

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are recommended to seek immediately your own personal financial advice from your stockbroker, bank manager, solicitor, accountant, or other independent professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your registered holding of Ordinary Shares, please forward this document and the accompanying form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you have sold or transferred part only of your registered holding of Ordinary Shares, please contact the stockbroker, bank or other agent through whom the sale or transfer was effected.

EL ORO LTD.

*(a non-cellular registered closed-ended investment company with liability limited by shares incorporated in Guernsey
with registration number 49778)*

NOTICE OF ANNUAL GENERAL MEETING

and

PROPOSED AMENDMENT TO ARTICLES OF INCORPORATION

The Company is a registered closed-ended investment scheme in accordance with Section 8 of the Protection of Investors (Bailiwick of Guernsey) Law, 1987 as amended and the Registered Collective Investment Schemes Rules 2015.

Notice of the Annual General Meeting of El Oro Ltd. to be held at 41 Cheval Place, London SW7 1EW, United Kingdom on Thursday 17 November 2016 at 12 noon. is set out at the end of this document. A form of proxy for use at the meeting is enclosed. To be valid, the form of proxy should be completed, signed and returned in accordance with the instructions printed thereon, to the Company's Registrar, Computershare Investor Services (Guernsey) Limited, c/o The Pavilion, Bridgwater Road, Bristol, BS99 6ZY as soon as possible but, in any event, so as to arrive no later than 12 noon on 15 November 2016. The completion and return of a form of proxy will not preclude Members from attending and voting at the meeting should they so wish.

DEFINITIONS

In this document, except where the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company convened for 17 November 2016 at noon;
“Articles”	the articles of incorporation of the Company, as amended;
“Board” or “Directors”	the board of directors of the Company;
“Business Day”	a weekday (other than a Saturday or Sunday) on which the majority of banks in London and Guernsey are open for normal banking business;
“CISE”	the Channel Islands Securities Exchange;
“Company”	El Oro Ltd.;
“El Oro UK”	El Oro and Exploration Company Limited;
“Members”	holders of Ordinary Shares; and
“Ordinary Shares”	ordinary shares of no par value in the Company.

Other capitalised terms shall have the meanings ascribed thereto in the Articles.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of forms of proxy	12 noon on 15 November 2016
Annual General Meeting	12 noon on 17 November 2016
Latest time for a special resolution to be passed to approve the continuation of the Company	the Company's annual general meeting in 2018 (to be held no earlier than 1 November 2018)

If any of the above times and/or dates change prior to the AGM, the revised times and/or dates will be notified to Members by 7 November 2016. All times shown in this document are Guernsey times.

EL ORO LTD.

(a non-cellular registered closed-ended investment company with liability limited by shares incorporated in Guernsey with registration number 49778)

Board of Directors:

C. Robin Woodbine Parish
J. Anthony Wild
Robert E. Wade
Rupert A.R. Evans
Subbarayan B. Kumaramangalam

Registered office:

East Wing
Trafalgar Court
Les Banques
St. Peter Port
Guernsey

To Members of El Oro Ltd.

19 October 2016

Dear Member,

Annual General Meeting

Proposed Amendment to Articles

Introduction

I am writing to you today with notice that the AGM of the Company will be held at 12 noon on Thursday 17 November 2016 at 41 Cheval Place, London SW7 1EW, United Kingdom.

The purpose of the AGM is to consider four ordinary resolutions and one special resolution that are being proposed. The ordinary resolutions are set out in the notice of Annual General Meeting at the end of this document. They relate to matters that occur annually and require no further explanation. The special resolution that is being proposed (the “**2016 Special Resolution**”) relates to the proposed amendment to the Company’s Articles of Incorporation and, if passed, will provide that the Company be placed in voluntary liquidation within six months of the Company’s annual general meeting in 2018 (to be held no earlier than 1 November 2018) (the “**2018 AGM**”), unless the Members pass a special resolution at, or prior to, the 2018 AGM.

