

AIM: MARL

Suite 102, 3 Eden Street  
North Sydney, NSW 2060  
6 June 2016 Australia

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#### NOTICE OF ANNUAL GENERAL MEETING

GUERNSEY, United Kingdom, June 6, 2016 (GLOBE NEWSWIRE) -- NOTICE IS HEREBY GIVEN that the tenth Annual General Meeting of the Company will be held at the registered office of the Company at Granite House, La Grande Rue, St Martin, Guernsey GY1 3RS at 12.00 noon on 30 June 2016 (UK London) for the purpose of considering and, if thought fit, passing the following Ordinary Resolutions.

Words and expressions used or defined in the circular to shareholders dated 6 June 2016 (a copy of which is produced to the meeting and signed by the Chairman for the purposes of identification) (the "Circular") shall have the same meanings where used in these resolutions, except where the context otherwise requires.

#### ORDINARY BUSINESS:

To consider and if thought fit pass the following resolutions, which will be proposed as ordinary resolutions:

1. That the Report of Directors and the audited financial statements of the company for the financial period ended 31 December 2015 be adopted.
2. That Mr. John Horsburgh (who retires in accordance with the Articles of Association and, being eligible, offers himself for re-election) be re-appointed as a director of the Company.
3. That Mr. Glen Parsons (who retires in accordance with the Articles of Association and, being eligible, offers himself for re-election) be re-appointed as a director of the Company.
4. That Mr. Eric Roth (who retires in accordance with the Articles of Association and, being eligible, offers himself for re-election) be re-appointed as a director of the Company.
5. That Mr. John Goodwin (who retires in accordance with the Articles of Association and, being eligible, offers himself for re-election) be re-appointed as a director of the Company.
6. That the aggregate fees for non-executive directors be not more than £150,000 annually, to be distributed among them as the Board sees fit.
7. That Grant Thornton Limited be re-appointed as auditor of the Company and that the directors be authorised to determine the remuneration of the auditors.

#### Special Business

8. That, in accordance with articles 26.3(a), 26.5 and 26.6 of the Company's articles of incorporation and section 287 of the Companies Law, and with effect from Admission, all the ordinary shares of 0.01 pence in the capital of the Company that are in issue at 6.00 p.m. on 30 June (each an Existing Ordinary Share) be consolidated into ordinary shares of 0.1 pence each (each a New Ordinary Share) on the basis of 1 New Ordinary Share for every 10 Existing Ordinary Shares, with each New Ordinary Share having the same rights and being subject to the same restrictions under the Articles as each Existing Ordinary Share, provided that where such consolidation results in any shareholder being entitled to a fraction of a New Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of New Ordinary Shares to which other shareholders of the Company are entitled and the directors of the Company be authorised to sell (or appoint any other person to sell) to any persons all the New Ordinary Shares representing such fractions and to distribute the proceeds of sale (net of expenses) in due proportion among the relevant shareholders entitled, save that no shareholder shall be entitled to recover any of such proceeds of sale unless his entitlement exceeds £3, and the proceeds of sale not so distributed shall be retained for the benefit of the Company and that any Director (or any person appointed by the Directors) shall be and is hereby authorised to execute an instrument of transfer in respect of such shares on behalf of the relevant shareholders and do all acts and things the Directors consider necessary or expedient to effect the transfer of such shares to, or in accordance with the directions of any buyer of any such shares.

Registered Office:  
Granite House  
La Grande Rue  
St Martin's  
Guernsey  
Channel Islands

By order of the Board

John Horsburgh  
Chairman  
Date: 6 June 2016

Notes:

- (a) A member entitled to attend and vote is entitled to appoint one or more proxies to exercise all or any of his rights to attend and to speak and vote at the meeting. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy, please contact the Company on telephone number +61 2 9437 4588.
- (b) To be valid, an instrument appointing a proxy and any power of attorney or other authority under which the proxy instrument is signed (or a notarially certified copy thereof) must be deposited with the Company at the Company's registered office or by facsimile to the Company on +61 2 9437 4599 not less than 48 hours before the time for holding the meeting.
- (c) In the case of a corporation, the proxy form must be expressed to be executed by the corporation and must be signed by a director and the secretary or by two directors or under the hand of a duly authorised officer or attorney.
- (d) In the case of joint holders the vote of the person first named in the register of members tendering a vote will be accepted to the exclusion of the votes of the other joint holders.
- (e) The completion and return of a proxy card will not affect the right of a member to attend, speak and vote in person at the meeting convened by this notice.
- (f) The quorum for the meeting is two or more members present in person or by proxy or a duly authorised representative of a corporation which is a member.
- (g) The ordinary resolutions must be passed by a simple majority of the total number of votes cast for and against such resolution.
- (h) At the meeting the vote may be taken by show of hands or by poll. On a poll, every member, who is present in person or by proxy, shall be entitled to one vote for every share held by him.
- (i) If, within half an hour after the time appointed for the meeting (or such longer interval not exceeding one hour as the chairman of the meeting may think fit to allow) a quorum is not present, the meeting shall stand adjourned for 14 days day at the same time and place, or to such time and place as may be fixed by the chairman of the meeting and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present in person and by proxy shall be a quorum.
- (j) Pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, members will be entitled to attend and vote at the meeting if they are registered on the Company's register of members 48 hours before the time appointed for the meeting or any adjournment thereof.

