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 seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) who specialises in advising in connection with shares and other securities if you are in the United Kingdom or, if you are resident outside the United Kingdom, from another appropriately qualified and authorised independent financial adviser.

If you have sold or otherwise transferred all of your Ordinary Shares or Subscription Shares in Praetorian Resources Limited (the "**Company**"), please forward this document together with the enclosed 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 delivery to the purchaser or transferee. If you have sold or transferred only part of your holding in Ordinary Shares or Subscription Shares in the Company, you should retain these documents, and consult the person through whom the sale or transfer was effected.

This document does not constitute a prospectus for the purposes of the Prospectus Rules of the FCA or an admission document for the purpose of the AIM Rules for Companies. The Directors accept responsibility for the information contained in this document and to the best of their knowledge and belief (having taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

The London Stock Exchange has not itself examined or approved the contents of this document. AIM is a market designed primarily for emerging or smaller companies to which a higher degree of investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List and the AIM Rules for Companies are less demanding than those of the Official List.

PRAETORIAN RESOURCES LIMITED

(Incorporated in Guernsey with registered number 54697)

Amendments to the Investing Policy
Change to Subscription Share terms and cancellation of Subscription Shares to trading on AIM
Change of Name
Appointment of New Directors
Amendments to the Articles of Incorporation
Share Consolidation
Notice of Extraordinary General Meeting

Your attention is drawn to the letter from the Chairman of the Board of Directors of the Company, which is set out on pages 5 to 23 of this document. The whole of the text of this document should be read, including all appendices and the risk factors set out in Appendix A to this document when deciding on what action to take in relation to the Proposals.

Notice of the Extraordinary General Meeting of Shareholders of the Company, to be held on 16 June 2015 at the offices of R&H Fund Services (Guernsey) Limited, Suite B, Trafalgar Court, 3rd Floor, West Wing, St Peter Port, Guernsey GY1 2JA at 10.00 a.m. is set out in the Appendix at the end of this document. A form of proxy for use at the Extraordinary General Meeting accompanies this document. Whether or not you propose to attend the Extraordinary General Meeting, you are requested to complete and return the accompanying Form of Proxy in accordance with the instructions printed on it to the Registrar as soon as possible and in any event no later than 48 hours before the time of the Extraordinary General Meeting or any adjourned meeting. Completion and return of the Form of Proxy will not preclude a Shareholder from attending in person and voting at the Extraordinary General Meeting.

Capitalised terms in this document have the meaning ascribed to them in the ''Definitions'' section on pages 24 to 26 of this document.

Copies of this will be available free of charge from the Company's registered office, Suite B, Trafalgar Court, 3rd Floor, West Wing, St Peter Port, Guernsey GY1 2JA, during normal business hours and a copy is available on the website of the Company at www.praetorianresources.com.

The distribution of this document in jurisdictions other than the UK may be restricted by law and, therefore, persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdictions. In particular, this document should not be forwarded or transmitted in or into the United States, Canada, Australia, South Africa, Japan or any other jurisdiction where it would be illegal to do so. The Ordinary Shares have not been registered under the United States Securities Act 1933 (as amended) or under any of the relevant securities laws of any state of the United States or of Canada, Australia, South Africa or Japan. Accordingly, none of the Ordinary Shares may (unless an exemption under relevant securities laws is applicable) be offered, sold, resold or delivered, directly or indirectly, in or into the United States, Canada, Australia, South Africa or Japan or for the account or benefit of any such person located in the United States, Canada, Australia, South Africa or Japan.

Dated 28 May 2015

EXPECTED TIMETABLE OF PRINCIPAL EVENTS[(1)(2)]

Event	Time and/or date
Circular and Form of Proxy published	28 May 2015
Latest date and time for receipt of proxy forms	10.00 a.m. on 12 June 2015
Extraordinary General Meeting	10.00 a.m. on 16 June 2015
Announcement of the results of the Extraordinary General Meeting	16 June 2015
Record Date for the Share Consolidation	5.00 pm on 16 June 2015
Consolidation of Existing Ordinary Shares under the Share Consolidation	16 June 2015
Expected date of admission to trading of New Ordinary Shares under the TIDM DUKE	17 June 2015
Post-Share Consolidation New Ordinary Shares in uncertificated form to be credited to accounts in CREST (where applicable)	17 June 2015
Despatch of share certificates for New Ordinary Shares in certificated form (where applicable)	24 June 2015
Last day of dealings in Subscription Shares on AIM	25 June 2015
Cancellation of listing of Subscription Shares on AIM	7.00 am on 26 June 2015

Notes:

1. References to times in this document are to London time unless otherwise stated.
2. The times and dates set out in the expected timetable of principal events above and mentioned throughout this document may be adjusted by the Company in which event the Company will make an appropriate announcement to a Regulatory Information Service giving details of any revised dates and the details of the new times and dates will be notified to the London Stock Exchange and, where appropriate, Shareholders. Shareholders may not receive any further written communication.

SHARE CAPITAL STATISTICS

Number of Ordinary Shares in issue[(1)]	135,882,936
Number of Subscription Shares in issue[(1)]	23,324,433
Basis of the Share Consolidation	1 Post-Share Consolidation New Ordinary Share for every 20 Ordinary Shares
Number of Post-Share Consolidation New Ordinary Shares	6,794,126
New ticker symbol[(2)]	DUKE

Notes:
1. As at the Latest Practicable Date.
2. Assuming all Resolutions are passed at the Meeting.

LETTER FROM THE CHAIRMAN OF PRAETORIAN RESOURCES LIMITED

Praetorian Resources Limited

(Incorporated in Guernsey with registered number 54697)

Directors:
Robert King *(Non-executive Chairman)*
Kaare Foy *(Non-executive Director)*
Nathan Steinberg *(Non-executive Director)*

Registered Office:
Suite B, Trafalgar Court
3rd Floor, West Wing
St Peter Port
Guernsey GY1 2JA

28 May 2015

To all Shareholders of Praetorian Resources Limited (the "**Company**")

Dear Shareholder,

This Circular provides you with the background to, and details of, certain important proposals in relation to the Company set out below (the "**Proposals**"), including a proposal to amend the Existing Investing Policy of the Company, and contains a Notice of Extraordinary General Meeting which is to be held to seek your approval of the various resolutions required to implement the Proposals.

The Directors of the Company have taken all reasonable care to ensure that the facts stated in this Circular are true and accurate in all material respects and that there are no material facts, the omission of which would make misleading any statement contained in the Circular, whether of fact or opinion.

As the current Directors (other than myself) intend to resign following the passage of the various resolutions listed in the Notice of EGM, the Directors make no recommendation as to how Shareholders should cast their vote at the Meeting. As the Resolutions are all inter-conditional, if any of them are not passed, then they will all be treated as not passed, and the current Directors will remain as directors of the Company.

Details of each of the Proposals are as follows:

Proposal 1: To amend the Company's Existing Investing Policy to invest in a diversified portfolio of royalty finance and related opportunities

Background

The Company's Admission Document dated 4 July 2012 includes in the "*Objective and Strategy*" and "*Investing Policy*" sections that the objectives of the Company are to build a portfolio of good quality companies within the precious metals, base metals, energy, industrial minerals, soft commodities, diamonds and other gemstones sectors (the "**Target Sectors**").

The "Investing Policy" is described as being "*to achieve capital appreciation through the purchase and sale of a wide range of securities and other investments within the Target Sectors including, without limitation and restrictions (including geographic restrictions):*

(i) Traditional direct investments in securities and similar financial instruments including the following:

(a) equity securities (predominantly listed);

(b) listed and unlisted debt securities that may be rated or not rated (bonds, debt instruments, convertible bonds and bonds with warrants, fund-like notes with a capital guarantee, loan facilities etc); and

(c) money market instruments denominated in any freely convertible currency.

(ii) Traditional indirect investments in securities and similar financial instruments of any industrial or commercial sector".

Together, these comprise the "**Existing Investing Policy**".

In the most recent annual report sent to Shareholders (dated June 2014), the Chairman, in his report, noted that "*the Company remains undercapitalised in its current form and through its advisers are actively searching for opportunities to bring renewed positive momentum and scale to* [the Company]".

This point was reiterated during the release of the Company's interim results on 30 December 2014, when the "*exceptionally challenging headwinds facing the junior resources markets*" were again noted, and that investors faced the prospect of "*one of the most severe bear markets*" in the history of junior resources sector.

Following a detailed strategic review of the Company, its Existing Investing Policy, and the outlook for the sector, the Board is recommending a change of the Company's investing policy, which will see the Company become a diversified royalty finance company, that will provide alternative financing to a diversified range of profitable, well-managed businesses ("**Company Partners**").

Under the New Investing Policy, as described in further detail below, the Company will use an innovative financing structure that allows it to provide capital in a manner that is intended to maximise valuations of Company Partners, be tax efficient and allow existing owners of the Company Partners to retain control of their businesses. The primary objective is to generate predictable, stable cash flows from the Company Partners to allow the Company to provide an attractive, yet stable, yield as well as liquidity to Shareholders.

