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If you sell or transfer, or have sold or transferred, all of your shares in the Company, this document and the enclosed Form of Proxy should be passed as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent or person through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you sell or transfer, or have sold or transferred, any part of your shares in the Company, you should retain these documents.

This document should be read as a whole. Your attention is drawn to the letter from the Executive Chairman which is set out on pages 8-10 of this document and which recommends you to vote in favour of the Resolutions to be proposed at the General Meeting referred to below.



(Incorporated in the Falkland Islands with registered number 10605)

Proposed Fundraise

and

Notice of General Meeting

The Directors, whose names and functions appear on page 3 of this document, and the Company, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors and the Company (who have 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.

Notice of a General Meeting of the Company to be held at 5.00 p.m. (FKST) on 30 April 2021 at Falkland Islands Chamber of Commerce, Stanley, Falkland Islands is set out at the end of this document. A Form of Proxy in respect of the General Meeting is enclosed with this document and to be valid, must be completed, signed and returned in accordance with the instructions printed thereon and should be returned as soon as possible and, in any event, so as to be received by the Company's registrars, Computershare Investor Services (Jersey) Limited, c/o Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or via the online voting service details on the Form of Proxy no later than 5.00 p.m.(BST) on 28 April 2021, being 48 hours before the time appointed for the holding of the General Meeting. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they wish to do so.

Depositary Interest holders need to submit their votes via the custodian, Computershare Company Nominees Limited. To be valid, a Form of Instruction must be lodged with the Depositary, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY or a vote submitted via the online or CREST voting system as detailed on the Form of Instruction by no later than 5.00 p.m. (BST) on 27 April 2021. Completion and return of a Form of Instruction will not preclude a Depositary Interest holder or a beneficial holder from attending and voting at the General Meeting should they wish to do so.

Cenkos Securities plc, which is authorised and regulated in the United Kingdom by the FCA, is the Company's nominated adviser and broker. Cenkos' responsibilities as the Company's nominated adviser and broker, under the AIM Rules are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person. Cenkos is acting exclusively for the Company and nobody else in connection with the Transaction and will not regard any other person (whether or not a recipient of this document) as a client in relation to the Transaction and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Cenkos or for providing advice in relation to the Transaction or any matters referred to in this document.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. Neither the London Stock Exchange nor the UK Listing Authority has approved or examined the contents of this document. This document does not constitute an offer to sell or issue, or the solicitation of an offer to buy or subscribe for, Ordinary Shares in any jurisdiction.

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Directors and advisers

<i>Directors</i>	Ian Thomson OBE (<i>Executive Chairman</i>) John Hogan (<i>Managing Director</i>) Andrew (Drew) Irvine FCCA (<i>Finance Director</i>) Dennis Carlton (<i>Senior Non-executive Director</i>) Christopher Fleming (<i>Non-executive Director</i>) James Ragg (<i>Non-executive Director</i>)
<i>Company Secretary</i>	Kevin Kilmartin
<i>Registered Office</i>	Argos House H. Jones Road Stanley Falkland Islands FIQQ 1ZZ
<i>Nominated Adviser and Broker to the Company</i>	Cenkos Securities plc 6.7.8.Tokenhouse Yard London EC2R 7AS
<i>Solicitors to the Company as to English law</i>	Peachey & Co LLP 95 Aldwych London WC2B 4JF
<i>Solicitor to the Company as to Falkland Islands law</i>	Kevin Kilmartin Argos House H. Jones Road Stanley Falkland Islands FIQQ 1ZZ
<i>Registrars</i>	Computershare Investor Services (Jersey) Limited 13 Castle Street St Helier Jersey JE1 1ES
<i>Depositary</i>	Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol BS99 6ZY
<i>Email</i>	info@argosresources.com
<i>Telephone</i>	+500 22685

Expected Timetable of Principal Events

<i>Event</i>	<i>Date</i>
Announcement of the Fundraise	7 April 2021
Posting of this document, the Form of Proxy and Form of Instruction	7 April 2021
Latest time and date for receipt of Forms of Instruction for use at the General Meeting	5.00 p.m.(BST) on 27 April 2021
Latest time and date for receipt of Forms of Proxy for use at the General Meeting	5.00 p.m.(BST) on 28 April 2021
General Meeting	5.00 p.m.(FKST) on 30 April 2021
Announcement of the results of the General Meeting	4 May 2021
Issue of the Subscription Shares and Admission and dealings in the Subscription Shares commences on AIM	on 5 May 2021

Notes

- ⁽ⁱ⁾ Each of the times and dates shown above and elsewhere in this document are indicative and accordingly are subject to change.
- ⁽ⁱⁱ⁾ If any of the above times and/or dates change, the revised time(s) and/or date(s) will be notified to Shareholders by announcement through a Regulatory Information Service.

