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If you have sold or otherwise transferred all of your Existing Ordinary Shares please forward this Document and the Form of Proxy sent to all Shareholders by post at once to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or transferred part only of your Existing Ordinary Shares you should retain this Document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

The Directors, whose names appear on page 6 of this Document, accept responsibility for all the information contained in this Document. To the best of the knowledge and belief of the Directors (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.

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BMR GROUP PLC

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 02401127)

Notice of General Meeting Share Sub-Division Grant of Authority to Issue Ordinary Shares Disapplication of Pre-Emption Rights Change of Name to Callisto Resources PLC

This Document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company, which is set out in Part I of this Document, recommending you vote in favour of the Resolutions to be proposed at the General Meeting.

Notice of a General Meeting to be held at **1:30 p.m. at the offices of Druces LLP at Salisbury House, London Wall, London EC2M 5PS on Friday 23 August 2019 or 5 minutes after the Annual General Meeting finishes if later** is set out at the end of this Document. A Form of Proxy (which contains an Attendance Card) for holders of Ordinary Shares for use at the General Meeting has been sent out to all Shareholders by post and, **to be valid, must be completed and returned to the Company's registrars, Neville Registrars Limited, at Neville House, Steelpark Road, Halesowen B62 8HD, as soon as possible but in any event to be received not later than 1:30 p.m. on 21 August 2019 or 48 hours before any adjourned meeting.** If you plan to attend the General Meeting please bring the Attendance Card which is included with the Form of Proxy. A summary of the action to be taken by Shareholders is set out on page 13 of this Document and in the Notice of General Meeting. Completion and return of the Form of Proxy will not prevent you from attending and voting in person at the General Meeting.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2019

Despatch of this Document	31 July
Latest time and date for receipt of Forms of Proxy	1:30 p.m. on 21 August
Date of the General Meeting	1:30 p.m. on 23 August
Record Date for the Share Sub-Division	6.00 p.m. on 23 August

Notes

1. References to time in this Document are to London time unless otherwise stated.
2. Unless expressly stated otherwise, all future times and dates in this Document are indicative only and may be subject to change.
3. All events in the above timetable following the General Meeting are conditional upon approval by Shareholders of Resolutions 1 and 2.
4. Any changes to the above timetable of principal events will be announced via a Twitter post containing a link to the Company's website.

SHARE CAPITAL STATISTICS

Existing Ordinary Shares of £0.01 par value each currently in issue	335,710,864
Existing Deferred Shares of £0.009 par value each currently in issue	1,346,853,817
Existing Deferred Shares of £0.04	181,378,766
New Ordinary Shares of £0.0005 par value following the Share Sub-Division	335,710,864
2019 Deferred Shares of £0.0095 par value following the Share Sub-Division	335,710,864

DEFINITIONS

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

“Articles”	the articles of association of the Company, as at the date of this Document;
“Company” or “BMR”	BMR Group PLC (incorporated and registered in England and Wales with registered number 02401127) whose registered office is at 35 Piccadilly, London, W1J 0DW;
“Directors” or the “Board”	the directors of the Company whose names are set out on page 6 of this Document;
“Document”	this document, being a circular to Shareholders and the accompanying Notice;
“Existing Deferred Shares”	the deferred shares of £0.009 and £0.04 par value each in the capital of the Company in issue at the Record Date;
“Existing Ordinary Shares”	the Ordinary Shares of £0.01 each in the capital of the Company in issue at the Record Date;
“Form of Proxy”	the form of proxy (which contains the Attendance Card) sent to all Shareholders by post for use by Shareholders at the General Meeting;
“General Meeting”	the general meeting of the Company to be held at 1:30 p.m. on 23 August 2019, notice of which is set out at the end of this Document, or any adjournment thereof;
“2019 Deferred Shares”	the deferred shares of £0.0095 par value each in the capital of the Company to be created by the Share Sub-Division, each with the rights set out in the Articles and ranking pari passu in all respects with the Existing Deferred Shares of £0.009 par value each currently in issue;
“New Ordinary Shares”	the proposed Ordinary Shares of £0.0005 each in the capital of the Company arising on completion of the Share Sub-Division;
“Notice”	the notice convening the General Meeting which is set out at the end of this Document;
“Ordinary Shares”	ordinary shares of the Company;

“Record Date”	the record date for the Share Sub-Division, being 6:00 p.m. on 23 August 2019;
“Resolutions”	the resolutions set out in the Notice;
“Share Sub-Division”	the proposed sub-division of the Company’s ordinary share capital in accordance with Resolution 1;
“Shareholders”	holders of Ordinary Shares;
“Sterling” or “£”	the lawful currency of the UK; and
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland.

