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If you have sold or otherwise transferred all of your Shares in the capital of Richland Resources Limited (the “**Company**”), please immediately forward this document, together with the accompanying 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 onward transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of Shares in the Company you should retain these documents.

Richland Resources Limited

(Incorporated in Bermuda under the Companies Act 1981 (as amended) with registered number EC33385)

Proposed sale of Tanzanite One (SA) Proprietary Limited and other subsidiaries

and

Notice of Special General Meeting

RFC Ambrian Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Company and will not be responsible to anyone other than the Company for providing the protections afforded to its customers or for providing advice in relation to the contents of this Circular or any matter, transaction or arrangement referred to therein. The responsibilities of RFC Ambrian Limited 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, shareholder or any other person. RFC Ambrian Limited is not making any representation or warranty, express or implied, as to the contents of this Circular.

The Directors, whose names appear on page 4 of this document, accept responsibility, both collectively and individually, 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.

This document should be read in its entirety. Your attention is drawn to the letter from the Non-Executive Chairman of Richland Resources Limited set out in this document, which unanimously recommends that you vote in favour of the Resolutions to be proposed at the Special General Meeting referred to below.

Notice convening a Special General Meeting of the Company to be held at 10 a.m. (Bermuda time) on 22nd December 2014 at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda is set out at the end of this document. All Shareholders are urged to complete, sign and return the enclosed Form of Proxy, whether or not they intend to be present at the meeting, in accordance with the instructions printed thereon so as to arrive as soon as possible and in any event, in order to be valid, so as to be received by the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BS99 6ZY not later than 4 p.m. (UK time) on 19th December 2014. The completion and return of a Form of Proxy will not preclude a Shareholder from attending and voting in person at the Special General Meeting should he, or she, wish to do so.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Last date and time for receipt of the Form of Proxy	4 p.m.(London Time) on 19th December 2014
Special General Meeting	10 a.m. (Bermuda Time) on 22 nd December 2014
Anticipated date of completion of the Transaction	By no later than 23 rd February 2015, (being 90 days after the Exchange Date)

DIRECTORS, SECRETARY AND ADVISERS

Directors	Edward Nealon (<i>Non-Executive Chairman</i>) Bernard Olivier (<i>Chief Executive Officer</i>) Ami Mpungwe (<i>Non-Executive Deputy Chairman</i>) Nicholas Sibley (<i>Non-Executive Director</i>)
Group Company Secretary	Michael Allardice
Registered Office	Clarendon House 2 Church Street Hamilton, HM 11 Bermuda
Nominated Adviser and Broker	RFC Ambrian Limited Condor House 10 St Paul's Churchyard London EC4M 8AL
Solicitors to the Company	Joelson Wilson LLP 30 Portland Place London W1B 1LZ
Registrars	Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol BS99 6ZY

DEFINITIONS

The following definitions apply throughout this document (including the enclosed Notice of Meeting) and in the accompanying Form of Proxy, unless the context requires otherwise:

“AIM”	the AIM market operated by the London Stock Exchange;
“AIM Rules”	the London Stock Exchange’s rules and guidance notes contained in its “AIM Rules for Companies” publication relating to companies whose securities are traded on AIM as amended from time to time;
“Capricorn Sapphire Project”	the Capricorn Sapphire mine in Queensland Australia;
“Conditions Deadline”	the day 90 days from the Exchange Date;
“Companies Act”	the Companies Act 1981 of Bermuda as amended from time to time;
“Completion”	Completion of the Sale pursuant to the terms of the Sale Agreement;
“Company” or “Richland”	Richland Resources Limited, a company incorporated in Bermuda under exempt company number 33385 whose registered office is at Clarendon House, 2 Church Street, Hamilton, HM 11 Bermuda;
“Continuing Group”	Richland and those other members of the Group not being sold to Sky Associates;
“Directors”	the directors of the Company from time to time;
“Exchange Date”	25 th November 2014;
“Form of Proxy”	the form of proxy which accompanies this document for use by Shareholders in connection with the General Meeting;
“General Meeting”	the special general meeting of the Company convened to be held at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda at 10 a.m. on 22 nd December 2014 and any adjournment thereof, to consider and, if thought fit, pass the Resolution, notice of which is set out at the end of this document;
“Government”	the government of the United Republic of Tanzania;
“Group”	the Company and its subsidiaries;
“JV Deferred Consideration”	the deferred consideration of up to US\$4,000,000 to which TanzaniteOne Mining is entitled pursuant to Article 4 of the STAMICO Agreement;
“Notice of Meeting” or “Notice”	the notice of General Meeting set out at the end of this document;

