market operated by London Stock Exchange
“AIM Rules”	the AIM Rules for Companies as published by London Stock Exchange from time to time
“Board” or “Directors”	the directors of the Company whose names appear on page 6 of this document
“Company” or “Aurum Mining”	Aurum Mining plc, a company incorporated and registered in England and Wales with registered number 05059457
“CREST”	the relevant system (as defined in the Uncertified Securities Regulations 2001 (SI 2001 No 3875)) for the paperless settlement of trades and the holding of uncertificated securities, operated by Euroclear UK & Ireland Limited, in accordance with the same regulations
“Enlarged Share Capital”	the entire issued ordinary share capital of the Company immediately following Admission
“Existing Ordinary Shares”	the 333,750,286 Ordinary Shares in issue immediately prior to the date of this document, all of which are admitted to trading on AIM
“FCA”	the UK Financial Conduct Authority
“Form of Proxy”	the form of proxy for use in connection with the General Meeting which accompanies this document
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“General Meeting”	the general meeting of the Company convened for 1.00 p.m. on 9 January 2017, the notice convening which is set out at the end of this document
“London Stock Exchange”	London Stock Exchange plc
“New Ordinary Shares”	up to 150,000,000 Ordinary Shares to be issued by the Company pursuant to the Placing
“Notice of General Meeting”	the notice of the General Meeting set out at the end of this document
“Ordinary Shares”	ordinary shares of 1 penny each in the capital of the Company
“Placing”	the conditional placing proposed to be undertaken by the Company of New Ordinary Shares with investors, and the conditional placing proposed to be undertaken by WH Ireland as agent for the Company of New Ordinary Shares with investors pursuant to the terms of the Placing Agreement
“Placing Agreement”	the conditional agreement dated 21 December 2016 between (1) WHI; and (2) the Company in relation to the Placing, further details of which are set out in this document
“Placing Price”	4 pence per New Ordinary Share

“Prospectus Rules”	the prospectus rules made by the FCA pursuant to section 73A of the FSMA
“Resolutions”	the resolutions to be proposed at the General Meeting to be held pursuant to the Notice of General Meeting
“Shareholders”	holders of Ordinary Shares
“WHI” or “WH Ireland” or “Nominated Adviser”	WH Ireland Limited, a company incorporated and registered in England and Wales with registered number 02002044

All references in this document to “**£**” or “**pence**” are to the lawful currency of the UK from time to time.

PLACING STATISTICS

Placing Price	4 pence per share
Number of Existing Ordinary Shares	333,750,286
Number of New Ordinary Shares to be issued pursuant to the Placing	up to 150,000,000
Number of Ordinary Shares in issue immediately following Admission	up to 483,750,286
Percentage of the Enlarged Share Capital represented by the New Ordinary Shares	31 per cent.
Gross proceeds of the Placing	up to £6 million
Estimated net proceeds of the Placing	up to approximately £5.86 million
ISIN	GB00B00T3528

** Assuming no options are converted or exercised before Admission and assuming that all of the New Ordinary Shares are issued and that no other Ordinary Shares are issued before Admission.*

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Despatch of this document and Form of Proxy to Shareholders	21 December 2016
Latest time and date for receipt of Forms of Proxy	1.00 p.m. on 5 January 2017
General Meeting	1.00 p.m. on 9 January 2017
Admission and dealings in the New Ordinary Shares pursuant to the Placing expected to commence on AIM	10 January 2017
Expected date for CREST stock accounts to be credited for New Ordinary Shares to be held in uncertificated form	10 January 2017
Despatch of definitive share certificates in respect of New Ordinary Shares to be held in certificated form, if applicable	by 20 January 2017

Notes

1. Each of the times and dates above are indicative only and if any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service.
2. All of the above times refer to London time unless otherwise stated.
3. All events listed in the above timetable in relation to the Placing are conditional on the passing at the General Meeting of Resolutions 1 and 3.

Aurum Mining plc

(Incorporated and registered in England and Wales with registered number 05059457)

Directors:

David Williams (*Chairman*)
Michael (Mo) Stevens (*Chief Executive Officer*)
Chris Eadie (*Chief Financial Officer*)
Robin Southwell (*Non-executive Director*)
Stephen Ball (*Non-executive Director*)
Giles Willits (*Non-executive Director*)
Sean Finlay (*Non-executive Director*)

Registered Office:

22 Great James Street
London WC1N 3ES

To the holders of Ordinary Shares, and for information, to the holders of share options, warrants and other convertible securities

Dear Shareholder,

Proposed Placing of up to 150,000,000 new Ordinary Shares at a price of 4 pence per share, proposed change of name and Notice of General Meeting

1. Introduction and summary

The Company announced today that it proposes to raise, subject to certain conditions, approximately £6 million (before expenses) by way of a placing of up to 150,000,000 new Ordinary Shares at a placing price of 4 pence per share.