The Notice of Meeting may be viewed and downloaded from the Company's website [www.marianaresources.com](http://www.marianaresources.com) or by following the link below:

Link: [http://www.marianaresources.com/site/media/160606\\_Mariana\\_news\\_notice.pdf](http://www.marianaresources.com/site/media/160606_Mariana_news_notice.pdf)

**\*\*ENDS\*\***

For further information please visit website at [www.marianaresources.com](http://www.marianaresources.com) or contact the following.

In Australia:

Glen Parsons (CEO)	<a href="http://www.marianaresources.com">Mariana Resources Ltd.</a>	+61 2 9437 4588
Eric Roth (COO)	<a href="http://www.marianaresources.com">Mariana Resources Ltd.</a>	+61 2 9437 4588
Rob Adamson	RFC Ambrian Limited (Nomad)	+61 2 9250 0041
Will Souter	RFC Ambrian Limited (Nomad)	+61 2 9250 0050

In U.K.

Oliver Stansfield	Brandon Hill Capital (UK Broker)	+44 20 3463 5061
Jonathan Evans	Brandon Hill Capital (UK Broker)	+44 20 3463 5016
Camilla Horsfall	Blytheweigh (Financial PR)	+44 20 7138 3224
Megan Ray	Blytheweigh (Financial PR)	+44 20 7138 3203

About Mariana Resources

[Mariana Resources Ltd.](http://www.marianaresources.com) is an AIM quoted exploration and development company with an extensive portfolio of gold, silver and copper projects in South America and Turkey.

Mariana's most advanced asset is the Hot Maden gold-copper project in north east Turkey, which is a joint venture with its

Turkish JV partner Lidya (30% Mariana and 70% Lidya). A maiden mineral resource estimate of 2.03 Moz gold Equivalent (Indicated Category) and 0.97 Moz gold Equivalent (Inferred Category) (100% basis) was reported for Hot Maden on August 18, 2015. Elsewhere in Turkey, Mariana holds a 100% interest in the Ergama gold-copper project.

In Suriname, Mariana has a direct holding of 10.2% of the Nassau Gold project.) The Nassau Gold Project is a 28,000 Ha exploration concession located approximately 125 km south east of the capital Paramaribo and immediately adjacent to Newmont Mining's 4.2Moz gold Merian project.

In southern Argentina, the Company's core gold-silver projects are Las Calandrias (100%), Sierra Blanca (100%), Los Cisnes (100%), Bozal (100%). These projects are part of a 160,000+ Ha land package in the Deseado Massif epithermal gold-silver district in mining-friendly Santa Cruz Province. Mariana acquired 100% interests in the Doña Ines gold-silver and Exploradora East copper prospects in northern Chile through the Aegean Metals Group transaction which closed in January, 2015, with Mariana exploration now being funded by Asset Chile through the provision of \$1.65m for a total 50% interest.

In Peru, Mariana is focusing on acquiring new opportunities which complement its current portfolio.

#### Safe Harbour

This press release contains certain statements which may be deemed to be forward-looking statements. These forward-looking statements are made as at the date of this press release and include, without limitation, statements regarding discussions of future plans, the realization, cost, timing and extent of mineral resource estimates, estimated future exploration expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, and requirements for additional capital. The words "plans", "expects", "budget", "scheduled", "estimate", "forecasts", "intend", "anticipate", "believe", "may", "will", or similar expressions or variations of such words are intended to identify forward-looking statements. Forward-looking statements are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause actual results to vary materially from those expressed or implied by such forward-looking statements, including, but not limited to: the effects of general economic conditions; the price of gold, silver and copper; misjudgements in the course of preparing forward-looking statements; risks associated with international operations; the need for additional financing; risks inherent in exploration results; conclusions of economic evaluations; changes in project parameters; currency and commodity price fluctuations; title matters; environmental liability claims; unanticipated operational risks; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or in the completion of development or construction activities; political risk; and other risks and uncertainties described in the Company's annual financial statements for the most recently completed financial year which is available on the Company's website at [www.marianaresources.com](http://www.marianaresources.com). Although we believe that the expectations reflected in such forward-looking statements are based upon reasonable assumptions and have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such forward-looking statements. Accordingly, readers are cautioned not to place undue reliance on forward-looking statements. We do not undertake to update any forward-looking statements, except in accordance with applicable securities laws.

Notice of AGM <http://hugin.info/137803/R/2018081/748982.pdf>

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