“Resolution”	the resolution to be proposed at the General Meeting as set out in the Notice of General Meeting;
“Sale”	the sale of the Target Companies by the Company to Sky Associates pursuant to the Sale Agreement;
“Sale Agreement”	the sale and purchase agreement dated 25th November 2014 entered into between the (1) the Company , and (2) Sky Associates pursuant to which the Company has conditionally agreed to sell the Target Companies to Sky Associates;
“Shareholders”	holders of Shares in the Company from time to time;
“Shares” or “Richland Shares”	common shares of US\$0.0003 each in the capital of the Company;
“Sky Associates” or “Purchaser”	Sky Associates Group Limited, a company incorporated in the British Virgin Islands under company number 1592466 whose registered address is at OMC Chambers, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands;
“Special Business”	business not ordinarily conducted at an annual general meeting of the Shareholders;
“STAMICO agreement”	the joint venture agreement dated 5 December 2013 between TanzaniteOne Mining and the State Mining Corporation of Tanzania;
“subsidiary” or “subsidiary undertaking”	have the meanings given to them by the Companies Act;
“Tanzania”	The United Republic of Tanzania;
“Tanzanite Foundation”	Tanzanite Foundation Ltd, a wholly subsidiary of the Company incorporated in Nevis with company registration number C27789;
“TanzaniteOne Holding”	TanzaniteOne Holding Limited, a wholly owned subsidiary of Tanzanite One SA, incorporated in Mauritius, with company registration number C45266;
“TanzaniteOne Mauritius”	TanzaniteOne Mauritius Limited, a wholly owned subsidiary of TanzaniteOne Holding, incorporated in Mauritius, with company registration number 45660;
“TanzaniteOne Mining”	TanzaniteOne Mining Limited, a wholly owned subsidiary of Tanzanite One SA incorporated in Tanzania, with company registration number 35046;
“TanzaniteOne Polished”	Poltanex (Pty) Ltd previously called Tanzanite One Polished Sales (Proprietary) Limited, incorporated in the Republic of South Africa and a wholly owned subsidiary Tanzanite One SA, with company registration number 1998/024798/07;

“Tanzanite One SA”	Tanzanite One (SA) Proprietary Limited, a subsidiary of the Company incorporated in the Republic of South Africa with company registration number 2001/003177/07;
“Target Companies” or the “Target Group”	Tanzanite One SA; Tanzanite Foundation; Tsavorite One; Urafiki Gemstones; TanzaniteOne Mining; TanzaniteOne Polished; TanzaniteOne Holding; and TanzaniteOne Mauritius.
“Tsavorite One”	Tsavorite One Mining Limited, a subsidiary of the Company incorporated in Tanzania with company registration number 62165;
“Urafiki Gemstones”	Urafiki Gemstones EPZ Limited, a wholly subsidiary of the Company incorporated in Tanzania with company registration number 83326;
“US\$”	US Dollars the lawful currency of the United States

PART 1

LETTER FROM THE NON-EXECUTIVE CHAIRMAN OF RICHLAND RESOURCES LIMITED

Richland Resources Limited

(Incorporated in Bermuda under the Companies Act 1981 (as amended) with registered number EC33385)

Directors:

Edward Nealon (Non-Executive Chairman)
Bernard Olivier (Chief Executive Officer)
Ami Mpungwe (Non-Executive Deputy Chairman)
Nicholas Sibley (Non-Executive Director)

Registered office:

Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

26th November 2014

To Shareholders

Dear Shareholder

**Proposed sale of TanzaniteOne SA and other subsidiaries
and
Notice of General Meeting**

1. INTRODUCTION

- 1.1 Further to the Company's comprehensive review of the strategic options available for its mining operations in Tanzania and the receipt of an offer from Sky Associates on 31 October 2014, your board today announced that the Company has, conditional on shareholder approval and certain other matters details of which are given below, entered into a sale agreement with Sky Associates dated 25th November 2014 in relation to the Sale.
- 1.2 The Sky Associates, is a private company whose principals include both Tanzanian businessmen and also individuals who have international experience in the tanzanite industry.
- 1.3 The Sale, should it complete, would be deemed to be a disposal resulting in a fundamental change of business pursuant to Rule 15 of the AIM Rules. Accordingly, the Sale is conditional on inter alia the approval of Shareholders at the General Meeting. Accordingly, the Company is convening a General Meeting to seek Shareholder approval for the Sale by the Company in accordance with Rule 15 of the AIM Rules. The formal Notice of the General Meeting is set out at the end of this document and a Form of Proxy is also enclosed for you to complete and return.

