

Confidential Private Placement Agreement

Of

**Carraigmore Resources Group Limited
£20m 5yr Convertible Bond
December 01 2019 - December 01 2024
8% Annual Interest Coupon**

**Issued in connection with a private sale to Institutional Investors Only
of £1.00 units from
Carraigmore Resources Group Limited 5yr Bond 2019-2024**

Minimum unit acquisition 100,000 units

STRICTLY PRIVATE AND CONFIDENTIAL

THE CONTENTS OF THIS PRIVATE PLACEMENT AGREEMENT HAVE NOT BEEN APPROVED BY AN AUTHORISED PERSON WITHIN THE MEANING OF THE FINANCIAL SERVICES AND MARKETS ACT 2000.

RELIANCE ON THIS PRIVATE PLACEMENT AGREEMENT FOR THE PURPOSE OF ENGAGING IN ANY INVESTMENT ACTIVITY MAY EXPOSE AN INVESTOR TO SIGNIFICANT RISK OF LOSING SOME OR ALL OF SUCH INVESTMENT

**PLEASE READ THE GUIDANCE NOTES ON
PAGE 5 BEFORE COMPLETING THIS DOCUMENT**

APPLICATION FORM

Terms

The following are the terms of the £1 units from the 5yr Bond to be offered:-

Issuer:

Carraigmore Resources Group Limited, the issuer as Principal of a £20m 5yr Convertible Bond Dec 2019-Dec 2024 with an 8% Annual Coupon.

Placing Price: £1.00p per unit. Please note minimum subscription 100,000 units.

Before completing this Application Form, please read the Guidance Notes on Page 6.

You may send your completed Application Form by electronic post to ir@carraigmore.com or alternatively by post, or deliver by hand to Carraigmore Resources Group Limited, at: 2nd Floor, Regis House, 45 King William Street, London, EC4R 9AN, United Kingdom.

Private Placement of this Bond - Before making any application you are recommended to consult an independent financial adviser authorised and regulated by the Financial Conduct Authority (FCA).

This transaction is classified as an "Exempt Transaction" of Rule 19 of the Financial Services and Markets Act 2000, as set out in Article 15 of the Regulated Activities Order.

1. I/We offer to acquire £ worth of £1 units of Carraigmore Resources Group Limited 5yr Bond 2019-2024 (in respect of which this application may be accepted) on the terms and subject to the conditions of this Private Placement Agreement and subject to the Terms and Conditions as set out in the Memorandum and Articles of Association and the Bond Term Sheet of Carraigmore Resources Group Limited.
2. I/We will make payment by Electronic Funds Transfer for the amount of £ which should be credited to our account, the details of which are shown on page 5 .

Please note, Cheques are not accepted.

3. I/We request that you send me/us a bond certificate when applicable for the number of £1 units in respect of which this application may be accepted by post at my/our risk, to the address given below. I/We understand that the completion and delivery of the Application Form accompanied by an electronic funds payment, constitutes an undertaking that the payment will be honoured on first issuance. I/We understand that no application will be accepted unless and until payment in full for the bond units has been made.
4. In making this Application, I/we acknowledge that I am/we are not relying on, nor have been induced to make this Application in reliance on any representation or warranty or statement in this Document or from any person representing Carraigmore Resources Group Limited, nor am I/are we relying upon any documentation or promotional material produced by Carraigmore Resources Group Limited.
5. I/We acknowledge that Carraigmore Resources Group Limited, its Directors, Employees, and Agents do not provide Investment advice nor Financial advice, and I/we confirm that I/We have not been given any investment advice or financial advice from the Company, its Directors, Employees or Agents.
6. I/We confirm that I am/we are applying on my/our behalf, that I/we have read, accepted and understood the Bond Terms and Conditions, as set out in the Terms and Conditions Document that accompanies this Application Form, as issued by Carraigmore Resources Group Limited, and that I am/we are aware of the risks involved in investing in the Bond subject to the Private Placement.
7. I/We understand that this private placement of the bond, once completed, will be entered in to the Carraigmore Resources Group Limited bond register and a bond certificate issued thereafter.

Please register the Bond units in the following Name:

Dated	Signature X Name: Position:
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COMPANY NAME

ADDRESS

POST CODE

TELEPHONE

EMAIL

Ref:

PLEASE USE BLOCK CAPITALS

ACCOUNT DETAILS TO RECEIVE BI-ANNUAL INTEREST COUPON PAYMENTS

Bank Name	
Bank Address	
Account Name	
Account Number	
BIC/SWIFT Code	
IBAN NUMBER	

Payments

All Electronic Payments should be sent to Carraigmore Resources Group Limited as follows:

Bank: Barclays
A/c Name: Carraigmore Resources Group Limited
Sort Code: 20-47-34
A/c No.: 53033651

IBAN: GB 92 BARC 2047 3453 0336 51
BIC-SWIFT: BARCGB22

We authorise the Company to contact me/us by telephone in connection with queries arising on my/our behalf.

You must send your completed Application Form Electronically to ir@carraigmore.com , or by post, or deliver it by hand to:

Carraigmore Resources Group Limited,
2nd Floor, Regis House, 45 King William Street, London, EC4R 9AN, United Kingdom
+44 (0) 203 752 9938

To comply with UK Anti Money Laundering Rules, if this is your first transaction with Carraigmore Resources Group Limited, you need to supply a copy of your Corporate ID, Certificate of Incorporation or Similar document dependent on your type of corporate entity, together with I.D from a Director or Partner to include Passport/Driving Licence and a Utility Bill or Bank statement copy, less than three months old..

GUIDANCE NOTES TO THE APPLICATION FORM

The following should be read in conjunction with the Application Form.

1. Insert in the first space provided on page 2 in paragraphs marked 1 (in figures) the value of Bond units for which you would like to apply.
2. Insert in the space provided in paragraph 2 (in figures) the amount of your electronic funds transfer.
3. Date and sign the Application Form in the space provided marked X on page 3. The Application Form must be signed by a duly authorised person.
4. Complete your corporate name and address in **BLOCK CAPITALS** in the space provided on Page 3, complete your bank details for interest coupon payments on page 4, and sign and date the declaration on Page 3.
5. Payment may be made by Electronic Funds Transfer using the transfer details at the end of page 4.
7. All certificates and other documents will be dispatched by post at the risk of the corporate entity entitled thereto.
8. You may send your completed Application Form electronically by email to ir@carraigmore.com or alternatively by post, or deliver by hand to Carraigmore Resources Group Limited 2nd Floor, Regis House, 45 King William Street, London, EC4R 9AN, United Kingdom.
9. If you post your Application Form, you are recommended to use first-class post and allow at least two days for delivery. Photocopies of your Application Form are not acceptable.
10. **To comply with UK Anti Money Laundering Rules, if this is your first transaction with Carraigmore Resources Group Limited, you need to supply a copy of your Corporate ID, Certificate of Incorporation or Similar document dependent on your type of corporate entity, together with I.D from a Director or Partner to include Passport/Driving Licence and a Utility Bill or Bank statement copy, less than three months old.**
Please do NOT send original documents – they will not be returned.
11. **Please ensure you return ALL 4 pages of the Private Placement Agreement, not just the two signature pages.**