The Placing is conditional (amongst other things) upon the passing of certain resolutions in order to ensure that the Directors have the necessary authorities and powers to allot the New Ordinary Shares for cash on a non-pre-emptive basis. A General Meeting is therefore convened for the purpose of considering the Resolutions at 1.00 p.m. on 9 January 2017 at the offices of WH Ireland Limited, 24 Martin Lane, London EC4R 0DR. The Notice of General Meeting is set out at the end of this document.

Certain of the Directors intend to subscribe for up to 18,125,000 New Ordinary Shares (a total aggregate amount of £725,000 at the Placing Price), as part of the Placing. This intention is not legally binding and any subscriptions by Directors pursuant to the Placing will be announced through a Regulatory Information Service.

In addition, the Company has also announced its intention to change the name of the Company to Shearwater Group plc.

The purpose of this document is to provide you with information about the background to and reasons for the Placing and change of name, to explain why the Board considers the Placing to be in the best interests of the Company and its Shareholders as a whole and why the Directors recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at the end of this document.

The Board has chosen to conduct the Placing to raise funds rather than a rights issue or other offer open to all Shareholders as the Placing can be executed on a more efficient timetable and with lower costs given the size of the Placing.

2. Background to and reasons for the Placing

The Company indicated in the final results for the year ended 31 March 2016 that “*it was pursuing a twin strategy of identifying a transformational deal while looking to deliver value from the Company’s highly prospective gold and tungsten assets.*” In addition, the Chairman’s statement in the final results stated that “*given that the mining sector for small companies is likely to be difficult for some time to come, and in spite of the fact that the gold projects provide the Company with some hope for the coming period, the Board*

will continue to actively look at other opportunities. The Board will consider opportunities both within and outside of the mining sector in order to maximise the Company's potential as a listed company. The Board is currently appraising funding options to enable the Company to secure opportunities and to finance due diligence and transaction costs."

With that objective in mind, the Company has over recent months been assembled a new management team and has made the following recent appointments:

- Michael (Mo) Stevens as Chief Executive Officer. Mo has 25 years' experience in the high technology solutions and services and cyber security sectors, and was formerly the Chief Executive Officer of Cassidian UK.
- Robin Southwell OBE as a Non-Executive Director. Robin has over 35 years' experience within the aerospace and defence sectors, and was formally the Chief Executive Officer of Airbus Group UK.
- Stephen Ball as a Non-Executive Director. Stephen has over 35 years' experience in communications, networks and defence sectors, and was formally the Chief Executive Officer of Lockheed Martin UK.
- Giles Willits as a Non-Executive Director. Giles has over 20 years' experience in finance and senior leadership roles within AIM and main market listed companies, and was formerly the Chief Financial Officer of Entertainment One Ltd. (LSE: ETO).

The newly formed management team has substantial experience operating within the technology, defence, cyber, information security and communication sectors, and a track record of delivering shareholder value through accelerated buy and build processes. The intention is to use this experience to create an operating company focussed on building a group of scale providing digital resilience solutions to UK based private and public sector organisations.

The global market for cyber security is estimated to be worth approximately US\$75 billion, and the Director's estimate that the UK market for cyber security is worth approximately US\$7 billion. Over the next five years, it is expected that the global market for cyber security will grow at approximately 10 per cent. per annum, as it continues to benefit from a number of strong macro dynamics. These strong macro drivers are having a multiplying effect as the digital interconnectivity of people, devices and organisations develops which has led to an increase in the number of cyber security breach opportunities. The continued evolution of cybercrime and mainstream awareness of hacking due to high profile data breaches have in turn led to increased legislation and government initiatives responding to cyber security threats, all impacting on the growth of the cyber security market.

In executing its growth strategy, the Company will continue to identify acquisition targets which have a leading product, solution / service or consulting capability whose full potential can be unlocked through active management and capital investment. Currently, the Company has an initial pipeline of acquisition targets which it believes fits this profile. The Company will seek to deploy its "buy, focus, grow" strategy to create an environment through which to drive enhanced value from any acquisition which it makes. The Directors believe that the Company can offer a true, alternative structure which will be appealing to incoming management teams, with a clear strategy for growth, access to capital and to industry expertise through the Company's experienced management team.