**PART
I**

LETTER FROM THE CHAIRMAN

BMR GROUP PLC

(incorporated and registered in England and Wales under the Companies Act 1985 with registered number 02401127)

Directors:

Alex Borrelli (*Executive Chairman*)
Colin Bird (*Non-Executive Director*)
Antony Gardner-Hillman (*Non-Executive Director*)

Registered Office:

35 Piccadilly
London
W1J 0DW

31 July 2019

To all Shareholders

**Notice of General Meeting
Share Sub-Division
Grant of Authority to Issue Ordinary Shares
Disapplication of Pre-Emption Rights
Change of Name to Callisto Resources PLC**

1 Introduction

The Company announced today a series of proposals including: the Share Sub-Division, the grant of authority to issue New Ordinary Shares, the disapplication of the statutory pre-emption rights on certain new issues of shares and the change of the name of the Company to Callisto Resources PLC (the “**Proposals**”). The purpose of this letter is to provide you with the background to the Proposals and to explain why the Board considers the Proposals to be in the best interests of the Company and Shareholders as a whole and why the Board recommends that Shareholders should vote in favour of the Resolutions to be proposed at the General Meeting.

I am therefore writing to invite you to the General Meeting of the Company to be held at Salisbury House, London Wall, London EC2M 5PS at 1:30 p.m. on 23 August 2019 or 5 minutes after the Annual General Meeting finishes if later. The notice of the General Meeting is set out in the Appendix to this Document.

2 Background to the Proposals

As noted in the Company’s report and accounts being sent to Shareholders with this Document, the Directors have consulted with a number of Shareholders representing a significant percentage of shares and understand that there is a strong preference for BMR to pursue a strategy of strategic acquisitions with a view to a re-listing of the Company’s share capital on an appropriate stock market.

The Directors have entered into discussions with the owners of various targets with a view to concluding the acquisition of a business or company within the mining sector, but not in Zambia, in association with a further fundraise which is expected to form the basis of an

application for the proposed re-listing of the Company's share capital on an appropriate stock market by the end of 2019.

As part of this strategic direction, the Directors are proposing a change of name of the Company to Callisto Resources PLC and will be looking to appoint a Chief Executive Officer in the near future. The Directors are also proposing the Share Sub-Division in order to be able to issue new shares, further details of which are described below.

3 Share Sub-Division

UK Company law prohibits the issue by the Company of shares at a price below the par value. The par value of each Existing Ordinary Share is 1p and it is apparent to the Board that the current value of each such share is less than 1p. Therefore, for so long as that remains the case, in practical terms the Company is not able to issue any further Existing Ordinary Shares. To enable the Board to take further our plans for the Company outlined above, the Directors are proposing at the General Meeting that New Ordinary Shares can be issued in due course.

Accordingly, it will be necessary to reorganise the share capital of the Company by means of the Share Sub-Division, to reduce the par value of each subject share to less than its market value and thereby enable the Company to issue New Ordinary Shares. Resolution 1, which will be proposed at the General Meeting as an ordinary resolution, proposes that each Existing Ordinary Share be "split", or "sub-divided", into one New Ordinary Share of £0.0005 and one 2019 Deferred Share of £0.0095. A Shareholder holding one Existing Ordinary Share as at the date of this Document, would, following the Share Sub-Division, therefore hold one New Ordinary Share and one 2019 Deferred Share.

Following the Share Sub-Division, the New Ordinary Shares of £0.0005 each, so created, will continue to carry the same rights as attached to the Existing Ordinary Shares. The New Deferred Shares will not be admitted to trading on any investment exchange. The holders of New Deferred Shares will not, by virtue or in respect of their holdings of New Deferred Shares, have the right to receive notice of any general meeting of the Company nor the right to attend, speak or vote at any such general meeting. The New Deferred Shares will have zero economic value.

The percentage interest of each Shareholder in the issued Ordinary Shares will not be affected by the Share Sub-Division.

The share capital of the Company will comprise of 335,710,864 New Ordinary Shares.

4 General Meeting

The Notice convening the General Meeting at which the Resolutions will be proposed is set out in the Appendix to this Document. A summary of the Resolutions in order for BMR to be able to implement the next stage of its strategic development is set out below.

Resolution 1 – Share Sub-Division (Ordinary Resolution)

Resolution 1 proposes that, each of the 335,710,870 Existing Ordinary Shares of £0.01 each in the capital of the Company be sub-divided into one New Ordinary Share of £0.0005 and one New Deferred Share of £0.0095 each in the capital of the Company.