- 1.4 **The Shareholders should note that in the event that Shareholders do not approve the Sale, the Company will have to pay US\$510,000 to Sky Associates pursuant to the terms of the Sale Agreement.**
- 1.5 Following the Sale, Richland's principal operating asset will be the Capricorn Sapphire Project which is expected to come into production in the first quarter of 2015.
- 1.6 The purpose of this document is to provide you with details of the Sale Agreement and the Resolution to be proposed to Shareholders at the forthcoming General Meeting. Your Board considers that the Resolution to be proposed at the General Meeting is in the best interests of the Company and its Shareholders as a whole and unanimously recommends that you vote in favour of the Resolution.

2. REASON FOR THE SALE

- 2.1 As reflected in the 2012 and 2013 Annual Reports of the Company and in announcements made by the Company the mining operation of TanzaniteOne Mining have been unprofitable and severely affected by the impact of illegal underground mining into TanzaniteOne's operations from neighbouring blocks. The illegal miners were restricting access to underground infrastructure and consequently curtailing the ability of Richland to mine across the entirety of Block C.
- 2.2 While there was a security operation initiated by the Government in July 2013 in the northern area of Block C and further security operations in the second half of 2014, access to the whole of Block C has not been ensured.
- 2.3 On 14th April 2014 the Company announced that it was undertaking a group wide strategic review of its operations as the improvements in security anticipated by the Company at TanzaniteOne's Mining Licence Area had not occurred. The Board's reasons for the strategic review was their view that the operating structure of TanzaniteOne Mining would, until all illegal mining issues are resolved, remain unprofitable due to the structure being set up for mining the entirety of Block C.
- 2.4 As the Government had at the time of the strategic review announcement not taken the anticipated security action Richland announced that:
- (a) until the Government enforced an environment at Block C where worker safety could be assured, and mining undertaken economically by TanzaniteOne Mining, that TanzaniteOne Mining could not continue to operate under its existing cost structure; and
 - (b) TanzaniteOne Mining would not, due to safety concerns, sanction any attempt to restart mining across the whole of Block C.
- 2.5 The Directors also announced on 14th April 2014 their decision that:
- (a) Richland would not be providing any further funding to TanzaniteOne Mining until the conclusion of the strategic review and Government action has ensured the access and security of TanzaniteOne Mining employees across the whole of Block C; and

- (b) In light of the decision not to invest additional funds into Tanzania, Richland would be looking to accelerate its diversification strategy and that the Company's Tavorite project, located in Tanzania, would be placed on hold during the period of the strategic review.
- 2.6 Whilst there have subsequently been some improvements in security there have not been for a sufficiently sustained period to allow profitable mining from the areas previously/still occupied by illegal miners.
- 2.7 On 4th June 2014 the Company announced the exercise of its option over the Capricorn Sapphire project which in the opinion of your Board is an important part of the Company's objective of expanding and diversifying its gemstone mining operations.
- 2.8 On 18th August 2014 the Company announced the following in relation to the Capricorn Sapphire project:
 - (a) Plant and plant site refurbishment commenced;
 - (b) Plan of Operations for the refurbishment of the plant and plant site approved by Queensland Government;
 - (c) Financial Assurance bond has been lodged with the Queensland Government;
 - (d) Sapphire Mine rebranded to "Capricorn Sapphire".
- 2.9 On 3rd November 2014 the Company announced the following in relation to the Capricorn Sapphire project:
 - (a) Reassembly of the plant is scheduled to be complete within 10 days;
 - (b) All engineering work to be completed within 15 days ready for electrical work to begin;
 - (c) Stage 2 Plan Of Operations pertaining to the Earthworks and Mining activities lodged with Queensland Government and awaiting approval;
 - (d) Tailings dam options being assessed and water rights applications currently being prepared;
 - (e) Refurbishment and recommissioning of the Plant and Capricorn Sapphire Mine remain on Schedule for production to commence in the first quarter of 2015.
- 2.10 On 31 October 2014, the Board received an offer from Sky Associates to purchase the Target Group.
- 2.11 It is the view of your Board that;
 - (a) given the continuing operational uncertainties in relation to the tanzanite mining operations of TanzaniteOne Mining and the sustained period that it has not been possible for TanzaniteOne Mining to operate profitably and the need for funding to be provided to TanzaniteOne Mining to sustain its operations that it is in the best interest of the Company and Shareholders for:

- (i) the Group to dispose of this significantly loss-making operation and remove the ongoing funding requirement; and
 - (ii) the Group's tanzanite mining business to be sold in a manner that removes the historic liabilities associated with the Group's tanzanite mining operations from its balance sheet; and
 - (iii) the Group to focus on its Capricorn Sapphire project in the near term as this project moves into production in the first quarter of 2015; and
 - (iv) the Group to continue to evaluate opportunities for further diversification through the acquisition of new gemstone mining operations.
- (b) the Sale to Sky Associates allows the Group to meet the objective in (a)(i) and (a)(ii) above and to provide funds with which it can pursue the objectives in (a)(iii) and (a)(iv) above.
 - (c) the Sale to Sky Associates is in the best interest of the Company and Shareholders and they will be voting the shares which they beneficially own or control in favour of the Resolution to approve the Sale to Sky Associates at the General Meeting.

3. CURRENT TRADING

An update on Richland's third quarter operations and general trading position was released to the market on 25 November 2014.

4. SUMMARY OF THE SALE

- 4.1 Under the terms of the Sale Agreement, Richland will dispose of the Target Group for:
 - (a) a gross cash initial consideration of US\$5.1 million (subject to adjustment); and
 - (b) potential additional consideration calculated by reference to profits received by TanzaniteOne Mining under the STAMICO agreement.
- 4.2 As shown in the pro forma effects on the assets of the Company at 5.2 below the pro forma reduction to the creditors of the Group arising from the sale of the Target Companies is US\$10.8 million.
- 4.3 Further details of the Sale Agreement are set out in Part 2 of this document.

5. EFFECT ON THE CONTINUING GROUP

- 5.1 The pro forma effects of the proposed Sale are based on the following assumptions:
 - (a) The pro forma financial effects are based on the published, reviewed results of the Company for the period ended 30th June 2014, and are based on the assumption that the Sale to Sky Associates took place with effect from 1 January 2014 and the purchase price was paid in one payment on 30th June 2014

- (b) The earnings and headline earnings per Richland Share are based on the assumption that the Sale to Sky Associates took place with effect from 1st January 2014.
- (c) The number of Richland Shares, throughout the period 1st January 2014 to 30th June 2014, for the purposes of the pro forma has been assumed to be 217,209,895 being the number of Richland Shares in issue at the date of this Circular.
- (d) No tax has been provided for in relation to the Pro forma profit on sale of Target Group.

5.2 Pro forma effect on the Assets of the Company

The pro forma affect of the Sale to Sky Associates on the assets of the Company is as summarised in the table below:

	As at 30th June 2014		
	Actual US\$'000	Adjustments US\$'000	Pro forma US\$'000
Non-current assets			
Property, plant and equipment	22,583	(22,215)	368
Deferred tax assets	2,658	(2,351)	307
Inventories	87	(87)	-
Total non-current assets	25,328	(24,653)	675
Current assets			
Inventories	1,458	(432)	1,026
Income tax recoverable	168	(157)	11
Trade and other receivables	3,459	(2,907)	552
Cash and cash equivalents	2,235	4,650	6,885
Total current assets	7,320	1,154	8,474
Total assets	32,648	(23,499)	9,149
Equity			
Share capital	61	(1)	60
Share premium	51,307	(14,804)	36,503
Share issue costs	(179)	8	(171)
Share options outstanding	896	(773)	123
Foreign currency translation reserve	(1,511)	1,773	262
Accumulated loss	(29,575)	1,127	(28,448)
Total equity attributable to parent equity holders	20,999	(12,670)	8,329
Non-controlling interest	(107)	-	(107)
Total equity	20,892	(12,670)	8,222
Non-current liabilities			
Provisions	81	(81)	-
Total non-current liabilities	81	(81)	-
Current liabilities			
Bank overdraft	1,017	(1,017)	-
Interest-bearing borrowings	111	(111)	-

Borrowings	1,128	(1,128)	-
Provisions	122	(122)	-
Current income tax liabilities	2,178	(2,178)	-
Trade and other payables	8,247	(7,320)	927
Total current liabilities	11,675	(10,748)	927
Total liabilities	11,756	(10,829)	927
Total equity and liabilities	32,648*	(23,499)*	9,149*
<i>Pro forma No. of shares in issue (million)</i>	217.2	-	217.2
<i>Net asset value per share (US cents)</i>	9.62	(5.83)	3.79

* May not cast due to rounding.