There can be no assurances that any or all of the initial acquisition targets will be secured. If an opportunity is secured it will most likely be an acquisition of all, or the majority of, the share capital of a business. Any such acquisition will represent a fundamental change of business and will be classified under the AIM Rules for the Company as a reverse takeover and will therefore be subject to shareholders' approval and the other requirements of AIM Rule 14.

The principal reasons for the Placing are to provide the Directors with financial credibility when negotiating with potential acquisition targets, and to fund initial diligence costs associated with potential acquisitions. While it is anticipated that a portion of the consideration for any such acquisition may be satisfied by the issue of shares, some cash consideration may be paid and if so this can be financed, in whole or part, from the net proceeds of the Placing.

The Directors' also believe that divestiture of the Company's mining interest in Spain and a change in the Company's name will help facilitate the execution of the Company's transformation strategy and the negotiation of an acquisition for the Company. Therefore, the Directors intend to divest of the mining assets over the coming months and are proposing to change the name of the Company.

3. Use of proceeds

The net proceeds of the Placing are estimated to be up to approximately £5.86 million. The majority of the proceeds are expected to be used to meet, in whole or part, any consideration paid as part of the overall consideration for an acquisition. In addition the proceeds will be used to finance the due diligence costs associated with potential acquisitions and to finance general working capital requirements.

4. Details of the Placing

The Company proposes raising approximately £6 million, before expenses, by way of a conditional, non-pre-emptive placing of up to 150,000,000 new Ordinary Shares at the Placing Price. The New Ordinary Shares will be placed by WH Ireland as agent for the Company and pursuant to the Placing Agreement, with institutional and other professional investors and will also be issued by the Company directly to certain other investors.

Certain of the Directors intend to subscribe for up to 18,125,000 New Ordinary Shares (a total aggregate amount of £725,000 at the Placing Price), as part of the Placing. This intention is not legally binding and any subscriptions by Directors pursuant to the Placing will be announced through a Regulatory Information Service.

The Placing is conditional, *inter alia*, upon:

- (i) Resolutions 1 and 3 to be proposed at the General Meeting being passed without amendment;
- (ii) compliance by the Company of its obligations under the Placing Agreement; and
- (iii) Admission of the New Ordinary Shares becoming effective by no later than 8.00 a.m. on 31 January 2017.

The Placing Price represents a discount of approximately 30 per cent. compared with the mid-market price of 5.75 per share at which the Ordinary Shares were quoted on AIM as at the close of trading on 20 December 2016, the last trading day prior to announcement of the Placing.

Pursuant to the terms of the Placing Agreement, WH Ireland, as agent for the Company, has agreed to use its reasonable endeavours to procure purchasers for certain of the New Ordinary Shares at the Placing Price. The Placing has not been underwritten.

The Placing Agreement contains warranties by the Company in favour of WH Ireland in relation to, *inter alia*, the accuracy of the information in this document and other matters relating to the Company and its business. In addition, the Company has agreed to indemnify WH Ireland in relation to certain liabilities it may incur in respect of the Placing. WH Ireland has the right to terminate the Placing Agreement in certain circumstances prior to Admission, in particular, in the event of a material breach of the warranties given to WH Ireland in the Placing Agreement, the failure of the Company to comply with its obligations under the Placing Agreement, the occurrence of a material adverse change affecting the condition, or the earnings or business affairs or prospects of the Company as a whole, whether or not arising in the ordinary course of business.

Application will be made for the New Ordinary Shares to be admitted to trading on AIM and, on the assumption that Resolutions 1 and 3 are passed, dealings are expected to commence on 10 January 2017.

The New Ordinary Shares will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared on or after the date on which they are issued. It is expected that CREST accounts will be credited with entitlements to the New Ordinary Shares as soon as practicable after 8.00 a.m. on the day of Admission and that share certificates (where applicable) will be despatched as soon as practicable after Admission but in any event no later than 31 January 2017.

The Directors do not currently have sufficient authority to allot shares under the Companies Act 2006 to effect the Placing. Accordingly, Resolutions 1 and 3, summarised in paragraph 7 below, are being proposed at the General Meeting to ensure that the Directors have sufficient authority to allot the New Ordinary Shares on a non-pre-emptive basis.

5. Change of name

To reflect the new direction of the Company, the Board is proposing to change the name of the Company. Under the Companies Act 2006, a change of name requires the passing of a special resolution of Shareholders at a general meeting. Therefore a special resolution, Resolution 5 summarised in paragraph 7 below, will be put to the General Meeting to approve the change of the Company's name to:

Shearwater Group plc

The change of name will become effective once the Registrar of Companies has issued a new certificate of incorporation on the change of name. This is expected to occur on or around 9 January 2017, being the day of the General Meeting. The tradeable instrument display mnemonic ("**TIDM**") of the Company is expected to change to AIM: SWG effective from 7.00 a.m. on 10 January 2017.