An explanation for the reason behind the proposing of the special resolution, is set out below.

Reason for the proposed change to the Articles of Incorporation.

The Company’s shares are listed on the CISE. Recently some Members have expressed concern at the investment performance of the Company, the lack of liquidity in the Ordinary Shares and their widening discount to net asset value. In response to this the Board consulted a number of the larger Members who re-emphasised the above concerns. In light of this the Board is proposing the 2016 Special Resolution at the forthcoming AGM to alter the Articles of Incorporation of the Company with the effect that the Company will be put into voluntary liquidation within six months of the 2018 AGM unless a special resolution is passed resolving to continue the Company at, or prior to, the 2018 AGM. The Board considers this action would give Members who wish to exit the Company at closer to net asset value the opportunity to do so and will allow the Company sufficient time to further manage its debt and its investment performance, as appropriate, in the intervening period. Members should note that if the Company is put into voluntary liquidation within 6 months of the 2018 AGM, whilst the Company would seek to realise assets at the best available price, there is no guarantee that all assets will be realised at their appropriate value.

The proposed 2016 Special Resolution has the full support of the Board. The Directors and the directors of El Oro UK who own Ordinary Shares have all executed irrevocable undertakings to vote in favour of the 2016 Special Resolution in relation to Ordinary Shares that they beneficially own, or over which they have control.

The special resolution being proposed is that the Articles of Incorporation be amended to include a new Article 37.1 which states as follows:

“Notwithstanding any other provision of these Articles, proceedings to wind up the Company shall commence within 6 months after the end of the annual general meeting for 2018 (to be held no earlier than 1 November 2018), unless at such annual general meeting, or at a general meeting requisitioned earlier, a Special Resolution is passed that the Company should continue and not be wound up (such Special Resolution to be proposed at such annual general meeting for 2018 unless proposed at a general meeting requisitioned prior to that date).”

Annual General Meeting - 17 November 2016 at 12 noon - Proposed resolutions

The ordinary resolutions that will be put to Members at the Annual General Meeting, are:

1. To receive the Directors' report and the consolidated financial statements for the year ended 30 June 2016.
2. To re-appoint PricewaterhouseCoopers CI LLP as Auditor of the Company, to hold office until the conclusion of the next General Meeting at which financial statements are laid before the Company and to authorise the Directors to fix their remuneration.
3. To authorise the payment of a final dividend of 2.405 pence per Ordinary Share for the year-ended 30 June 2016.
4. To authorise the Company generally and unconditionally to make market purchases within the meaning of Section 315 of the Companies (Guernsey) Law 2008, the authority for market acquisitions set forth in Article 4.7 of the Company's Articles of Incorporation to be approved and restated on the basis that Ordinary Shares in the capital of the Company ("Shares") may be purchased upon or subject to the following conditions:
 - a) the maximum number of Shares hereby authorised to be purchased is 6,111,558;
 - b) the maximum price at which Shares may be purchased shall be 5% above the average of the middle market quotations for the Shares as taken from the Channel Islands Stock Exchange Daily Official List for the five business days preceding the date of purchase and the minimum price shall be 5 pence per share, in both cases exclusive of expenses; and
 - c) the authority to purchase conferred by this Resolution shall expire on the date falling eighteen months after the date of this resolution or if earlier, at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution, save that the Company may before such expiry enter into a contract of purchase under which such contract may be completed or executed wholly or partly after the expiration of this authority.

The special resolution that will be put to Members at the Annual General Meeting are:

5. To amend the Company's Articles of Incorporation to provide that the Company be placed into voluntary liquidation within six months after the end of the 2018 AGM (to be held no earlier than 1 November 2018), unless the Members pass a special resolution at the 2018 AGM (or at an earlier requisitioned general meeting) for the continuation of the Company.

Action to be taken

You will find enclosed with this document a form of proxy for use at the AGM to be held at 41 Cheval Place, London SW7 1EW, United Kingdom at 12 noon on 17 November 2016.