The Company has commenced an orderly disposal of its current investment portfolio, with the proceeds of those disposals to be applied towards implementing the New Investing Policy, which is described below.

The proposed New Investing Policy

It is proposed that the Company's new Investing Policy be as follows:

"*To build a stable and reliable income for Shareholders by seeking to invest in, without limitation and restrictions (including geographic restrictions):*

(i) long-term, revenue-based royalties in private and/or public companies; and/or

(ii) other alternative asset classes and/or financing instruments from time to time that bear similar risk and return characteristics to the investments in paragraph (i)"

(the "**New Investing Policy**").

Royalty financing

Royalty financing offers an alternative to regular debt financing, such as loans and trade credit, and equity financing, typically venture capital, private equity, IPO and share sales.

In a royalty financing arrangement, a business receives a specific amount of money from an investor or group of investors (in this case, the Company). The money might be put toward launching a new product, making an acquisition, recapitalising the balance sheet or expanding the Company Partner's marketing efforts, among other alternatives. In exchange, the investor receives a percentage of the company's future revenues or cash flow, either in perpetuity or over a certain period of time. The investment can be considered an "advance" to the company, and the periodic percentage payments can be considered "royalties" to the investor.

The Board believes that royalties offer the following compelling advantages to prospective Company Partners:

- A royalty financing is non-dilutive and, therefore, preserves equity ownership for founders and early investors;
- Royalty payments are normally structured to fluctuate with revenue and do not carry the risk of default or negative covenants associated with traditional debt;
- Royalty financings are highly flexible and can be structured to meet the unique requirements of each Company Partner;
- Royalties can be structured with less documentation compared to more complex equity and debt instruments;
- A royalty does not require a Company Partner's equity to be valued. This preserves the Company Partner's ability to defer pricing its equity to a more favourable time for its existing shareholders;
- Royalty holders are long-term investors and have better alignment with founders and existing investors than debt providers - the royalty holder wins when management wins, and loses when management loses;
- Royalties work well as multi-step investments where capital can be deployed over time as risk and opportunity change; and
- Royalties integrate well with multi-component financing structures where a combination of royalty, debt and equity are used to optimise the cost of capital for the Company Partner.

The Company intends to acquire royalty interests in the revenue streams generated primarily by industrial and commercial businesses with demonstrable competitive advantages (for example, pharmaceuticals and other intellectual property-rich businesses). The Company believes it has identified a large and underserviced finance market for companies which are well-managed and generating improving cash flow, but face difficulty in obtaining finance from traditional sources of debt and equity.

The royalty financing structure to be offered by the Company is designed to offer a lower cost of capital than equity financings available to these companies, but without the risk associated with debt. In some cases the Company's royalty may act as the primary source of finance in combination with other forms of financing. The Company's royalty financing structure is non-dilutive on an equity basis and better aligned with management in terms of growth, a model that has proven to be very successful in the natural resource sector. In addition, royalties are highly scalable, both in terms of size and number of deals. The Directors believe that royalty companies generally enjoy some of the lowest headcount and general and administrative expenses on a per-pound-of-market-capitalisation basis

The Company will seek to purchase royalties in companies where historical financial and product performance can be used as the primary gauge of risk. Investment due diligence is focused on tangible, measurable results rather than forward looking estimates more common in venture capital and private equity investments and are therefore likely to purchase royalties from better established companies. The Company will seek to generate returns by creating royalty rates and structures capable of generating target cash-flow returns using a portfolio model which de-risks investment return through diversification. The Board believes that this can be accomplished by, over time, investing in a variety of companies and diversifying across a number of industrial sectors and geographies.

Further, arrangements with advisory or consultancy firms ("**Vertical Partners**"), as described further below, are expected to assist the Company in deal generation and evaluation of potential royalty financings. The Company will use a formal due diligence process and may implement investments using a variety of deal structures designed to optimise tax and accounting for both the Company and the royalty seller.

Implementation of the New Investing Policy

Support Services Agreements

Like other royalty companies, it is expected that the Company will have a highly scalable business where a small investment team will be able to drive large numbers of transactions.

All investment decisions will be taken by the Board and there will be no separate investment manager. Royalty investing is a somewhat nascent industry and, with the possible exception of certain royalty investors in natural resource companies, the Directors believe there are few people with more than very limited experience of such investment. However, the current Directors believe that the proposed New Directors have the requisite skills to implement the New Investing Policy by virtue of the considerable research undertaken by Neil Johnson and the New Directors' many years' combined experience of analysing, running and investing in companies which the current Directors believe gives them the skills necessary to evaluate the income streams on which royalties will be based.

While there will be no separate investment manager, the Board and the broader deal team will be supported by a largely outsourced back office, and through other services which are expected to be provided to the Company by both Arlington and Abingdon (the "**Service Providers**").

Arlington is a UK-based FCA-regulated company (FCA number: 172337), and comprises a team of highly experienced investment, corporate finance and operations professionals. Collectively the principals have managed over $1 billion across a variety of asset classes and strategies during their careers. Arlington and its appointed representatives have sourced equity and debt funding for a broad spectrum of companies raising over £140 million via an extensive network of institutional and professional contacts.

Charles (Charlie) Cannon-Brookes, the Company's current investment manager and a nominee for election to the Board at the Meeting, is the Investment Director of Arlington Group Asset Management Limited, and a substantial shareholder of Arlington.

As at the Latest Practicable Date, Arlington held 3.68 per cent. of the issued Ordinary Shares of the Company, while its principals collectively held a further 10.92 per cent. of the issued Ordinary Shares of the Company.

Abingdon was established in Ontario, Canada in 2014 to become a financial advisory company and has been actively developing the business plan for a revenue-based royalties business. Abingdon's sole voting shareholder, Mr Neil Johnson, is a nominee for election to the Board at the Meeting. Should the Proposals be approved, it is also anticipated that Mr Johnson will be appointed as the Company's Chief Executive Officer. As at the Latest Practicable Date, Mr Johnson held 5.89 per cent. of the issued Ordinary Shares of the Company.

Subject to Shareholder approval of the New Investing Policy, it is currently expected that the Company will enter into separate support services agreements (the "**Support Services Agreements**" and each a "**Support Services Agreement**") with both of the Service Providers pursuant to which:

- Arlington will provide support services to the Company in respect of all human resources and Board training, marketing and promotion, together with deal origination and ongoing investment management, including preparation of investment reports, performance data and compliance with the Company's New Investing Policy;

- Abingdon will provide support services to the Company in respect of global deal origination, Vertical Partner relationships and ongoing investment management, including preparation of investment reports, performance data and compliance with the Company's New Investing Policy.

Both Service Providers will be remunerated on arm's length terms for the various services that they provide to the Company.

It is currently anticipated that, pursuant to Abingdon's Support Services Agreement, Abingdon will be entitled to be issued 500,000 New Ordinary Shares[1] in the Company in consideration for its efforts and costs that Abingdon has contributed towards the elaboration and development of the

[1] 10,000,000 Ordinary Shares on a pre-Share Consolidation basis.

Proposals with the Company, including (without limitation) the New Investing Policy and underlying business model, establishing contact and developing relationships with potential Vertical Partners, providing the intellectual property surrounding the Company's proposed name and identity, as well as for its expertise with and relationships within the royalty sector, UK and Canadian equity capital markets, and international investment communities.

It is also currently expected that there will be a share component to the consideration received by Abingdon under the terms of its Support Services Agreement. This would entitle Abingdon to be issued up to an additional 1.5 million New Ordinary Shares[2] (the "**Incentive Shares**"). Except where certain termination events occur, the Incentive Shares will only be issued upon completion of investments made by the Company (each an "**Investment**"). It is currently anticipated that the number of Incentive Shares issuable in respect of each Investment will be equal to either 5% (where the relevant Investment originates from Abingdon) or 2.5% (where the relevant Investment does not originate from Abingdon but Abingdon assists the Company in the negotiation and completion of such Investment) of:

a) the gross value of the Investment;

divided by

b) either: (i) if the Investment is financed (in whole or in part) through an offering of Ordinary Shares, the price per share at which such Ordinary Shares are offered; or (ii) if the Investment is financed by any other means, the weighted average closing price on AIM of the Ordinary Shares for the 20 Business Days immediately preceding the completion of the Investment.

For the purposes of the Support Services Agreement with Abingdon, an Investment will be considered to be originating from Abingdon whether such Investment originates directly from Abingdon or indirectly through a Vertical Partner or any other third party introduced to the Company by Abingdon.