Fundraise statistics

Event

Issue Price	2.75p
Number of Subscription Shares to be issued pursuant to the Fundraise	14,428,001
Gross proceeds of the Fundraise	US\$ 550,000 (approximately £397,000)
Net proceeds of the Fundraise	£365,000 (approximately US\$ 506,000)
Percentage of the Enlarged Share Capital represented by the Subscription Shares	6.14%
Issued Share Capital following the Fundraising	£4,702,824.12
Number of Shares in issue following the Fundraising	235,141,206
Exchange rate (USD:£)	0.7214

Definitions

The following definitions apply throughout this document and the accompanying Form of Proxy, unless the context otherwise requires:

<i>"AEL"</i>	Argos Exploration Limited, a wholly-owned subsidiary of the Company
<i>"AIM"</i>	the AIM market operated by the London Stock Exchange
<i>"AIM Rules"</i>	the AIM rules for Companies published by the London Stock Exchange in January 2021 (as amended) governing the admission to and the operation of AIM
<i>"Argos"</i>	Argos Resources Limited and its wholly-owned subsidiary, AEL
<i>"Articles"</i>	the Articles of Association of the Company
<i>"Board" or "Directors"</i>	the directors of the Company whose names are set out on page 3 of this document
<i>"BST"</i>	British summer time
<i>"Cenkos"</i>	Cenkos Securities plc, which is authorised and regulated by the Financial Conduct Authority
<i>"Circular" or "this document"</i>	this document dated 7 April 2021
<i>"Company"</i>	Argos Resources Limited, incorporated in the Falkland Islands with registered number 10605 and whose registered office is at Argos House, H. Jones Road, Stanley, Falkland Islands FIQQ 1ZZ
<i>"Completion"</i>	completion of the Fundraise
<i>"Computershare" or "Registrars"</i>	Computershare Investor Services (Jersey) Limited
<i>Depositary Interests</i>	Security issued in CREST for settlement, representing Ordinary Shares
<i>Depositary</i>	Computershare Investor Services PLC
<i>"Enlarged Share Capital"</i>	the Existing Ordinary Shares and the Subscription Shares
<i>Existing Ordinary Shares"</i>	the 220,713,205 Ordinary Shares in issue as at the Latest Practicable Date
<i>"FCA"</i>	the Financial Conduct Authority of the United Kingdom.
<i>"FKST"</i>	Falkland Islands standard time
<i>"Form of Proxy"</i>	the form of proxy for use at the General Meeting which is enclosed with this document
<i>"FSMA"</i>	the Financial Services and Markets Act 2000 (as amended) of the United Kingdom
<i>"Fundraise"</i>	the Subscription
<i>"General Meeting"</i>	the General Meeting of the Company to be held at 5.00 p.m.(FKST) on 30 April 2021 at Falkland Islands Chamber of Commerce, Stanley, Falkland Islands
<i>"Group"</i>	the Company and its subsidiaries and/or subsidiary undertakings

<i>"Issue Price"</i>	2.75 pence per Subscription Share
<i>"Latest Practicable Date"</i>	6 April 2021, being the latest practicable date prior to publication of this document
<i>"Licence PL001"</i>	production licence PL001 covering an area of approximately 1,126 square kilometres in the North Falkland Basin
<i>"Licence Area"</i>	the 1,126 square kilometres (approximately) covered by the Licence as at the date of this Circular
<i>"London Stock Exchange"</i>	London Stock Exchange plc
<i>"Notice"</i>	the notice of General Meeting set out at the end of this document
<i>"Official List"</i>	the official list maintained by the United Kingdom Listing Authority
<i>"Ordinary Shares"</i>	ordinary shares of two pence each in the issued share capital of the Company
<i>"Posting"</i>	the posting of the Circular and Form of Proxy
<i>"Regulatory Information Service"</i>	one of the regulatory information services authorised by the United Kingdom Listing Authority to receive, process and disseminate regulatory information in respect of listed companies
<i>"Resolutions"</i>	the resolutions as set out in the Notice which is contained at the end of this document
<i>"Shareholders"</i>	the holders of the Company's Existing Ordinary Shares
<i>"Subscription"</i>	the conditional subscription of the Subscription Shares at the Issue Price on the terms and subject to the conditions contained in the Subscription Letter
<i>"Subscription Letter"</i>	the letter dated on or around 30 March 2021 between the Company and those participating in the Subscription
<i>"Subscription Shares"</i>	the 14,428,001 new Ordinary Shares to be issued by the Company pursuant to the Subscription Letter
<i>"United Kingdom" or "UK"</i>	the United Kingdom of Great Britain and Northern Ireland
<i>"United Kingdom Listing Authority" or "UKLA"</i>	the FCA, acting in its capacity as the competent authority for the purposes of Part IV of the FSMA
<i>"£"</i>	Pounds Sterling, the lawful currency of the United Kingdom
<i>"US\$" or "\$"</i>	Dollars, the lawful currency of the United States