New share certificates in the new name of the Company will be issued thereafter as and when transfers of shares are registered or when such Shareholder requests their Ordinary Shares to be in certificated form.

6. Dilutive options

There are a total of 51,500,000 dilutive options which have been granted to non-employees and are still to be exercised (together the "**Dilutive Options**"). This includes a loan, convertible into Ordinary Shares at 1 penny per share, which was announced by the Company on 17 June 2016 pursuant to which the Company raised £100,000. David Williams, Chairman of the Company, provided £50,000 of the loan. On conversion, the loan providers will also be entitled to 5,000,000 warrants each exercisable at 2 pence per share. The Dilutive Options also include 31,500,000 options convertible into Ordinary Shares at 1 penny per share that were granted to an investor as part of the terms of a share subscription which was announced on 21 July 2016.

The Directors do not currently have sufficient share authorities in place to satisfy the exercise of the Dilutive Options. Resolutions 2 and 4, summarised in paragraph 7 below, will be put to Shareholders at the General Meeting to provide specific authority to allow the Directors to issue equity securities pursuant to the exercise of the Dilutive Options.

7. General Meeting

Set out at the end of this document is a notice convening a General Meeting of the Company to be held at the offices of WH Ireland Limited, 24 Martin Lane, London EC4R 0DR at 1.00 p.m. on 9 January 2017, at which the Resolutions described below will be proposed.

Resolution 1 is an ordinary resolution, to authorise the Directors to allot equity securities (i) having an aggregate nominal value of up to £1,500,000 to such persons applying for New Ordinary Shares in connection with the Placing and (ii) in addition, up to a maximum nominal amount of £3,225,001.90, being approximately two thirds of the Enlarged Share Capital provided such authority is utilised in respect of a rights issue; and (iii) in addition to the authorities in (i) and (ii), up to a maximum nominal amount of £1,612,500.95, being approximately one third of the Enlarged Share Capital.

Resolution 1 provides that any authority utilised pursuant to paragraph (iii) will be deducted from the authority in paragraph (ii), to ensure that the aggregate number of Ordinary Shares that can be issued across the two authorities does not exceed two-thirds of the Enlarged Share Capital.

The authorities described in (ii) and (iii) will expire at the conclusion of the next annual general meeting of the Company following Admission, at which Shareholders will be asked to approve the renewal of such authority.

Resolution 2 is an ordinary resolution, to authorise the Directors to allot equity securities having an aggregate nominal value of up to £515,000 to such persons who have been granted Dilutive Options.

Resolution 3 is a special resolution, to dis-apply statutory pre-emption rights in respect of (i) the allotment and issue of such number of New Ordinary Shares as are necessary for the Placing; (ii) in addition to the authority in (i), such number of equity securities up to a maximum nominal amount of £967,500, being approximately 20 per cent. of the Enlarged Share Capital.

Resolution 3 also enables the Company, in the event of a rights issue or similar process, to meet certain practical difficulties that may arise in connection with fractional entitlements or in respect of overseas Shareholders as a result of local laws and that prevent shares from being issued strictly pro rata.

The authority described in (ii) will expire at the conclusion of the next annual general meeting of the Company following Admission, at which Shareholders will be asked to approve the renewal of such authority.

Resolution 4 is a special resolution, to dis-apply statutory pre-emption rights in respect of the allotment and issue of such number of New Ordinary Shares as are necessary for the grant of the Dilutive Options.

Resolution 5 is a special resolution and proposes that the name of the Company be changed to Shearwater Group plc.

The notice convening the General Meeting is set out at the end of this document.

8. Action to be taken

You will find enclosed with this document a Form of Proxy in respect of the General Meeting. Whether or not you propose to attend the General Meeting in person, you are asked to complete the Form of Proxy and return it to the Company's registrars, Neville Registrars, Neville House, 18 Laurel Lane, Halesowen B63 3DA so as to arrive as soon as possible, but in any event, so as not to be received any later than 1.00 p.m. on 5 January 2017. Completion and return of the Form Proxy will not preclude you from attending and voting at the General in person if you wish. Underlying beneficial shareholders who hold their Ordinary Shares through a nominee should instruct their nominees to submit a Form of Proxy on their behalf.

If the Form of Proxy is not completed and returned by 1.00 p.m. on 5 January 2017 your vote at the General Meeting will not count.