It is currently anticipated that the Support Services Agreements will be entered into for an initial term of 12 months. At the end of such initial term, the Support Services Agreements will continue in full force and effect unless either party gives 12 months prior written notice to the other of its intention to terminate the relevant Support Services Agreement. Each Support Services Agreement also contains a termination provision providing the parties thereto with termination rights upon the occurrence of certain stated events, including upon nonpayment of fees or material breach (provided the applicable cure period has lapsed if such breach is remediable), the occurrence of an insolvency or liquidation event or if a party ceases or threatens to cease to carry on its business.

While the terms of the Support Services Agreements are still subject to negotiation between the Company and the Service Providers, and the final terms of such agreements may differ from the terms described above, it is not expected that the terms of the Support Services Agreements will materially differ from those set out in this Circular.

[2] 30,000,000 Ordinary Shares on a pre-Share Consolidation basis.

Investment Committee

The Service Providers will be supported by an investment committee comprising a mix of representatives from the Service Providers, as well as advisors with additional royalty investment and relevant experience (the "**Investment Committee**").

The Investment Committee will be responsible for reviewing and analysing all proposed Investments to be made by the Company (whether sourced by Arlington, Abingdon or otherwise), with the intention of bringing a fresh perspective to potential transactions, relying on each Investment Committee member's skills and experience in the investment community.

The Investment Committee has no power to bind the Company to any potential transaction, and the Company is not bound to follow any advice or recommendation of the Investment Committee. Every proposed Investment will be decided by the Board of the Company.

Relationships with Vertical Partners

The Company or the Service Providers may also establish relationships with various Vertical Partners. Vertical Partners could be advisors, consultants, or other service organisations that provide financial analysis and advice to private and public companies. Complementary Vertical Partners would be firms who have specific capabilities in certain sectors, but do not offer financing capabilities to their clients. The objective of the agreement with any Vertical Partner would be to enhance deal flow, assist with early stage due diligence on prospective investments and collaborate with the Service Providers on preparing investment recommendations for consideration by the Board.

Performance incentive arrangements

In order to align the interests of the Service Providers with those of Shareholders, it is also expected that the Service Providers (through a separate entity) will enter into a separate performance incentive arrangement with the Company providing that, in circumstances where an Investment achieves a gross yield beyond a certain percentage, the Service Providers will take an agreed percentage of the return on each Investment (such percentage not to exceed 20 per cent.). The conditions of such performance incentive arrangement remain to be negotiated and finalised.

Investment and operational process

The Company's operation will consist of six phases: deal flow generation, deal selection, term sheet, due diligence, contract signature and ongoing management.

Deal flow

The Service Providers will commence their market review process by accessing a database assembled by them. In addition, it is expected that the Company will benefit from additional relationships established either directly by the Company or by the Service Providers with other strategic advisors and Vertical Partners, which are expected to provide access to new opportunities.

Investment selection policy

The Service Providers will assist the Company in establishing an investment selection policy

that will guide the Company's investment process in light of the New Investing Policy. This investment selection policy will target companies with the highest probability of achieving stable, long-term revenues combined with a reasonable opportunity for growth. This selection methodology is expected to be significantly different from the traditional forward-looking venture capital model, with a key focus on the age and stability of potential Company Partners.

Key elements of investment policy

It is expected that the investment selection policy will take into account, *inter alia*:

- Quality of management team;
- Level of investment by management;
- Specific criteria regarding historical revenues;
- Revenue pipeline demonstrating ability to pay back a significant percentage of the Company's investment;
- Where intellectual property ("**IP**") is an important asset, ability to defend the IP estate;
- Where gross margins enable the sale of a royalty;
- Cash flow control, particularly with respect to whether a Company Partner can reduce operating expense under adverse revenue circumstances; and
- Portfolio diversification, with the intention that new investments will lessen any concentration of risk related to sector or geography.

Term sheet, due diligence and contracting process

Once a deal is selected, a term sheet or letter of intent will generally be entered into by the Company and the royalty seller, after which the remaining due diligence will be completed. Due diligence will be tailored to the specific circumstances of each investment. Given that the Company's royalty structure will generally expose it to risks which are principally related to the Company Partner's top-line revenue, the due diligence process is expected to be principally revenue focused having regard for the overall sustainability and growth prospects of the revenue stream.

Where the due diligence exercise does not identify any significant concerns in respect of a particular investment, it will be taken to the Investment Committee for consideration and, if approved by the Investment Committee, will be submitted to the Board for consideration and, if approved, definitive agreements will be entered into in respect of such investment.

Ongoing management

Post investment, it is expected that the Company and the Service Providers will monitor its investment in its Company Partners primarily through contractual rights of information providing, amongst other things, access to monthly management financial statements, quarterly unaudited statements and annual audited financial statements. In the event of an

uncured material default, royalty agreements would typically provide the Company with the right to demand full repayment of its invested capital while maintaining its ongoing royalty right. In the circumstance of continued default of payment obligations, the Company could also seek redress through legal action.

The current intention is to build a portfolio of Investments such that the Company's internal rate of return for its entire portfolio should be sufficient to withstand an occasional loss on any given royalty while still generating a satisfactory return for Shareholders. The Board believes that risks of loss of all or a substantial part of a royalty investment as compared to equity investments is mitigated as a result of royalty payments typically starting 30 days post-investment and due diligence being concentrated on two year's revenue visibility.

Risks to the Company involved with replacing the Existing Investing Policy

The Board believes that the Proposals, including replacing the Existing Investing Policy by the New Investing Policy, will give rise to a different set of potential risks for Shareholders.

A non-exhaustive summary of such risks as identified by the Board is set out in Appendix B. Shareholders are encouraged to read these risk factors carefully and to consult their independent external adviser if they are in any doubt about such risks.

Voting requirements

The Company is an investing company for the purposes of the AIM Rules for Companies. Rule 8 of the AIM Rules for Companies requires an investing company to state and to follow an investing policy and to seek the prior consent of its shareholders at a general meeting for any material change to such policy. The adoption of the New Investing Policy represents a material change from its Existing Investing Policy, and as such must be approved by the Shareholders in a general meeting. Accordingly, Resolution 1 in the Notice seeks Shareholder approval for this adoption of a New Investing Policy, and this is being proposed as an Ordinary Resolution requiring a majority of those present and entitled to vote or voting by proxy in a general meeting to vote in favour for it to be passed.

Note to Subscription Shareholders

As the Board considers the change of investing policy to be "*a fundamental change of the Company's business*" for the purposes of Article 47.3.1, Subscription Shareholders shall be entitled to cast a vote on the resolution in respect of Proposal 1.

Proposal 2: To change the terms of the Subscription Shares, and cancel the Subscription Shares from trading on AIM

As Shareholders will be aware, at the time of its initial public offering on AIM, those shareholders who subscribed for Ordinary Shares in the Company were also issued with Subscription Shares, which were attached to the Ordinary Shares on a 1-for-2 basis. Subscription Shares were also issued pursuant to the Share Exchange Agreements.

The Subscription Shares conferred upon each Subscription Shareholder a right (but not an obligation) to subscribe for one new Ordinary Share upon exercise of each Subscription Right, and payment of the Subscription Price of £0.70.

The Subscription Rights lapse on Friday 31 July 2015 (the "**Final Subscription Date**").

Given the large disparity between the Company's current trading price (£0.04 as at the Latest Practicable Date) and the Subscription Price of £0.70, the Board considers it unlikely that any Subscription Rights will be exercised prior to the Final Subscription Date.

As a result, and in order to simplify the Company's capital structure following the proposed change of its Investing Policy, the Directors are proposing to bring forward the Final Subscription Date to 16 June 2015, following which all outstanding Subscription Shares (that is, those that have not converted into Ordinary Shares following the exercise of a Subscription Right) will be cancelled.

On this basis, and in light of the change to the Final Subscription Date, the Company intends to complete the Share Consolidation, as discussed in further detail below, without also adjusting the Subscription Shares (and Subscription Price) under Article 45.

In accordance with Rule 41 of the AIM Rules for Companies, the Company has notified the intended cancellation, giving at least 20 business days' notice. Under the AIM Rules for Companies, it is also a requirement that the relevant cancellation resolution (the "**Cancellation Resolution**") must be approved by not less than 75 per cent. of those present and entitled to vote or voting by proxy in a general meeting.

Subject to the Cancellation Resolution being passed by the requisite majority at the Meeting, and following a further seven business days (which must pass following approval by the Subscription Shareholders in accordance with the AIM Rules for Companies), it is expected that trading on AIM in the Subscription Shares will cease at the close of business on 25 June 2015 with the cancellation becoming effective at 7.00am on 26 June 2015.

Provided always that the relevant resolutions (including the Cancellation Resolution) are passed at the Meeting, for those Subscription Shareholders who wish to exercise their Subscription Rights, they must do so prior to 16 June 2015, following which their Subscription Rights will lapse.

Voting requirements

For the purposes of Article 46 and the AIM Rules for Companies, it is proposed to pass the relevant resolutions as an extraordinary resolution of Shareholders, requiring not less than 75 per cent of those Shareholders present and entitled to vote or voting by proxy in a general meeting to vote in favour for it to be passed.