5.3 Pro forma effect on the results of the Company

The pro forma effect of the Sale to Sky Associates on the results of the Company is as summarised in the table below:

6 months to 30th June 2014			
	Actual US\$'000	Adjustments US\$'000	Pro forma US\$'000
Revenue	3,842	(2,404)	1,438
Cost of sales	(2,444)	1,827	(617)
Gross profit	1,398	(577)	821
<i>Gross margin %</i>	36%	24%	57%
Other income	81	(81)	-
Operating expenses	(2,978)	1,516	(1,462)
Profit on sale of Target Group	-	490	490
(Loss)/profit before income tax	(1,499)	1,348	(151)
Income tax credit/(charge)	276	(221)	55
(Loss)/profit after income tax	(1,223)	1,127	(96)
Non-controlling interest	(34)	-	(34)
<i>(Loss)/profit attributable to equity holders of parent</i>	<i>(1,189)*</i>	<i>1,127*</i>	<i>(62)*</i>
Based on pro forma No. of shares			
<i>EPS (basic – cents)</i>	(0.55)	0.52	(0.03)
<i>EPS (diluted – cents)</i>	(0.55)	0.52	(0.03)

* May not cast due to rounding.

6. FUTURE DIRECTION OF THE COMPANY

- 6.1 Following the receipt of the offer from Sky Associates on 31 October 2014, the Board has considered the effect of the Sale on the Continuing Group. Your Board believes that the proposed Sale represents an opportunity for the Group's tanzanite mining

business to be sold in a manner that removes the historic liabilities associated with the Group's tanzanite mining operations from its balance sheet.

- 6.2 TanzaniteOne Trading Limited, which operates The Tanzanite Experience retail chain, is not one of the Target Group and is not included in the Sale. As announced on 11th June 2014, Richland has been reviewing the options available to it to realise value from The Tanzanite Experience which may include a separate sale of these assets as part of the withdrawal from activities in Tanzania.
- 6.3 The Group will continue to operate as a gemstone mining company with its principal operating asset being the Capricorn Sapphire Project. As announced on 4th November 2014, all site works related to the refurbishment of the plant and plant site remain on schedule and are progressing systematically. The Capricorn Sapphire Project remains on schedule to start production during the first quarter of 2015. The profitable operation of the Capricorn Sapphire Project will be the focus of the Group in the near term.
- 6.4 In addition, the Group will continue to investigate the potential acquisition of additional attractive gemstone projects to enhance shareholder returns and diversify the Group's interests.

7. USE OF THE POTENTIAL SALE PROCEEDS

- 7.1 Following completion of the Sale, and after expenses relating to the Sale, the Group would on a pro forma basis have had a cash balance as at 30th June 2014 of approximately US\$6.9 million.
- 7.2 The Group intends to use the Sale proceeds to fund the ongoing work programme and further development of its Capricorn Sapphire Project and for general working capital purposes.

8. GENERAL MEETING

- 8.1 A formal Notice of General Meeting convening the General Meeting is set out at the end of this document. The General Meeting will be held at 10 a.m. on 22nd December 2014 at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and at the General Meeting Shareholders will be asked to consider and, if thought fit, approve the Resolutions described below.
- 8.2 The Resolutions relating to certain items of special business will be proposed at the General Meeting as follows:

Resolution: Sale of the Target Companies

The Sale, should it complete, would be deemed to be a disposal resulting in a fundamental change of business pursuant to Rule 15 of the AIM Rules. Accordingly, the Sale is conditional on inter alia the approval of Shareholders at the General Meeting. Accordingly, the Company is convening a General Meeting to seek Shareholder approval for the Sale by the Company in accordance with Rule 15 of the AIM Rules. The Resolution will be proposed as an ordinary resolution and will give power to the Company to effect the Sale under the terms of the Sale Agreement.

9. ACTION TO BE TAKEN

A reply-paid Form of Proxy for use in connection with the General Meeting is enclosed with this document. Whether or not you intend to be present at the General Meeting, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed thereon to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and, in any event, not later than 4 p.m. (London time) on 19th December 2014. The completion and return of a Form of Proxy will not preclude you from attending the General Meeting and voting in person should you subsequently wish to do so.