9. Recommendation

The Directors consider the Placing to be in the best interests of the Company and its Shareholders as a whole. **The Directors unanimously recommend that you vote in favour of the Resolutions as they intend to do so in respect of their own beneficial holdings amounting, in aggregate, to 116,250,050 Ordinary Shares (representing approximately 34.8 per cent. of the Ordinary Shares in the issue as at the date of this document).**

Yours faithfully

David Williams
Chairman

NOTICE OF GENERAL MEETING

Aurum Mining plc (the “Company”)

(Incorporated and registered in England and Wales with registered number 05059457)

Notice is hereby given that a general meeting of the Company (the “**General Meeting**”) will be held at the offices of WH Ireland Limited, 24 Martin Lane, London EC4R 0DR at 1.00 p.m. on 9 January 2017 to consider and, if thought fit, pass the following resolutions, of which resolutions numbered 1 and 2 will be proposed as ordinary resolutions and resolutions numbered 3 to 5 will be proposed as special resolutions:

ORDINARY RESOLUTION

1. THAT, in substitution for any existing authorities, the Directors are generally and unconditionally authorised for the purposes of s.551 of Companies Act 2006 (the “**Act**”) to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company (“**Rights**”):
 - a. up to an aggregate nominal amount of £1,500,000 to persons applying for New Ordinary Shares in connection with the Placing (as further described in the circular to shareholders issued by the Company dated 21 December 2016 “**Circular**”);
 - b. comprising equity securities up to a maximum aggregate nominal amount of £3,225,001.90 (that amount to be reduced by the aggregate nominal amount of equity securities allotted or Rights granted under paragraph 1(c) of this resolution), in connection with an offer by way of rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights attaching to those securities, or subject to those rights, as the Directors otherwise consider necessary,and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
 - c. otherwise than pursuant to sub-paragraph (a) and (b) of this Resolution 1, up to a maximum aggregate nominal amount of £1,612,500.95.

The authorities in (b) and (c) shall expire (unless previously renewed, varied or revoked) at the next annual general meeting of the Company following the date of this document but, in each case, so that the Company may make offers and enter into agreements before that expiry which would, or might, require shares to be allotted or Rights to be granted after that expiry and the Directors may allot shares or grant Rights pursuant to any of those offers or agreements as if the authority had not expired.

2. THAT, in addition to the authority conferred by Resolution 1, the Directors are generally and unconditionally authorised for the purposes of s.551 of the Act to exercise all powers of the Company to allot shares in the Company or to grant Rights up to an aggregate nominal amount of £515,000 to persons who have been granted Dilutive Options (as further described in the Circular).

SPECIAL RESOLUTIONS

3. THAT, subject to the passing of Resolution 1, the Directors are generally and unconditionally authorised pursuant to s.570(1) of the Act to allot equity securities in the Company or to grant Rights pursuant to the authority conferred by Resolution 1 or by way of a sale of treasury shares as if s.561(1) of the Act did not apply to that allotment, provided that this power shall be limited to:
- a. the allotment of equity securities for cash up to the maximum nominal amount of £1,500,000 to persons applying for New Ordinary Shares in connection with the Placing (as further described in the Circular);
 - b. to the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority in Resolution 1(b) by way of rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights attaching to those securities, or subject to those rights, as the Directors otherwise consider necessary,
- and so that the Directors may impose any limits or restrictions and make any arrangements that they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- c. otherwise than pursuant to sub-paragraph (a) and (b) of this Resolution 3, equity securities pursuant to the authority in Resolution 1(c) up to a maximum aggregate nominal amount of £967,500.

The authorities in (b) and (c) above will expire at the conclusion of the next annual general meeting of the Company following the date of this document, save that the Company may before that date of expiry make an offer or agreement that would or might require equity securities to be allotted after that date of expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

4. THAT, subject to the passing of Resolution 2 and in addition to the authority conferred by Resolution 3, the Directors are generally and unconditionally authorised pursuant to s.570(1) of the Act to allot equity securities in the Company or to grant Rights pursuant to the authority conferred by Resolution 2 or by way of a sale of treasury shares as if s.561(1) of the Act did not apply to that allotment, provided that this power shall be limited to the allotment of equity securities or Rights up to the maximum nominal amount of £515,000 to persons who have been granted Dilutive Options (as further described in the Circular).
5. THAT, the registered name of the Company be changed from Aurum Mining plc to 'Shearwater Group plc'.

BY ORDER OF THE BOARD

Chris Eadie
Company Secretary

Registered Office:
22 Great James Street
London WC1N 3ES

Dated: 21 December 2016

Company Number: 05059457