Proposal 3: To change the name of the Company to "Duke Royalty Limited"

On the basis that Shareholders agree to implement Proposal 1 and approve the Company's New Investing Policy, the Directors believe that the name of the Company should also change to reflect the New Investing Policy, and new overall direction for the business. This will give the Company a new, clear and refreshed identity, and properly distinguish it from both Praetorian Resources Limited, and the Existing Investing Policy.

Voting requirements

Under section 25 of The Companies (Guernsey) Law, 2008 (as amended) the Company must pass a Special Resolution in order to change the name of the Company, thereby requiring not less than

75 per cent of those present and entitled to vote or voting by proxy in a general meeting to vote in favour for it to be passed.

Proposal 4: ***To appoint Mr Neil Johnson, Mr Charles Cannon-Brookes, Mr Nigel Birrell and Mr James Ryan, each having consented to act, as directors of Duke Royalty Limited***

On the basis that Shareholders agree to implement Proposals 1-3 above, the Directors are recommending the appointment of a substantially new Board of directors to Duke Royalty Limited, whose role will be to oversee the implementation and operation of the New Investing Policy.

The new directors comprise Mr Neil Johnson, Mr Charles Cannon-Brookes, Mr Nigel Birrell and Mr James Ryan (the **New Directors**). Mr King is expected to remain as a director on an interim basis following the Meeting to ensure an orderly transition of directors, and implementation of the New Investing Policy.

Background to each proposed director

Mr Neil Allan Johnson *(aged 45), CFA – Executive Director*

Neil Johnson has over 20 years of experience in merchant banking, investment banking and research analysis in both the Canadian and UK capital markets. He began his career as a Research Analyst at Canaccord Genuity in 1993 with a focus on software and pioneering internet companies. Mr Johnson became an Investment Banker in 1996 and in 1999 moved to the new London, UK office of Canaccord which had formerly been T. Hoare & Co, a natural resource focused broker.

During his 10 years with Canaccord in London, Mr Johnson became Head of Corporate Finance (Europe), Global Head of Technology, and on the Global Executive Committee. The European operations grew during his tenure from 20 employees to approximately 150, with revenues growing from £5 million to over £50 million. Mr Johnson was instrumental in the firm becoming authorized as a nominated adviser for AIM and regulated in the UK and London Stock Exchange Main Market listings, spearheaded the firms diversification into the UK technology sector, and led Canaccord's initiative to attract North American firms to list in London. Due to these initiatives, Canaccord became one of the largest stockbroking firms in the UK and raised in excess of £3 billion for North American companies listed on the London Stock Exchange or AIM. Canaccord also became the largest lead underwriter for technology IPOs in Canada during his tenure as Global Head of Technology.

Mr Johnson transferred with Canaccord to Toronto in January 2010, and focused on technology, cleantech and other non-resource industries.

Mr Johnson left Canaccord in May 2012 to co-found and become Chief Executive Officer of Difference Capital Financial, a Canadian publicly-listed merchant bank which raised over £100 million by mid-2013. Mr Johnson's responsibilities included developing and implementing the company's business model and capital raising from institutional and private client investors. Difference Capital Financial's capital was used to make equity, debt and derivative investments in growth companies in non-resources industries.

Mr Johnson is a graduate of the Richard Ivey School of Business at the University of Western

Ontario, and received his Chartered Financial Analyst (CFA) designation in 1997.

A list of Mr Johnson's current and previous directorships is set out below.

Current Directorships	*Directorships within previous 5 years*
Abingdon Capital Corporation	Difference Capital Inc.
	Ipowow Inc.
	Tigits Inc.
	WG Limited

Appointment of Mr Neil Johnson as Chief Executive Officer

It is also proposed that, once the New Directors are appointed to the Board of the Company, Mr Johnson will be appointed as its Chief Executive Officer, for which he will be paid a base salary of £100,000.

Mr Johnson currently holds 8,000,000 Ordinary Shares in the Company. As noted on page 9, Abingdon (of which Mr Johnson is the sole voting shareholder) will be entitled to be issued 500,000 New Ordinary Shares[3] in the Company upon implementation of the Proposals.

Other than set out in this Circular there are no further disclosures required to be made under Schedule 2, paragraph (g) of the AIM Rules for Companies

Mr Charles (Charlie) Cannon-Brookes *(aged 39) – Executive Director*

Charlie Cannon-Brookes is the Investment Director of Arlington Group Asset Management Limited and has been active in a variety of investment management and corporate finance transactions since its acquisition in 2005. For the previous five years (2000 – 2005), he ran Arlington Group Plc's proprietary trading book, managing all of its public equity exposure.

He has extensive fund management experience and has advised and sat on the board of a number of other funds, trusts and companies in a non-executive capacity.

A list of Mr Cannon-Brookes' current and previous directorships is set out below

Current Directorships	*Directorships within previous 5 years*
Arlington Group Asset Management Limited	Armadillo Investments Limited
Auctus Growth plc	Celeste Uranium (Barbados) Limited

[3] 10,000,000 Ordinary Shares on a pre-Share Consolidation basis.

CN Cannon and Co Ltd	CN Brookes and Co Limited
LCB Associates Ltd	Erival SP Zoo
Radix Capital Ltd	Jubilee Investment Trust Limited
Revelo Resources Corp	Kairos Capital Corporation
Savannah Resources plc	Langley Park Investment Trust Limited
	Polar Mining (Barbados) Limited
	Proxama plc
	Serena Mining (Barbados) Limited
	Stellington Services Limited
	The Ultimate Property Website Limited
	Westowe Services Limited

For this role as an Executive Director, Mr Cannon-Brookes will be paid a base salary of £70,000.

Mr Cannon-Brookes currently holds 2,970,335 Ordinary Shares in the Company.

Mr Nigel Norman Birrell *(aged 52) – Non-executive Director*

Nigel Birrell was until recently Group Director on the Executive Board at bwin.party digital entertainment plc, the world's leading listed on-line gaming business, where he was responsible for all its mergers and acquisitions, business development and managing its investment portfolio.

While at bwin.party Mr Birrell led the acquisitions of Gamebookers, Empire On-line and IOG's casino operations, Cashcade, the World Poker Tour and Orneon. He was instrumental in devising, negotiating and transacting the merger between PartyGaming and Bwin, the largest online gaming deal in history. He has also led all its disposals including Ongame's sale to Amaya.

Prior to bwin.party, Mr Birrell was a director of the FTSE 250 media group HIT Entertainment. Mr Birrell graduated in law from the University of London (Queen Mary College) and qualified as a solicitor of the Supreme Court. He also worked as an investment banker with Donaldson, Lufkin & Jenrette and Dresdner Kleinwort Benson.

Since leaving bwin.party Mr Birrell has joined the Board of LottoLand Limited, a Gibraltar regulated fast growing gaming group as its Managing Director having previously been its only Non-Executive Director. He is also a Director of Delta Management Limited, the Fund Manager that is responsible for the investments of the Gibraltar FSC regulated property fund Temple Rock PCC and is a Non-Executive Director of Southern Rock Insurance Company Limited a Gibraltar FSC regulated insurance underwriter.

A list of Mr Birrell's current and previous directorships is set out below.

Current Directorships	*Directorships/partnerships within previous 5 years*
Delta Management Limited	Ingenious Film Partners Limited
Daisy Services Limited	Ingenious Film Partners 2 Limited
EU Lotto Limited	Win (Gibraltar) Limited
Lottoland Holdings Limited	Winner Summit Limited
Lottoland Limited	Smooth Capital Investments Limited
Sails Management Limited	
Southern Rock Insurance Company Limited	
Temple Rock PCC Limited	

For his role as a Non-executive Director, Mr Birrell is entitled to an annual fee of £24,000.

Mr Birrell currently holds 8,000,000 Ordinary Shares in the Company.

Mr James (Jim) Alan Ryan *(aged 53) – Non-executive Director*

Jim Ryan joined Pala Interactive, LLC in July 2013 as CEO, bringing with him several years of executive experience in the online gaming industry.

Prior to joining Pala Interactive, LLC, Mr Ryan served as a Co-Chief Executive Officer of bwin.party digital entertainment plc from March, 2010 to January, 2013. Prior to the merger of PartyGaming and bwin, Mr Ryan served as the Chief Executive Officer of PartyGaming plc from May, 2008 to March, 2010.

Mr Ryan has also held executive positions with a number of online gaming companies which include Chief Executive Officer of St. Minver Limited (Jan 2006 to May 2008), Chief Executive Officer of Excapsa Software Limited (January 2005 to November 2006) and the Chief Financial Officer of Cryptologic Software Limited (January 2001 to May 2004).

In addition to his role of CEO and board member of Pala Interactive, LLC, Mr Ryan also currently sits on the Boards of Gaming Realms plc and WG Limited. Mr Ryan obtained professional qualifications as a Chartered Accountant from the Canadian Institute of Chartered Accountants and degree in business from the Goodman School of Business at Brock University.