10. RECOMMENDATION

Your Board considers that the passing of the Resolution to be proposed at the General Meeting is in the best interests of the Company and its Shareholders as a whole. Accordingly, your Directors unanimously recommend that you vote in favour of the Resolution set out in the Notice of General Meeting as the Directors have irrevocably undertaken to do in respect of the shareholdings in which they are interested, amounting to 33,609,435 Shares, representing 15.5% per cent. of the Company's current issued and outstanding share capital.

Yours faithfully

Ed Nealon

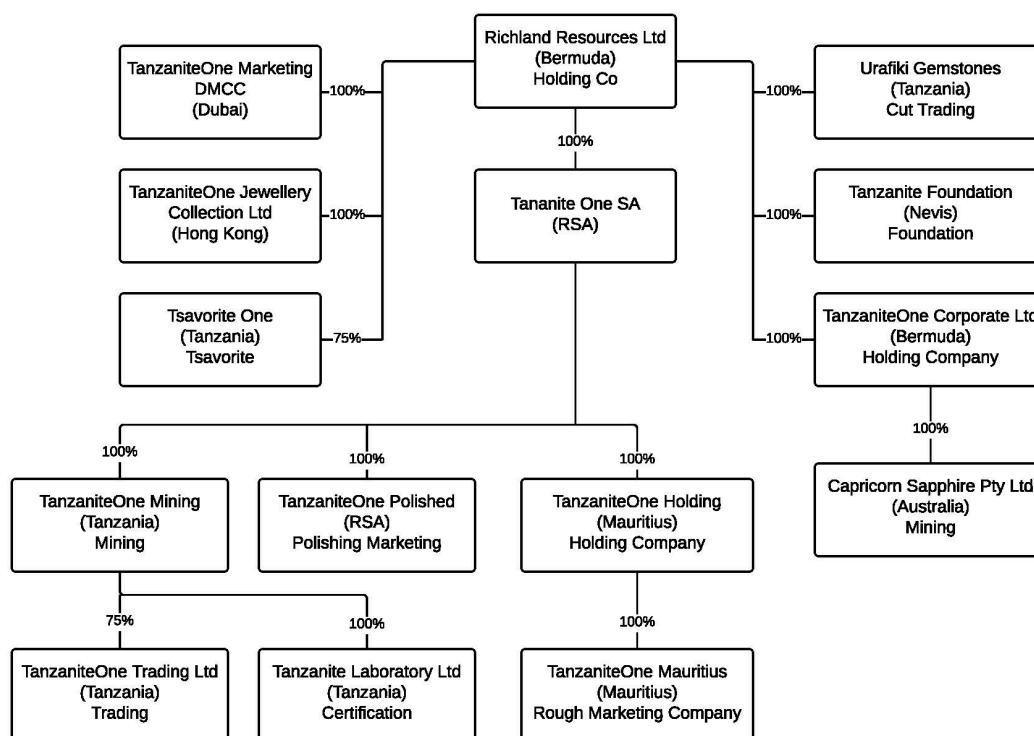
Non-executive Chairman

PART 2

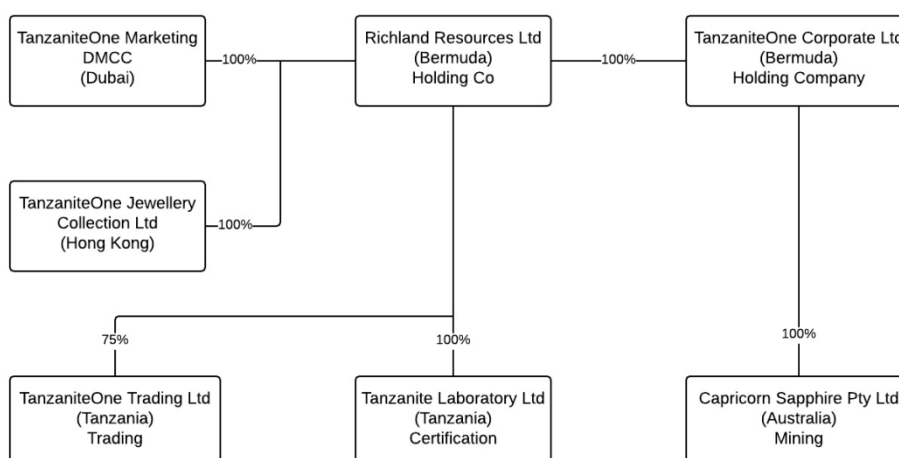
Principal terms of the Sale Agreement

1. GROUP STRUCTURE

1.1 The Company's group structure is currently as follows:



1.2 The Company's group structure if the Sale to Sky Associates is approved will be as follows:



- 1.3 TanzaniteOne Mining is currently the holding company of TanzaniteOne Trading Ltd. and Tanzanite Laboratory Ltd. TanzaniteOne Trading Ltd. and Tanzanite Laboratory Ltd. will not be included in the Sale and will not form part of the Target Companies being acquired by Sky Associates.
- 1.4 Prior to Completion, TanzaniteOne Mining will transfer the shares that it holds in TanzaniteOne Trading Ltd. and Tanzanite Laboratory Ltd. to the Company or another member of the Group not being sold to Sky Associates.

2. TERMS OF THE SALE AGREEMENT

- 2.1 Pursuant to the terms of the Sale Agreement Sky Associates will, conditional on Shareholder and other approvals, acquire the Target Companies and all debt currently owed by the Target Companies to the Company and the Continuing Group.

- 2.2 The key material terms of the Sale Agreement are as follows:

- (a) The purchase price ("**Purchase Price**") payable by Sky Associates is the aggregate of:
- (i) US\$5,100,000 (subject to adjustment, if applicable, as outlined below) ("**Initial Consideration**"); and
 - (ii) additional consideration based on and calculated by reference to profits received by TanzaniteOne Mining under the STAMICO agreement (subject to adjustment, if applicable , as outlined below);
- (b) The Purchase Price is payable as follows:
- (i) US\$510,000, being 10% of the Initial Consideration (the "**Signing Consideration**") has been paid by Sky Associates to the Company on signing of the Sale Agreement ("**Exchange**");
 - (ii) within 10 days of Exchange, 10% of the Initial Consideration (being a further US\$510,000) (the "**Escrow Amount**") will be paid by Sky Associates into an escrow account administered by the Company's solicitor or to the Company to be held under the terms of the escrow arrangements set out or referred to in the Sale Agreement on account of that part of the Initial Consideration payable on satisfaction of the Conditions (as defined below). If the Escrow Amount is not paid within 10 days of Exchange, the Company has the right to terminate the agreement and in the event of such termination Sky Associates would forfeit the Signing Consideration;