Letter from the Executive Chairman



(Incorporated in the Falkland Islands with registered number 10605)

Directors

Ian Thomson OBE (*Executive Chairman*)
John Hogan (*Managing Director*)
Andrew (Drew) Irvine FCCA (*Finance Director*)
Dennis Carlton (*Senior Non-executive Director*)
Christopher Fleming (*Non-executive Director*)
James Ragg (*Non-executive Director*)

Registered office

Argos House
H. Jones Road
Stanley
Falkland Islands
FIQQ 1ZZ

7 April 2021

To Shareholders, Depositary Interest holders and, for information, to holders of options over Ordinary Shares

Dear Shareholder,

1. Introduction

On 7 April 2021, the Company announced that it had conditionally raised gross proceeds of US\$550,000 (being the \$ equivalent of approximately £400,000) through the issue of 14,428,001 Subscription Shares at a price of 2.75 pence each (the Issue Price).

The Fundraise comprises a subscription by certain new shareholders and Ian Thomson, Executive Chairman of the Company, to raise US\$550,000 (being the \$ equivalent of approximately £400,000 (before expenses)).

Following their issue, the Subscription Shares will represent approximately 6.14% per cent. of the Enlarged Share Capital.

The Fundraise is conditional, among other matters, on the passing of the Resolutions by Shareholders at a General Meeting. A notice convening the General Meeting for 5.00 p.m. (FKST) on 30 April 2021 at Falkland Islands Chamber of Commerce, Stanley, Falkland Islands to consider the Resolutions is set out at the end of this document.

The purpose of this document is to provide you with information about the background to and the reasons for the Fundraise and to explain why the Board considers it to be in the best interests of the Company and its Shareholders as a whole and, further, why the Directors recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting.

Further background information is set out in paragraph 2 below under the heading "*Background to and Reasons for the Fundraise*".

2. Background to and Reasons for the Fundraise

The Company's principal asset is a 100 per cent. interest in Licence PL001, a production licence covering an area of approximately 1,126 square kilometres in the North Falkland Basin. Licence PL001 is adjacent and to the west of the large Sea Lion oil discovery which is reported to contain some 530 million barrels of recoverable oil. A 3D seismic survey was acquired by the Company in early 2011 covering the entire Licence Area. The high quality of the seismic data acquired enabled the Company to identify 52 prospects and 40 leads within the Licence. The Company's Competent Person's Report ("**CPR**") issued in July 2013 described 52 prospects with a total unrisks potential of 3.1 billion barrels of prospective recoverable resource in the most likely case, and up to 10.4 billion barrels in the upside case.

Following the withdrawal of Noble Energy Falklands Limited and Edison International S.p.A. from Licence PL001 and the subsequent reassignment of Licence PL001 to the Company in February 2019, the Company has continued to seek financially and operationally strong farm-in partners to participate in the development of PL001 and help fund the costs of certain drilling commitments during the second term of Licence PL001.

On 31 October 2019, Argos announced that the Falkland Islands Government had agreed to extend the second term of Licence PL001 by a period of 18 months, to 1 May 2021, with no additional work requirements being required beyond the requirement to drill one exploration well within the Licence Area by the end of the second term of Licence PL001. Fulfilling this work obligation would allow a continuation of Licence PL001 into the Third Exploration Term for up to a further 10 years from May 2021 in accordance with its terms and applicable law.

On 18 September 2020, the Company announced that it was engaged with counterparties who had expressed an interest in participating in drilling on Licence PL001. However, the Company noted that the oil & gas industry had experienced a sharp drop in crude oil prices as a result of increased competition from OPEC for market share, which was exacerbated by the significant drop in global energy demand as a result of the Covid-19 pandemic and the industry's response to the challenging market conditions was focused on reducing costs, cutting capital expenditure and delaying projects. Against this backdrop, whilst the Company's discussions with potential farm-in partners remain on-going, the Board believes it may be some time before any farm-in partner's expression of interest is translated into commitments.