A list of Mr Ryan's current and previous directorships is set out below.

Current Directorships	*Directorships within previous 5 years*
Gaming Realms PLC	Bwin.Party Digital Entertainment PLC
Pala Interactive LLC	PartyGaming Plc
WG Limited	Realtime Edge Software Inc.

For his role as a Non-executive Director, Mr Ryan is entitled to an annual fee of £24,000.

Mr Ryan currently holds 8,000,000 Ordinary Shares in the Company.

Voting requirements

Under the Articles, neither the appointment of the New Directors, nor Mr Johnson's appointment as Chief Executive Officer, are required to be approved by Shareholders (as Board and executive appointments are generally a matter for the Board). However, the Board believes that, in the interests of transparency and good corporate governance (especially at a time when the Company's Investing Policy is proposed to be changed), the appointments of each of the New Directors to the Board should be approved by Shareholders in general meeting, and this is being proposed as an Ordinary Resolution requiring a majority of those present and entitled to vote or voting by proxy in a general meeting to vote in favour for it to be passed. None of the proposed New Directors will vote in respect of their own appointment.

Proposal 5: To approve amendments to the Company's Articles of Incorporation

In order to implement the Proposals listed above, it is necessary to make certain administrative amendments to the Company's Articles of Incorporation, including to give effect to the change of the Company's name, as well as amendments to ensure the continued tax residency in Guernsey after approval of the New Investing Policy. Other amendments are proposed in order to bring certain provisions in the Articles of Incorporation in line with current market practice.

Copies of the Memorandum and Articles of Incorporation of the Company, as proposed to be amended as part of Proposal 5 at the Meeting are available for viewing on the Company's website (www.praetorianresources.com), or available from the Company upon request. A summary of the proposed amendments is set out in Appendix C.

Voting requirements

Under section 42 of The Companies (Guernsey) Law, 2008 (as amended) the Company must pass a Special Resolution in order to change the amend the Articles of Incorporation of the Company, thereby requiring not less than 75 per cent of those present and entitled to vote or voting by proxy in a general meeting to vote in favour for it to be passed.

The Board considers that amending the Articles is critical to the Company being able to successfully implement the New Investing Policy, and is in the best interests of Shareholders.

Proposal 6: To approve a Share Consolidation on a 20-for-1 basis

The Company is proposing to undertake a share consolidation of 1 New Ordinary Share for every 20 Existing Ordinary Shares (the "**Share Consolidation**"), with the fractional entitlements arising from the Share Consolidation being aggregated and sold in the market for the benefit of the Company. Following the Share Consolidation, Shareholders will still hold the same proportion of the Company's ordinary share capital as before the Share Consolidation (save in respect of fractional entitlements). Other than a change in nominal value, the New Ordinary Shares will carry equivalent rights under the Articles of Incorporation to the Existing Ordinary Shares.

Background to the proposed share consolidation

As at the Latest Practicable Date, the Company had 135,882,936 Existing Ordinary Shares in issue, with an Existing Ordinary Share having a mid-market price at the close of business on such date (as derived from the Daily Official List) of £0.04 pence per share. The Directors believe that the Share Consolidation is necessary to improve the marketability of the Company's ordinary shares by creating a higher trading price per ordinary share. Further, with shares of a low market price, small absolute movements in the share price can represent large percentage movements, resulting in volatility.

The Board is therefore of the view that it would benefit the Company and its Shareholders to reduce the number of Existing Ordinary Shares in issue (with a resulting adjustment in the market price of such shares) by consolidating the Existing Ordinary Shares on the basis of 1 New Ordinary Share for every 20 Existing Ordinary Shares.

Details of the proposed share consolidation

Upon implementation of the Share Consolidation, Shareholders on the register of members of the Company on the Record Date, which is expected to be 5:00 p.m. on 16 June 2015, will receive 1 New Ordinary Share in exchange for every 20 Existing Ordinary Shares they hold. The proportion of the issued ordinary share capital of the Company held by each Shareholder following the Share Consolidation will, save for fractional entitlements, be unchanged. To effect the Share Consolidation it may be necessary to issue such minimum number of additional Existing Ordinary Shares (not exceeding 19 in total) so that the aggregate nominal value of the ordinary share capital of the Company is exactly divisible by 20.

No Shareholder will be entitled to a fraction of a New Ordinary Share and where, as a result of the consolidation of Existing Ordinary Shares described above, any Shareholder would otherwise be entitled to a fraction of a New Ordinary Share in respect of their holding of Existing Ordinary Shares at the Record Date (a "**Fractional Shareholder**"), such fractions shall be aggregated with the fractions of New Ordinary Shares to which other Fractional Shareholders of the Company may be entitled so as to form full New Ordinary Shares and sold in the market, with the proceeds to be distributed to a charitable organisation selected by the Company. The costs (including the associated professional fees and expenses) that would be incurred in distributing such proceeds to the Fractional Shareholders are likely to exceed the total net proceeds distributable to such Fractional Shareholders, which at the market price of Existing Ordinary Shares at the Latest Practicable Date would amount to less than 80 pence per Fractional Shareholder. In the Board's view, any such costs would therefore be disproportionate in the circumstances.

Given the mid-market price (as derived from the Daily Official List) of the Existing Ordinary Shares at the close of business on the Latest Practicable Date was £0.04 pence per Existing Ordinary Share, and that any Fractional Shareholders would not become entitled to receive any proceeds arising from the sale of New Ordinary Shares formed by the aggregation of fractions of New Ordinary Shares, the Board has consequently decided that proceeds arising from the sale of New Ordinary Shares formed by the aggregation of fractions of New Ordinary Shares will be distributed to a charitable organisation in accordance with the Resolution and Article 13.2.

Other than the change in nominal value, the New Ordinary Shares arising on implementation of the Share Consolidation will have the same rights as the Existing Ordinary Shares, including in respect of voting rights, entitlement to dividends and other rights. Further (and ignoring the effect of fractional entitlements), although the Share Consolidation will reduce the number of ordinary shares in the capital of the Company held by each Shareholder by a factor of 20, the Share Consolidation should not, by itself, affect the market value of their shareholding.

If a Shareholder holds a share certificate in respect of its Existing Ordinary Shares in the Company, then that certificate will no longer be valid from the time that the proposed Share Consolidation becomes effective. If Shareholders hold more than 20 Existing Ordinary Shares on the Record Date, they will be sent a new share certificate evidencing the New Ordinary Shares to which they are entitled under the Share Consolidation. Such certificates are expected to be despatched by not later than 24 June 2015. Upon receipt of the new certificate, Shareholders should destroy any old certificates. Pending the despatch of the new certificates, transfers of certificated New Ordinary Shares will be certified against the Company's share register.

If Shareholders hold their Existing Ordinary Shares in uncertificated form, then they should expect to have their CREST account credited with the New Ordinary Shares to which they are entitled under the Share Consolidation on 17 June 2015, or as soon as practicable after the Share Consolidation becomes effective.

Application will be made to the London Stock Exchange for the New Ordinary Shares arising out of the Share Consolidation to be admitted to trading on AIM ("**Admission**"). On the assumption that, *inter alia*, the Resolution in the Notice of Extraordinary General Meeting is passed at the Meeting, it is expected that Admission will become effective on 17 June 2015.

As at 27 May 2015, the Company had 135,882,936 Existing Ordinary Shares in issue. If the number of issued Existing Ordinary Shares remains unchanged in the period prior to the Share Consolidation, immediately following Admission, the Company would have 6,794,126 New Ordinary Shares in issue, with each share carrying the right to one vote. No shares are held in treasury. Therefore, the total number of voting rights in the Company would be 6,794,126. This figure may be used by Shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company under the Disclosure and Transparency Rules.

Important note for Shareholders

As the current Directors, with the exception of Rob King, intend to resign immediately

following the passage of the various resolutions listed in the Notice of EGM, they make no recommendation as to how Shareholders should cast their vote at the Meeting.

Should Shareholders vote against the Proposals, the current Directors will remain in place and consult with Shareholders and advisers to determine what measures the Company should take next.

Next steps - Extraordinary General Meeting of Shareholders

Notice of a meeting of Shareholders of Praetorian Resources Limited to be held at the offices of R&H Fund Services (Guernsey) Limited, Suite B, Trafalgar Court, 3rd Floor, West Wing, St Peter Port, Guernsey GY1 2JA on 16 June 2015 at 10 a.m. (Guernsey time) is set out in the Appendix A to this document.

The Notice sets out the resolutions to be proposed at the Meeting.

Resolutions 1, 4-7 and 9 are proposed as Ordinary Resolutions of the Company, while Resolutions 3 and 8 are proposed as Special Resolutions.

Resolution 2 is proposed as a Special Resolution for Subscription Shareholders only.

Both Shareholders (being a holder of Ordinary Shares) and Subscription Shareholders are entitled to vote on Resolution 1.