Resolution 2 – Directors’ Authority to Allot Shares (Ordinary Resolution)

Resolution 2 proposes that, in substitution for any existing authority, the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot or grant rights to subscribe for, or to convert any security into, shares in the Company and subject to the terms the Directors may determine, up to a maximum aggregate nominal amount of £1.5 million (representing 3 billion New Ordinary Shares).

Resolution 3 – Disapplication of Pre-Emption Rights (Special Resolution)

Resolution 3 seeks to dis-apply statutory pre-emption rights in respect of the issue by the Company for cash of New Ordinary Shares, or securities convertible into New Ordinary Shares, up to the aggregate nominal amount of £1.5 million.

Resolution 4 (Special Resolution) - To amend article 4.5 the existing articles of association to take into account the creation of the 2019 deferred ordinary shares.

Resolution 5 – Change of name to Callisto Resources PLC (Special Resolution)

Resolution 5 is a resolution proposing to change the name of the Company to Callisto Resources PLC as part of the new positioning of the Company, and to draw a distinction from its historic activities in Zambia.

Resolutions 1 and 2 will be proposed as ordinary resolutions and accordingly will be passed if approved by a simple majority of Shareholders voting.

Resolutions 3, 4 and 5 will be proposed as special resolutions and accordingly will be passed if approved by not less than a 75% majority of Shareholders voting.

5 Action to be taken

All Shareholders have been sent a Form of Proxy by post for use at the General Meeting. The Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to the Company's registrar, Neville Registrars Limited, at Neville House, Steelpark Road, Halesowen B62 8HD, by not later than 1.30 p.m. on 21 August 2019.

The completion and return of a Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they so wish. Shareholders wishing to attend the General Meeting should bring the Attendance Card (included with the Form of Proxy) with them.

6 Recommendation

The Directors consider the approval of all Resolutions to be in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do so in respect of their aggregate beneficial holding of 2,989,582 Existing Ordinary Shares, representing approximately 0.89 per cent. of the issued ordinary share capital of the Company as at the date of this Document.

Yours faithfully

Alex Borrelli
Chairman

APPENDIX

BMR GROUP PLC

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 02401127)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the members of the Company will be held at the offices of Druces LLP at Salisbury House, London Wall, EC2M 5PS at 1:30 p.m. on Friday 23 August 2019 to consider and, if thought fit, pass the following resolutions, of which resolutions 1 and 2 will be proposed as ordinary resolutions and resolutions 3, 4 and 5 will be proposed as special resolutions:

Resolution 1:

THAT, each of the 335,710,870 ordinary shares of £0.01 each in the capital of the Company in issue at 6 p.m. on 23 August 2019 be sub-divided into one ordinary share of £0.0005 and one 2019 Deferred Share of £0.0095 in the capital of the Company, with such rights attaching to the ordinary shares and the deferred shares as set out in the Articles of Association of the Company as at the date of this notice.

Resolution 2:

THAT, conditional on the passing of Resolution 1 above, and in accordance with section 551 of the Companies Act 2006 of the United Kingdom (the "**Act**"), in substitution for any existing authority, the Directors be generally and unconditionally authorised to allot, or grant rights to subscribe for, or to convert any security into, shares in the Company, up to an aggregate nominal amount of £1.5 million provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next Annual General Meeting of the Company save that the Company may, before such expiry, make offer(s) or enter agreement(s) which would or might require shares to be allotted or equity securities to be granted after such expiry and the Directors may allot or grant equity securities in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired.

Resolution 3:

THAT, conditional on the passing of Resolution 2 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred in Resolution 2 above, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £1.5 million and provided that this power shall expire on the conclusion of the next Annual General Meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired.

Resolution 4:

To delete article 4.5 of the existing Articles of Association and replace with the following.
Deferred Shares, Non-Voting Deferred Shares and the 2019 Deferred Shares

- (a) For the purpose of this Article 4.5 the Deferred Shares, the Non-Voting Deferred shares and the 2019 Deferred Shares of the Company shall be referred to collectively as the “**Deferred Shares**”.
- (b) Notwithstanding anything contained within these Articles, the Deferred Shares in the capital of the Company shall have no rights, powers or benefits attached to them whatsoever and, without limitation, shall not confer on the holders of Deferred Shares any right
 - (i) to receive notice of any general meeting of the Company, or
 - (ii) to be able to attend, speak or vote at any general meeting, or
 - (ii) to share in a dividend declared by the Company, or
 - (iv) to appoint a director,

Provided that on a return of capital on a winding-up or otherwise the surplus assets of the Company remaining after payment of its liabilities shall be applied first in repayment to the holders of the ordinary shares of the amount paid up on such ordinary shares together with a premium of £5,000,000 per ordinary share and the balance of such assets shall be distributed among the holders of the ordinary shares and the holders of the Deferred Shares rateably according to the amount paid up on such shares.