In order to enable the Company to progress its discussions with potential farm-in partners, on 10 February 2021 the Board requested that the Falklands Islands Government grant a 12 month extension to the second term of Licence PL001, which is currently due to expire on 1 May 2021. The Falkland Islands Government has said that as part of its consideration of this request, the Company must demonstrate that it has, or will secure, sufficient funds to meet its working capital requirements until at least the period of the extension requested.

The net proceeds of the Fundraise, along with the Company's existing cash of £235,000 at 25 March 2021, will provide working capital for the Group until at least 1 May 2022, being the requested extension date of Licence PL001. Part of the working capital raised will be retained in US\$ to meet the Company's anticipated US\$ expenditures and part will be converted to GBP after the conditions set out in the next paragraph are satisfied.

Completion of the Fundraise is conditional on: (i) the passing of Resolutions; (ii) the Falkland Islands Government consenting to the extension of PL001 for a further period to expire not earlier than 30 April 2022; and (iii) admission of the Subscription Shares to trading on AIM becoming effective on or before 31 May 2021. In the event that the Subscription does not become unconditional on or before 31 May 2021, the Fundraising will not proceed.

In the event that the Company is unable to complete the Fundraise or an alternative means by which to raise capital, find a farm-in partner, or negotiate an extension to PL001, the Company may be unable to realise its assets and discharge its liabilities in the normal course of business and in these circumstances there would be a significant material uncertainty over the Group's and Company's ability to continue as a going concern.

3. Ongoing activities and strategy

The Company has a strong and experienced management team with extensive experience in both the oil and gas industry and the Falkland Islands.

Argos is focused on the North Falkland Basin, specifically Licence PL001, which is a production licence covering an area of approximately 1,126 square kilometres in the North Falkland Basin. Licence PL001 is adjacent and to the west of the large Sea Lion oil discovery which is reported to contain some 530 million barrels of recoverable oil. The Company is currently seeking partners to participate in drilling on Licence PL001 to unlock the value of what the Directors consider to be a significant and exciting opportunity.

4. Details of the General Meeting

As described above, the Fundraise is conditional on the passing of the Resolutions at a General Meeting. The Resolutions will grant authority to the Directors to issue and allot the Subscription Shares as if the statutory pre-emption restrictions under the Companies Acts did not apply to such issue and allotment.

A notice convening the General Meeting is set out at the end of this document. The General Meeting is to be held at 5.00 p.m. (FKST) on 30 April 2021 at Falkland Islands Chamber of Commerce, Stanley, Falkland Islands and Shareholders will be asked to consider and, if thought fit, approve the Resolutions set out in full in the Notice of General Meeting, as summarised below:

- Resolution 1 is an ordinary resolution to grant the Directors authority to allot the Subscription Shares for the purposes of the Fundraise.

- Resolution 2 is conditional on the passing of Resolution 1. Resolution 2 is a special resolution which disapplies the statutory pre-emption rights in respect of the allotment of the Subscription Shares to be allotted pursuant to Resolution 1.

5. Action to be taken

A Form of Proxy for use at the General Meeting by Shareholders is enclosed. Whether or not you intend to be present at the General Meeting, you are requested to complete the Form of Proxy in accordance with the instructions therein and return it to the Company's Registrars, Computershare Investor Services (Jersey) Limited, c/o Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and in any event not later than 5.00 p.m. (BST) on 28 April 2021. The completion and return of the Form of Proxy will not preclude you from attending the General Meeting and voting in person if you wish to do so. You can also submit your proxy vote online as detailed on the Form of Proxy.

Depository Interest holders should refer to the instruction on the Form of Instruction on how to vote for the General Meeting. A completed Form of Instruction needs to be received as soon as possible by the Depository, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY and in any event by not later than 5.00 p.m. (BST) on 27 April 2021. The completion and return of the Form of Instruction will not preclude a Depository Interest holder or representative from attending the General Meeting and voting in person and details of how to attend are outlined on the Form of Instruction. Votes can also be submitted online or via the CREST voting system as detailed on the Form of Instruction.