The quorum for a Meeting of Shareholders is two or more Shareholders present in person or by proxy.

A majority of not less than 50 per cent. of the total number of votes cast is required to pass the Ordinary Resolutions, while a majority of not less than 75 per cent. of the total number of votes cast is required to pass the Special Resolutions.

If, within half an hour from the appointed time for the Meeting, a quorum is not present, then the Meeting will be adjourned to the same time on the next day at the same address. At the meeting, those Shareholders present in person or by proxy will form a quorum whatever their number and the number of Shares held by them.

A proxy form for the Meeting is enclosed with this Circular and, to avoid the inconvenience of holding an adjourned meeting, you are encouraged to complete and send it to the Company's registered office at the address set out on the proxy form as soon as possible and, in any event, to arrive at least 48 hours before the time appointed for the Meeting. You will still be entitled to attend the Meeting in person and vote if you wish.

To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than **10.00 am on 12 June 2015**. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 34 of the Uncertificated Securities (Guernsey) Regulations 2009.

Further Information

Shareholders should direct any enquiries concerning the voting procedures to the Administrator on Tel: +44 (0) 1481 734 181 or Fax: +44 (0) 1481 725 106. No information other than that which is contained in this document will be given. No advice will be given on whether individual Shareholders should vote for or against the Resolutions.

ACTION TO BE TAKEN – IMPORTANT

YOU ARE URGED TO COMPLETE AND RETURN THE ENCLOSED PROXY FORM AS SOON AS POSSIBLE TO ARRIVE WITH THE REGISTRAR/ADMINISTRATOR NO LATER THAN 10 A.M. ON 12 JUNE 2015 IRRESPECTIVE OF WHETHER OR NOT YOU INTEND TO BE PRESENT AT THE MEETING.

WE WOULD ASK THAT SHAREHOLDERS EITHER FAX THE PROXY TO THE ADMINISTRATOR AT THE NUMBER ABOVE (+44 (0) 1481 725 106), OR ENSURE THAT SUFFICIENT TIME IS GIVEN FOR IT TO REACH THE ADMINISTRATOR BY POST

Yours faithfully

Chairman
Praetorian Resources Limited

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

TERMS	DEFINITION
Abingdon	Abingdon Capital Corporation, incorporated in Ontario with registered number 2433875
Administrator	R&H Fund Services (Guernsey) Limited
Admission Document	the Admission Document dated 4 July 2012 connection with the initial admission of the Existing Ordinary Shares to trading on AIM
AIM	AIM, a market operated by the London Stock Exchange
AIM Rules for Companies	the AIM rules for companies published by the London Stock Exchange
Arlington	Arlington Group Asset Management Limited, incorporated in England and Wales with registered number 2359077
Articles	the current articles of incorporation of the Company
Circular	this document and the Appendices
Company	Praetorian Resources Limited
Company Partners	those royalty sellers from whom, subject to passage of the Resolutions, royalty interests are intended be acquired pursuant to the New Investing Policy
CREST	the computerised settlement system operated by Euroclear which facilitates the transfer of shares
Directors or **Board**	the members of the board of the Company from time to time
Euroclear	Euroclear UK & Ireland Limited, the operator of CREST
Existing Investing Policy	the investing policy adopted by the Company, as set out in the Admission Document
Existing Ordinary Shares	the ordinary shares of no par value in the capital of the Company prior to the Share Consolidation
Extraordinary General Meeting, **EGM** or **Meeting**	the extraordinary general meeting of the Company (or any adjournment thereof) to be held in connection with the Proposals on 16 June 2015, notice of which is set out in Appendix A to this document
FATCA	The United States Foreign Account Tax Compliance provisions of the US Hiring Incentives to Restore Employment Act 2010, which implemented Sections 1471 through 1474 of the United

	States Internal Revenue Code of 1986 (the "**U.S. Code**"), any current or future regulations or official interpretations thereof, any agreements entered into pursuant to Section 1471(b)(1) of the U.S. Code, any intergovernmental agreements entered into in connection with the implementation of such sections of the U.S. Code, and any fiscal or regulatory legislation, rules or practices adopted pursuant to such intergovernmental agreements entered into in connection with Sections 1471 through 1474 of the U.S. Code.
FCA	the Financial Conduct Authority
Final Subscription Date	as at the date of this document, 31 July 2015 which date, assuming the passage of the Resolutions, will be changed to 16 June 2015
Form of Proxy	the form of proxy accompanying this document for use in connection with the EGM
Investment	an investment to be made by the Company, in accordance with the New Investing Policy
Investment Committee	the investment committee proposed to be established by the Company, as described in this document
Latest Practicable Date	27 May 2015, being the latest practicable date prior to publication of this document
Meeting	the extraordinary general meeting of the holders of Shares which is being convened by way of the Notice of Extraordinary General Meeting which appears in the Appendix to this Circular
New Articles	the new articles of incorporation, proposed to be adopted pursuant to the Resolutions
New Directors	the new directors who are proposed to be appointed to the board of the Company, as more particularly described in this document
New Investing Policy	the new investing policy that is proposed to be adopted by the Company, as more particularly described in this document
New Ordinary Shares	the ordinary shares of no par value in the capital of the Company after the Share Consolidation
Notice of EGM, **Notice** or **Notice of Extraordinary General Meeting**	the notice of EGM set out in this document
Official List	the official list of the UK Listing Authority
Ordinary Resolution	an ordinary resolution of the Company set out in the Notice of Extraordinary General Meeting which appears in the Appendix to this Circular.

Proposals	the proposals from the Board for consideration by Shareholders, as set out in this document
Prospectus Rules	the prospectus rules of the UK Listing Authority made pursuant to section 73A of the Financial Services and Markets Act 2000 (as amended)
Registrar	Computershare Investor Services (Guernsey) Limited
Regulatory Information Service	one of the regulatory information services authorised by the UK Listing Authority to receive, process and disseminate regulatory information in respect of listed companies
Resolutions	the resolutions set out in the Notice of EGM
Service Providers	Arlington and Abingdon (or either of them)
Share Consolidation	the consolidation of 20 Existing Ordinary Shares for 1 New Ordinary Share, as more particularly described in this document
Share Exchange Agreements	the agreements dated 4 July 2012 entered into between the Company and various vendors and/companies, more particularly described in the Admission Document
Shares	ordinary shares of no par value in the capital of the Company, being Ordinary Shares and Subscription Shares
Shareholder	a registered holder of Shares
Special Resolution	a special resolution of the Company set out in the Notice of Extraordinary General Meeting which appears in the Appendix to this Circular.
Subscription Price	the price at which the Subscription Rights are exercisable in accordance with the rights attaching to the Subscription Shares (and subject to adjustment in accordance with those rights)
Subscription Right	the right conferred by each Subscription Share to subscribe for one Ordinary Share as detailed in the Admission Document and the Articles
Subscription Shareholder	a registered holder of a Subscription Share
Subscription Shares	subscription shares of no par value in the capital of the Company which have the right, *inter alia*, to convert into new Ordinary Shares at the Subscription Price
Support Service Agreement	the support services agreements to be entered into with each of the Service Providers, on the terms set out in this document
Vertical Partner	an advisor, consultant or other service organisation that provides financial analysis and provides advice to private and public companies

APPENDIX A

PRAETORIAN RESOURCES LIMITED

(Registered Number 54697)

Notice of Extraordinary General Meeting of Shareholders

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Shareholders of **Praetorian Resources Limited** (the **Company**) will be held at the offices of R&H Fund Services (Guernsey) Limited, Suite B, Trafalgar Court, 3rd Floor, West Wing, St Peter Port, Guernsey GY1 2JA on 16 June 2015 at 10.00a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION – SHAREHOLDERS AND SUBSCRIPTION SHAREHOLDERS

1. That the Company's Investing Policy be, and is hereby, amended as follows:

   "*To build stable and reliable income for Shareholders by seeking to invest in, without limitation and restrictions (including geographic restrictions):*

   (i) long-term, revenue-based royalties in private and/or public companies; and/or

   (ii) other alternative asset classes and/or financing instruments from time to time that bear similar risk and return characteristics to the investments in paragraph (i)".

SPECIAL RESOLUTION – SHAREHOLDERS AND SUBSCRIPTION SHAREHOLDERS

2. That, conditional upon the passage of Resolution 1:

   (a) the rights attached to the Subscription Shares be and are hereby amended, such that the Final Subscription Date shall be 16 June 2015;

   (b) following the Final Subscription Date, the cancellation of the listing of the Subscription Shares on AIM be and is hereby approved; and

   (c) following the cancellation of the listing of the Subscription Shares on AIM, the cancellation of the Subscription Shares be and is hereby approved.

SPECIAL RESOLUTION

3. That, conditional upon the passage of Resolutions 1 and 2, and in accordance with section 25(2) of The Companies (Guernsey) Law, 2008 (as amended), the name of the Company be, and is hereby changed, from "*Praetorian Resources Limited*" to "*Duke Royalty Limited*".