 - (iii) 10% of the Initial Consideration (being US\$510,000) shall be paid by Sky Associates to the Company six months after Exchange (the "**Deferred Consideration**"). The Deferred Consideration will be subject to adjustment by reference to the Target Group's liabilities to be specified creditors as at 31 October 2014;
 - (iv) the balance of the Initial Consideration (including the Escrow Amount shall be paid on satisfaction of the following conditions (together the "**Conditions**");

- (A) approval of the Sale by the Minister of Energy and Minerals of Tanzania (“**Minister Approval**”);
 - (B) approval of the Shareholders (“**Shareholders Approval**”); and
 - (C) approval of the Sale by the South Africa Reserve Bank if required by the South Africa Reserve Bank (“**SARB Approval**”);
- (v) Sky Associates has agreed that within 90 business days, after the receipt by TanzaniteOne Mining of any amount in respect of the JV Deferred Consideration in relation to the period up to 31st December 2019 it shall pay to Richland by way of additional consideration 30% of the amount received (the “**Additional Consideration**”);
- (c) Richland has agreed with Sky Associates that if the liabilities of the Target Group to certain creditors as at 31 October 2014 exceed an agreed amount, then Sky Associates will be entitled to apply such excess against its obligation to pay in respect of the Deferred Consideration and 50% of the Additional Consideration;
- (d) Richland and Sky Associates have agreed that if the Conditions are not satisfied and the Sale does not complete, each party will make certain payments to the other on termination of the Sale Agreement. Specifically:
 - (i) if termination is due to failure to obtain Minister Approval within 90 days of the Exchange Date (or such later date as agreed between the parties in writing) (the “**Conditions Deadline**”), then Richland will retain the Signing Consideration and the Escrow Amount will be paid to Sky Associates;
 - (ii) if termination is due to failure to obtain Shareholders Approval by the Conditions Deadline,
 - (A) Richland will refund to Sky Associates the Signing Consideration in full;
 - (B) the Escrow Amount will be paid to Sky Associates; and
 - (C) Richland will be required to pay to Sky Associates an additional amount of US\$510,000;
 - (iii) if termination is due to failure to obtain SARB Approval by the Conditions Deadline, Richland is obliged to repay the Signing Consideration to Sky Associates and the Escrow Amount will be paid to Sky Associates.
- (e) In order to secure each other’s commitment to the Sale Agreement pending satisfaction of the Conditions, Richland and Sky Associates have agreed to pay certain fees to the other party if they terminate the Sale Agreement prior to the satisfaction of the Conditions and the Conditions Deadline (otherwise than where it terminates by reason of the other party being in breach of its obligations under the Sale Agreement). Specifically:

- (i) if Richland terminates the Sale Agreement before the Conditions are met and before the Conditions Deadline has expired:
 - (A) Richland will repay the Signing Consideration to Sky Associates;
 - (B) the Escrow Amount will be released to Sky Associates; and
 - (C) Richland will be required to pay to Sky Associates the sum of US\$1,020,000 as a break fee;
- (ii) If Sky Associates terminates the Sale Agreement before the Conditions are met and before the Conditions Deadline has expired:
 - (A) the Signing Consideration shall be forfeited by Sky Associates and be retained by the Company; and
 - (B) the Escrow Amount will be paid to Richland;
- (f) on or before Completion, all intra group loans between the Target Companies and the Continuing Group, will be written off or assigned to Sky Associates; Any amounts paid by Sky Associates for such loans will be deducted from the Purchase Price and specifically that part of the Purchase Price payable on satisfaction of the Conditions; and
- (g) the Sale Agreement is governed by the laws of England and Wales.

NOTICE OF SPECIAL GENERAL MEETING

Richland Resources Limited

(Incorporated in Bermuda under the Companies Act 1981 (as amended) with registered number EC33385)

NOTICE IS HEREBY GIVEN that a Special General Meeting (the “**Meeting**”) of the members of the Company will be held at 10 a.m. on 22nd December 2014 at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. You will be asked to consider and vote on the Resolution set out below.

ORDINARY RESOLUTIONS

THAT, for the purposes of and Rule 15 of the AIM Rules for Companies issued by the London Stock Exchange PLC, the Sale (as defined and described in the circular sent to shareholders of the Company dated 26th November 2014 (the “**Circular**”)) on the terms set out in the Sale Agreement (as defined and described in the Circular), be and is hereby approved and the directors of the Company be empowered to carry the same into effect.

By Order of the Board
Michael Allardice
Group Company Secretary

Registered office:
Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda
Dated: 26 November 2014

Proxy and Voting Entitlement Instructions for registered shareholders

1. PROXY INSTRUCTIONS

Shareholders are entitled to appoint another person or persons (including a body corporate) to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. If a body corporate is appointed as proxy, the body corporate may appoint an individual as a representative to exercise its powers at the Meeting.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be deposited at or sent by facsimile transmission to one of the following locations, not later than 4 p.m. (UK time) 19th December 2014, or adjourned Meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Codan Services Limited
2 Church Street
Clarendon House
Hamilton HM CX
Bermuda
Facsimile (1 441) 292 4720

OR

Computershare Investor
Services PLC
PO Box 82
The Pavilions
Bridgwater Road
Bristol BS99 6ZY
England
Facsimile 44 (870) 703 6115

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the Companies Act. The proxy may, but need not, be a shareholder of the Company. In the case of shares jointly held by two or more persons, all joint holders must sign the proxy form. A proxy form is attached to this Notice.

2. VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 4 p.m. (UK time) on 19th December 2014. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

3. VOTING INSTRUCTIONS FOR DEPOSITARY INTEREST HOLDERS

Depositary Interest Holders should vote using the Form of Instruction attached to this notice and available from Computershare Investor Services PLC whose details are above. To be valid, the Form of Instruction, duly signed and executed, together with any power of attorney (if any) or other authority under which it is signed (if any) must be deposited at the offices of the Custodian, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 3 p.m. (UK Time) on 19th December 2014.

4. ISSUED SHARES AND TOTAL VOTING RIGHTS

As at 6.00 p.m. on 25th November 2014, the Company's issued share capital comprised 217,209,895 Common Shares of US\$0.0003 per share.

Each Common Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on 25th November 2014 is 217,209,895.

5. COMMUNICATION

Except as provided above, members who have general queries about the General Meeting should use the following means of communication (no other methods of communication will be accepted):

Bernard Olivier

Chief Executive Officer, Richland Resources Limited

Tel: +61 4089 48182

Mike Allardice

Group Company Secretary, Richland Resources Limited

Tel: +852 91 864 854

You may not use any electronic address to communicate with the Company for any purposes in connection with this Notice of Special General Meeting.