

NOTICE OF ANNUAL GENERAL MEETING

Zoltav Resources Inc.

89 Nexus Way, Camana Bay
Grand Cayman, KY1 9007, Cayman Islands

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the "**Meeting**") of the holders of ordinary shares ("**Ordinary Shares**") of Zoltav Resources Inc. (the "**Company**") will be held at 44 Esplanade, St Helier, JE4 9WG, Jersey on 9 July, 2015 at 10.30 a.m. for the following purposes:

Ordinary Business

Resolution 1 – Receipt of Financial Statement and Auditors Report

To propose the following resolution as an ordinary resolution of the Company:

1. That the financial statements of the Company for the year ended 31 December 2014 and the report of the auditors thereon be approved.

Resolutions 2 to 8 – Re-election of Directors

To propose each of the following resolutions as separate ordinary resolutions of the Company:

2. That Symon Drake-Brockman be re-elected as a director of the Company, to hold office in accordance with the terms of the articles of association of the Company.
3. That Stephen Lowden be re-elected as a director of the Company, to hold office in accordance with the terms of the articles of association of the Company.
4. That Michael Lombardi be re-elected as a director of the Company, to hold office in accordance with the terms of the articles of association of the Company.
5. That Alastair Ferguson be re-elected as a director of the Company, to hold office in accordance with the terms of the articles of association of the Company.
6. That Marcus Rhodes be re-elected as a director of the Company, to hold office in accordance with the terms of the articles of association of the Company.
7. That Andrey Komarov be re-elected as a director of the Company, to hold office in accordance with the terms of the articles of association of the Company.
8. That Julia Lebedina be re-elected as a director of the Company, to hold office in accordance with the terms of the articles of association of the Company.

Resolution 9

To propose the following resolution as an ordinary resolution of the Company:

9. That PricewaterhouseCoopers LLP be appointed as auditors of the Company, to hold office until the close of the next annual general meeting of shareholders and their compensation be fixed by the board of directors.

Special Business

Resolution 10 – Directors' authority to allot ordinary shares and grant options

To propose the following resolution as an ordinary resolution of the Company:

10. In accordance with Article 2.1 of the Articles, that the Directors be granted an authority to allot up to 2,117,500 Ordinary Shares for the purpose of satisfying options granted prior to the date of the Meeting, subject to the provisions of the Articles (including Article 2.3 of the Articles, save to the extent dis-applied by resolution 11 or otherwise).

Resolution 11 – Authority to allot free of pre-emption rights

To propose the following resolution as an ordinary resolution of the Company:

11. Subject to the approval of resolution 10, that the Directors be empowered to allot Ordinary Shares as described in resolution 10 as if Article 2.3 of the Articles did not apply to such allotments (to the extent that Article 2.3 would otherwise apply to such allotments).

DATED 15 June 2015.

BY ORDER OF THE BOARD OF DIRECTORS

89 NEXUS WAY
CAMANA BAY
GRAND CAYMAN, KY1-9007
CAYMAN ISLANDS

Proxies and Form of Instruction for Depositary Interest Holders

1. A member entitled to attend and vote at the meeting may appoint a proxy. A proxy need not be a member of the Company and such appointment will not preclude a member from attending and voting at the meeting in person.
2. The Form of Proxy for use at the meeting is enclosed with this document and should be returned as soon as possible and, in any event, so as to be received at the offices of the Company's registrars, Computershare Investor Services (Cayman) Ltd, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible but in any event not later than 10.30 a.m. on 7 July 2015, being 48 hours before the time appointed for the holding of the meeting. The completion and depositing of a Form of Proxy will not preclude you from attending and voting in person at the General Meeting should you wish to do so.
3. If you are a holder of Depositary Interests, a form of instruction is enclosed. To be valid, the form of instruction should be completed, signed and returned in accordance with the instructions printed thereon to the Company's Depositary, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible but in any event should arrive not later than 10.30 a.m. on 6 July 2015.
4. The Form of Proxy must be signed by the member or, in the case of joint holders, any one of them. The notice of meeting shall prevail over any description of the business of the meeting set out in the Form of Proxy.
5. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall 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.