ORDINARY RESOLUTION

4. That, conditional upon the passage of Resolutions 1 and 2, the Company appoint Mr Neil Johnson, having consented to act, as a director of the Company.

5. That, conditional upon the passage of Resolutions 1 and 2, the Company appoint Mr Charles Cannon-Brookes, having consented to act, as a director of the Company.

6. That, conditional upon the passage of Resolutions 1 and 2, the Company appoint Mr Nigel Birrell, having consented to act, as a director of the Company.

7. That, conditional upon the passage of Resolutions 1 and 2, the Company appoint Mr James Ryan, having consented to act, as a director of the Company.

SPECIAL RESOLUTION

8. That, conditional upon the passage of Resolutions 1-7, the Articles of Incorporation be and are hereby amended by replacing the most recent version of the Articles of Incorporation and replacing them with the version of the Articles of Incorporation tabled by the Chairman at the Meeting.

ORDINARY RESOLUTION

9. That, conditional upon the passage of Resolutions 1-8, every twenty (20) of the Existing Ordinary Shares (as defined in the Circular) be and are hereby consolidated into one New Ordinary Share (as defined in the Circular) of no par value in the capital of the Company, such shares having the rights and being subject to the

restrictions set out in the new Articles of Incorporation to be adopted pursuant to Resolution 8 above.

By order of the Board

Notes:

1. Any Shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and vote instead of him. A proxy need not be a Shareholder of the Company.

2. The Form of Proxy, together, if appropriate, with the power of attorney or other authority (if any) under which it is signed, must be deposited at the office of the Company's Registered Office not later than forty-eight hours before the time appointed for holding the meeting.

3. Return of a completed Form of Proxy will not preclude a Shareholder from attending and voting personally at the meeting.

APPENDIX B

RISK FACTORS

A change to the Company's Investing Policy would see it exposed to a new set of risks from those previously disclosed to Shareholders. Prior to casting a vote in respect of the Proposals, Shareholders should consider carefully the factors and risks associated with the change to the Investing Policy, the Company's new business and the industry in which it operates, together with all other information contained in this document including, in particular, the risk factors described below. Additional risks and uncertainties that are not currently known to the Company, or that it currently deems immaterial, may also have an adverse effect on the Company's business, financial condition and operating results. If this occurs the price of the Ordinary Shares may decline and Shareholders could lose all or part of their investment.

The following is not an exhaustive list or explanation of all risks that Shareholders may face if the Company adopts the New Investing Policy, and should be used as guidance only. The order in which risks are presented is not necessarily an indication of the likelihood of the risks actually materialising, of the potential significance of the risks or of the scope of any potential harm to the Company's business, prospects, results of operation and financial position.

RISK FACTORS RELATING TO THE PROPOSALS

If the Proposals are not approved by Shareholders at the Meeting, the Company will continue to face uncertainty and difficulties implementing the Existing Investing Policy

In the most recent annual report sent to Shareholders (dated June 2014), the Chairman, in his report, noted that "*the Company remains undercapitalised in its current form and through its advisers are actively searching for opportunities to bring renewed positive momentum and scale to* [the Company]". This point was reiterated during the release of the Company's interim results on 30 December 2014, when the "*exceptionally challenging headwinds facing the junior resources markets*" were again noted, and that investors faced the prospect of "*one of the most severe bear markets*" in the history of junior resources sector.

As a result, if the Proposals are not approved by Shareholders at the Meeting, there is a risk to Shareholders that the Company's current undercapitalised position will deteriorate further, which could result in Shareholders receiving little or no value for their current shareholdings.

RISK FACTORS RELATING TO THE BUSINESS AND THE NEW INVESTMENT POLICY

The Company has no operating history as a royalty finance company

The Company will only commence pursuing its New Investing Policy following approval of the Proposals. There can be no assurance that the Company will be successful or it will meet the objectives of its New Investing Policy. There is, therefore, no basis on which to evaluate the Company's ability to achieve its objective, implement its New Investing Policy and provide a satisfactory investment return. Any failure in achieving its New Investing Policy could have a material adverse effect on the Company's results of operations, financial condition and prospects.

The Company may have limited diversification in its Company Partners

The Company will not have stringent fixed guidelines for diversification with respect to its Company Partners. At any given point in time, it may have a significant portion of its assets dedicated to a single business or industry. In the event that any such business or industry is unsuccessful or experiences a downturn, this could have a material adverse effect on the Company, results from operations and returns to Shareholders.

The Company depends upon the operations and assets of its Company Partners

As a royalty company, the Company will be entirely dependent on the operations and assets of its Company Partners through its agreements with them. The Company's ability to pay dividends and to pay its operating expenses will be dependent on the distributions received from its Company Partners. Distributions to the Company from its Company Partners are generally based on a percentage of the Company Partner's revenues, same-store sales, gross margin or other similar top-line measure. Accordingly, subject to certain conditions, to the extent that the financial performance of a Company Partner declines with respect to the relevant performance measure, cash payments to the Company will decline. The failure of any Company Partner to fulfil its distribution obligations to the Company could materially adversely affect its financial condition and cash flows.

While it is currently anticipated that the Company's agreements with its Company Partners will provide it with certain remedies in the event of non-payment of distributions by the applicable Company Partner and that the Company may, in certain circumstances, have security over the assets of the Company Partner, the Company's rights and, where applicable, its security interests may be subordinated to the payment rights and security interests of a Company Partner's commercial lenders.

The Company will not have significant influence over any of its Company Partners or their operations nor do will it have the ability to exercise control over such Company Partners. As a result, it may be difficult or impossible for the Company to ensure that the Company Partners operate in the Company's best interest. While it is anticipated that the Company will have certain information rights and may, in certain circumstances have audit rights, the Company will otherwise have, limited access to information, data and disclosure regarding the Company Partners operations which may affect the Company's ability to assess the underlying performance. As a result, the Company may be, to a large extent, dependent on the Company Partner for the accurate calculation and timely payment of royalties. The distributions received by the Company from its Company Partners therefore depend upon a number of factors that may be outside of its control.

To the extent that a Company Partner is a private company, there will generally be no publicly available information, including audited or other financial information, about such Company Partners and the boards of directors and management of these companies may not be subject to the same governance and disclosure requirements applicable to public companies. Therefore, although all Company Partners will be required to provide the Company with regular financial and operating information pursuant to the Company's agreements with them, Shareholders will have to rely on the Company and its management and consultants to investigate and monitor the Company Partners.

Numerous factors may affect the quantum of a Company Partner's distribution obligations to the Company, or the ability of a Company Partner to service such distribution obligations, including the failure to meet its business plan, a downturn in its industry, changes in the prices of the commodities that underlie the Company's royalties or negative economic

conditions. Deterioration in a Company Partner's financial condition and prospects may be accompanied by a material reduction in the distributions or payments received by Company.

The Company may be unable to successfully acquire additional royalties

A key element of the Company's future growth plan is adding new Company Partners and making additional investments in the its Company Partners in the future. The Company's ability to identify and complete new investment opportunities is not guaranteed and there can be no assurance that the Company will be able to identify and complete the desired royalty investments, at reasonable prices or on favourable terms or that the Company will have, or be able to obtain, sufficient financing on reasonable terms to complete such transaction.

The Company may not complete or realise the anticipated benefits of its Company Partner arrangements

Achieving the benefits of future investments will depend in part on successfully identifying and capturing such opportunities in a timely and efficient manner at appropriate valuations and in structuring such arrangements to ensure a stable and growing stream of distributions. Success of the Company's royalty investments will be based on the accuracy of assumptions regarding the valuation, timing and amount of revenues to be derived from its royalties. Unknown defects in, or disputes relating to, the royalties may prevent the Company from realising all of its anticipated benefits.

Company Partners may have termination rights which may be exercised

It is anticipated that the Company Partners will have termination rights in respect of their royalty agreements with the Company. While the exact terms of these termination rights will be negotiated on a case by case basis, it is anticipated that the Company Partners will, if certain conditions are met, be able to repurchase or redeem the Company's interest by paying the applicable consideration. Although the Board believes that the repurchase or redemption price would adequately compensate the Company for the foregone royalty payments, it would be required to reinvest the cash received including possibly investing in its own shares through the repurchase and cancellation of Ordinary Shares. There is no assurance that the Company would be able to successfully identify and complete any such alternative investments or complete any such share repurchase.

The ability of the Company to recover from Company Partners for defaults under its agreements with them may be limited

Royalty are largely contractual in nature. Parties to contracts do not always honour contractual terms and contracts themselves may be subject to interpretation or technical defects. Such parties may not have sufficient cash flow at a particular payment date to honour the contractual terms or they may enter bankruptcy. Additionally, the Company Partners may breach their representations, warranties or covenants or may not comply with their obligations to provide information or to allow the Company to exercise any applicable information or audit rights. To the extent Company Partners do not abide by their contractual obligations, the Company would be required to take legal action to enforce its contractual rights. Such litigation may be time consuming and costly and there is no guarantee of success or that the Company Partner will have sufficient assets to cover the Company's loss. If Company Partners do not honour their contractual obligations, either by choice or due to financial difficulties or bankruptcy, or if the Company is unable to enforce its contractual rights, it may have a material adverse effect on the Company's business, financial condition, results of operations and cash flows.