- (c) The Deferred Shares will not be listed on any stock exchange and no share certificates will be issued for the Deferred Shares.
- (d) The Company may reduce the share capital paid up or treated as paid up on the Deferred Shares in any way (in accordance with the 2006 Act). Any such reduction will be in accordance with the rights attaching to the Deferred Shares and will not involve a variation of those rights. The Company may reduce its capital (in accordance with the 2006 Act) at any time without the consent of the holders of the Deferred Shares.
- (e) The passing by the Company of any special resolution for the cancellation of the Deferred Shares for no consideration by means of a reduction of share capital shall not constitute a modification or abrogation of the rights or privileges attaching to the Deferred Shares and accordingly the deferred shares may at any time be cancelled for no consideration by means of a reduction of capital effected in accordance with the 2006 Act without any such sanction on the part of the holders of the Deferred Shares as is required by Article 7.
- (f) The Company shall have irrevocable authority at any time to appoint any person to execute on behalf of the holders of any Deferred Shares a transfer thereof and/or an agreement to transfer the same, without making any payment to or obtaining the

sanction of the holders thereof, to such person as the Company may determine as custodian thereof and, pending such transfer, to retain the certificate (if any) for such shares.

- (g) Article 4.5 shall remain in force until there are no longer any Deferred Shares in existence, notwithstanding any provision in these Articles to the contrary. Thereafter Article 4.5 shall be and shall be deemed to be of no effect (save to the extent that the provisions of Article 4.5 are referred to in other Articles) and shall be deleted and replaced with the wording "Article 4.5 has been deleted", and the separate register for the holders of Deferred Shares shall no longer be required to be maintained by the Company, but the validity if anything done under Article 4.5 before that date shall not otherwise be effected and any actions taken under Article 4.5 before that date shall be conclusive and shall not be open to challenge on any grounds whatsoever.

Resolution 5:

THAT, the name of the Company be changed to Callisto Resources PLC.

By Order of the Board
Alex Borrelli
Secretary
Date: 31 July 2019

Registered Office:
35 Piccadilly
London
W1J 0DW

NOTES FOR SHAREHOLDERS

ENTITLEMENT TO ATTEND AND VOTE

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended by the Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009), the Company specifies that only those Shareholders registered in the Company's register of members at 6.00 p.m. on 21 August 2019 or, if the meeting is adjourned, in the register of members at 6.00 p.m. on the second day prior to the day of any adjourned meeting, shall be entitled to attend or vote at this General Meeting in respect of the number of shares registered in their names at that time. Changes to entries on the register after 6.00 p.m. on 21 August 2019 or, if the meeting is adjourned, in the register of members after 6.00 p.m. on the second day prior to the day of the adjourned meeting, will be disregarded in determining the rights of any person to attend, speak or vote at the meeting or at any such adjournment.
2. **To attend the General Meeting, shareholders must be on the register of members as noted above or be an authorised proxy and provide evidence of their identity. In addition, Shareholders wishing to attend should bring the Attendance Card (included with the Form of Proxy sent to Shareholders) with them to the General Meeting.**

APPOINTMENT OF PROXIES

3. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a form of proxy with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
4. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the form of proxy are set out in the notes to the Form of Proxy.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please complete the requisite number of forms of proxy and state clearly on each form the number of shares in relation to which the proxy is appointed (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

APPOINTMENT OF PROXY USING HARD COPY FORM OF PROXY

7. The notes to the form of proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the form of proxy, the form must be:

- completed and signed;
- sent or delivered to the Company's registrars Neville Registrars Limited at Neville House, Steelpark Road, Halesowen B62 8HD; and
- received by the Company's registrar no later than 1:30 p.m. on 21 August 2019.

In the case of a member which is a company, the form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy

APPOINTMENT OF PROXY BY JOINT MEMBERS

8. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the company's register of members in respect of the joint holding (the first-named being the most senior).

CHANGING PROXY INSTRUCTIONS

9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. The new proxy should be submitted no later than 48 hours prior to the meeting. Any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hardcopy proxy form, please contact the Company's registrar. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

TERMINATION OF PROXY APPOINTMENTS

10. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the Company's registrar no later than 1:30 p.m. on 21 August 2019. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

CORPORATE REPRESENTATIVES

11. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

ISSUED SHARES AND TOTAL VOTING RIGHTS

12. As at close of business on 30 July 2019, the Company's issued share capital conferring voting rights comprised 335,710,864 Ordinary Shares of one penny (£0.01) each. Each Ordinary Share carries the right to one vote and therefore, the total number of shares carrying voting rights in the Company as at the close of business on 30 July 2019 is 335,710,864.