6. Documents available

Copies of this document will be available to the public free of charge at the Company's registered office and at the offices of Peachey & Co LLP, 95 Aldwych, London WC2B 4JF during business hours, Monday to Friday, except bank holidays for one month following publication of this document. This document is also available on the Company's website, www.argosresources.com.

7. Recommendation

Your Board considers the Transaction and passing of the Resolutions to be in the best interests of the Company and Shareholders as a whole.

Accordingly, the Directors unanimously recommend that the Shareholders vote in favour of the Resolutions

.

Yours faithfully,

Ian Thomson
Executive Chairman
Argos Resources Limited



(Incorporated in the Falkland Islands with registered number 10605)

NOTICE OF GENERAL MEETING

NOTICE is hereby given that a General Meeting (the "**General Meeting**") of the Company will be held at 5.00 p.m. (FKST) on 30 April 2021 at Falkland Islands Chamber of Commerce, Stanley, Falkland Islands for the purpose of considering, and if thought fit, passing the following resolutions:

Ordinary Resolution

1. THAT, the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of the Companies Acts to exercise all the powers of the Company to allot ordinary shares in the Company and grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of £310,000 in connection with the Fundraise (as such term is defined in the Circular to shareholders of the Company dated 7 April 2021).

Special Resolution

2. THAT, conditional on the passing of resolution 1 above, the directors of the Company be and they are hereby empowered pursuant to section 570 of the Companies Act 2006 (the "**2006 Act**") to allot equity securities (as defined in section 560 of the 2006 Act) of the Company pursuant to the authority conferred by resolution 1 above in connection with the Fundraise (as defined in the Circular) as if section 561 of the 2006 Act and Article 6.2 of the Company's articles of association did not apply to any such allotment provided that this power shall be limited to an aggregate nominal amount of £310,000.

By Order of the Board

K Kilmartin
Secretary

Date 7 April 2021

Registered Office Argos House, H. Jones Road, Stanley, Falkland Islands FIQQ 1ZZ

Notes

- (i) Any Shareholder of the Company entitled to attend and vote may appoint another person (whether a member or not) as his/her proxy to attend, speak and vote on his/her behalf at the General Meeting. For this purpose a form of proxy is enclosed with this notice. A proxy need not be a Shareholder of the Company. Lodgement of the form of proxy will not prevent the Shareholder from attending and voting at the General Meeting.
- (ii) The completion and return of a form of instruction will not preclude a member attending the meeting and voting in person. Should the Depositary Interest (DI)holder, or a representative of that holder wish to attend the meeting and/or vote at the meeting, they must notify the Depositary in writing or email UKALLDITeam2@computershare.co.uk by 5.00 p.m.(BST) on 27 April 2021.
- (iii) Only Shareholders, proxies and authorised representatives of corporations, which are Shareholders, are entitled to attend the General Meeting.
- (iv) To be valid, Shareholders must vote by completing the form of proxy and, if relevant, the power of attorney under which it is signed, or a certified copy of that power of attorney, must be received by the Company at Computershare Investor Services (Jersey) Limited, c/o Computershare Investor Services PLC, The Pavillions, Bridgwater Road, Bristol, BS99 6ZY, by 5.00 p.m.(BST) on 28 April 2021. Proxy votes can also be submitted online as detailed on the Form of Proxy.
- (v) For Depositary Interest holders a vote must be received by either the completion and return of a Form of Instruction to Computershare Investor Services PLC, The Pavillions, Bridgwater Road, Bristol, BS99 6ZY or via the online or CREST voting options as detailed on the Form of Instruction by 5.00 p.m (BST). on 27 April 2021.
- (vi) In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

- (vii) Only those Shareholders on the register of members of the Company as at 5.00 p.m.(BST) on 28 April 2021 will be entitled to attend and vote at the General Meeting (or in the case of an adjournment as at 6.00 p.m. on the day which is two days before the time of the adjourned meeting) and may only vote in respect of the number of shares registered in their names at that time. Changes to entries in the register after that time will be disregarded in determining the right to any person to attend and/or vote at the General Meeting.
- (viii) Only those DI holders on the DI register as at 5.00 p.m. (BST) on 27 April 2021 will be entitled to attend and vote at the General Meeting (or in the case of an adjournment as at 6.00 p.m. on the day which is three days before the time of the adjourned meeting) and may only vote in respect of the number of DIs registered in their names at that time. Changes to entries in the register after that time will be disregarded in determining the right to any person to attend and/or vote at the General Meeting.
- (ix) In the case of a corporation, the instrument shall be either under its common seal or under the hand of an officer or attorney duly authorised on its behalf.