The Company may be adversely affected by general economic and political conditions

The Company's New Investing Policy and the business of each of the Company Partners are subject to changes in each of their relevant domestic economic conditions, including but not limited to, recessionary or inflationary trends, equity market levels, consumer credit availability, interest rates, consumers' disposable income and spending levels, job security and unemployment, and overall consumer confidence. Market events and conditions in the last several years, including disruptions in the international credit markets and other financial systems resulted in a deterioration of global economic conditions, causing a loss of confidence in global credit and financial markets. This resulted in the collapse of, and government intervention in, major banks, financial institutions and insurers and created a climate of greater volatility, less liquidity, widening of credit spreads, a lack of price transparency, increased credit losses and tighter credit conditions. Notwithstanding various actions by governments and renewed optimism reflected in the financial markets in recent times, concerns remain about the general condition of the capital markets, financial instruments, banks, investment banks, insurers and other financial institutions. Although economic conditions improved, the recovery from the recession has been slow in various jurisdictions including in Europe and the United States and has been impacted by various ongoing factors including sovereign debt levels and high levels of unemployment which continue to impact commodity prices and to result in high volatility in the stock market. These factors have negatively impacted company valuations and will impact the performance of the global economy going forward and could have a material adverse effect on our and our Company Partners' business, financial condition, results of operations and cash flows.

In addition, economic conditions in North America and globally may be affected by political events throughout the world that cause disruptions in the financial markets, either directly or indirectly. In particular, conflicts, or conversely peaceful developments, arising in the Middle-East and other areas of the world that have a significant impact on the price of important commodities can have a significant impact on financial markets and global economy. Any such negative impacts could have a material adverse effect on our Company and our Company Partners' business, financial condition, results of operations and cash flows.

The Company faces competition with other investment entities

The Company will compete with a large number of private equity funds and mezzanine funds, investment banks, equity and non-equity based investment funds, and other sources of financing, including the public capital markets. Some of its competitors are substantially larger and have considerably greater financial resources than the Company. Competitors may have a lower cost of funds and many have access to funding sources that are not available to the Company. In addition, some of the Company's competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments and establish more relationships and build their market shares. There is no assurance that the competitive pressures that the Company faces will not have a material adverse effect on its business, financial condition and results of operations. Also, as a result of this competition, the Company may not be able to take advantage of attractive investment opportunities and there can be no assurance that it will be able to identify and make investments that satisfy its business objectives or that we will be able to meet its business goals.

The Company's ability to manage future growth may have an adverse effect on its business

The Company's ability to sustain continued growth depends on its ability to identify, evaluate and invest in suitable businesses that meet its criteria. Accomplishing such a result on a cost-effective basis is largely a function of the Company's sourcing capabilities, its management of

the investment process, its ability to provide capital on terms that are attractive to private businesses and its access to financing on acceptable terms. As the Company grows, it will also be required to hire, train, supervise and manage new employees. Failure to manage effectively any future growth could have a material adverse effect on its business, financial condition and results of operations.

OPERATIONAL AND FINANCIAL RISK FACTORS

There are no guarantees as to the availability of future financing for operations, dividends and growth

The Company expects that its principal sources of funds will be cash generated from the Company Partners. The Company believes that funds from these sources will provide it with sufficient liquidity and capital resources to meet its ongoing business operations at existing levels. Despite its expectations, however, the Company may require additional equity or debt financing to meet its financing and operational requirements. There can be no assurance that this financing will be available when required or available on commercially favourable terms or on terms that are otherwise satisfactory to the Company, in which event its financial condition may be materially adversely affected.

The payout by the Company of substantially all of its operating cash may make additional investment capital and operating expenditures dependent on increased cash flow or additional financings in the future. The Company may require equity or debt financing in order to acquire interests in new Company Partners or make additional investments in any existing Company Partners. There can be no assurance that such financing will be available when required or will be on commercially favourable terms. A lack of availability or commercially favourable terms could limit the Company's growth. The ability of the Company to arrange such financing in the future will depend in part upon the prevailing capital market conditions as well as its business performance.

The Company and its Company Partners rely heavily on key personnel

The success of the Company and of each of its Company Partners depends on the abilities, experience, efforts and industry knowledge of their respective senior management and other key employees, including their ability to retain and attract skilled management and employees. The long-term loss of the services of any key personnel for any reason could have a material adverse effect on the business, financial condition, results of operations or future prospects of the Company or a Company Partner. In addition, the growth plans of the Company and the Company Partners may require additional employees, increase the demand on management and produce risks in both productivity and retention levels. The Company and the Company Partners may not be able to attract and retain additional qualified management and employees as needed in the future. There can be no assurance that the Company or its Company Partners will be able to effectively manage their growth, and any failure to do so could have a material adverse effect on the Company's business, financial condition, results of operations and future prospects.

There are no guarantees as to the timing and amount of dividends

The amount of dividends paid by the Company will depend upon numerous factors, including profitability, debt covenants and obligations, the availability and cost of acquisitions, fluctuations in working capital, the timing and amount of capital expenditures, applicable law and other factors beyond its control. Dividends are not guaranteed and will fluctuate with the Company's performance and the performance of its Company Partners. There can be no assurance as to the levels of dividends to be paid by the Company, if any. The Company will

also incur expenses as a public company. Should any estimate of such expenses prove inadequate or if unanticipated public company expenses are incurred, it would reduce cash available for payment of dividends. The market value of the Ordinary Shares may deteriorate if the Company is unable to pay dividends in accordance with its dividend policy in the future, and such deterioration may be material.

APPENDIX C

SUMMARY OF PROPOSED AMENDMENTS TO ARTICLES OF INCORPORATION

Proposed amendment	**Reason for amendment**
Change of company name to "Duke Royalty Limited"	This amendment will give effect to the resolution to the change of company name, assuming the relevant Resolution is passed at the Meeting.
Various administrative amendments to Definitions	To reflect changes in current market practice, including descriptions of Guernsey CREST requirements, Authorised Operator and Financial Conduct Authority (as descriptions have changed since the Company was incorporated). Additional definitions are included to give effect to the various new US ERISA and FATCA-related provisions (discussed below).
New provision of information provision (clause 6.1.2)	The new provision gives the Board power to request such information as the Board determines is necessary or appropriate for the Company to comply with its obligations under FATCA.
New power of sale provision (clause 6.14)	The new provision authorises the Company to sell the shares of a shareholder who has been issued with a direction notice, but fails to provide the necessary information. Any shareholder who is issued with a direction notice must sell its shares to person who is not a Non-Qualified Holder (which is essentially any person whose beneficial ownership of Ordinary Shares may result in the Company being in violation of US securities law, or subject to withholding obligations under, or in violation of, FATCA).
Improved DTR5 provisions (clause 7)	The DTR5 provisions have been updated, and brought into line with current market practice.
Disclosure exceptions (clause 8.9)	The new provision permits disclosure of beneficial interests by the Company as may be necessary or desirable to enable it to comply with FATCA or other similar legislation.
Updated transfer provisions (clause 12)	The transfer and transmission provisions have been updated, and brought into line with current market practice. The new clause 12.14 provides that, where shares are owned by a Non-Qualified Holder, then the Board may take steps to require such person to dispose of its shares to a person that is not a Non-Qualified Holder. The provision is designed to ensure that the Company will not inadvertently breach US securities laws.

Meeting procedures (clause 17)	The shareholder meeting provisions have been updated, and brought into line with current market practice.
Board appointments (clause 18)	The provisions have been amended to ensure that at no times shall a majority of the Board be Canadian resident for Canadian tax purposes. Other provisions have been updated, and brought into line with current market practice.
Alternate directors (clause 20)	The provisions have been amended to ensure that no alternate directors shall be resident for tax purposes in either of the UK or Canada.
Director disqualification (clause 25.1.11)	The new provision disqualifies a director from joining the Board if his appointment would lead to a majority of the directors being tax resident in either of the UK or Canada.
Director meetings (clause 26)	The amendments provide that no meetings of the Board shall take place in either of the UK or Canada. New clause 26.3 also provides for 5 business days' notice to be given for all Board meetings.
Secretary (clause 28)	The provisions have been amended to ensure that at no times shall the secretary be a Canadian resident for Canadian tax purposes.
Dividends and distributions (clause 32)	The provisions have been updated, and brought into line with current market practice. New clause 32.17 authorises the Board to take whatever action it requires in order to comply with US laws (including FATCA).
Notice provisions (clause 39)	The notice provisions have been updated, and brought into line with current market practice.