Whether or not you propose to attend the AGM in person, you are requested to complete and sign a form of proxy in accordance with the instructions printed on it and return it to the Company's Registrar, Computershare Investor Services (Guernsey) Limited, c/o The Pavilion, Bridgwater Road, Bristol, BS99 6ZY as soon as possible but, in any event, so as to arrive no later than 12 noon on 15 November 2016.

The completion and return of a form of proxy will allow you to cast your vote without having to attend the AGM in person, but it will not preclude you from attending the AGM and voting in person if you wish to do so.

Taxation

The passing of the 2016 Special Resolution, and/or any subsequent resolution for the continuation of the Company and/or the winding-up of the Company could have tax consequences for each Member. Each Member's tax position is their own responsibility as such position can relate to their own circumstances. The Company is not giving and does not purport to give any tax or other advice in relation to the matters set out herein. Members who are in any doubt as to their tax position are encouraged to seek independent professional advice.

Recommendation

Your Board considers that the above proposed ordinary resolutions and the 2016 Special Resolutions are in the best interests of the Company and its Members as a whole. Accordingly the Board unanimously recommends that Members vote in favour of the resolutions to be proposed at the AGM.

Yours sincerely

C. Robin Woodbine Parish
Chairman

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Company's SEVENTH ANNUAL GENERAL MEETING and the ONE HUNDRED AND TWELFTH ANNUAL GENERAL MEETING OF THE EL ORO GROUP will be held on 17 November 2016 at 41 Cheval Place, London SW7 1EW at 12 noon for the following purposes:

Ordinary resolutions:

1. To receive the Directors' report and the consolidated financial statements for the year ended 30 June 2016.
2. To re-appoint PricewaterhouseCoopers CI LLP as Auditor of the Company, to hold office until the conclusion of the next General Meeting at which financial statements are laid before the Company and to authorise the Directors to fix their remuneration.
3. To authorise the payment of a final dividend of 2.405 pence per Ordinary Share for the year-ended 30 June 2016.
4. To authorise the Company generally and unconditionally to make market purchases within the meaning of Section 315 of the Companies (Guernsey) Law 2008, the authority for market acquisitions set forth in Article 4.7 of the Company's Articles of Incorporation to be approved and restated on the basis that Ordinary Shares in the capital of the Company ("Shares") may be purchased upon or subject to the following conditions:
 - a) the maximum number of Shares hereby authorised to be purchased is 6,111,558;
 - b) the maximum price at which Shares may be purchased shall be 5% above the average of the middle market quotations for the Shares as taken from the Channel Islands Stock Exchange Daily Official List for the five business days preceding the date of purchase and the minimum price shall be 5 pence per share, in both cases exclusive of expenses; and
 - c) the authority to purchase conferred by this Resolution shall expire on the date falling eighteen months after the date of this resolution or, if earlier, at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution, save that the Company may before such expiry enter into a contract of purchase under which such contract may be completed or executed wholly or partly after the expiration of this authority.

Special resolution:

5. To amend the Company's Articles of Incorporation to provide that the Company be placed into voluntary liquidation within six months after the end of the 2018 AGM (to be held in no earlier than 1 November 2018), unless the Members pass a special resolution at the 2018 AGM (or at an earlier requisitioned general meeting) for the continuation of the Company.

The Board recommends that Members vote in favour of all resolutions.

Registered Office

East Wing
Trafalgar Court
Les Banques
St Peter Port
Guernsey

19 October 2016

By Order of the Board
Aztec Financial Services (Guernsey) Limited
Company Secretary

Notes

1. A Shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him or her. A proxy need not be a Member of the Company. A form of proxy accompanies this Notice. Completion and return of the form of proxy will not preclude Members from attending or voting at the Meeting, if they so wish. A Member may appoint more than one proxy in relation to a Meeting, provided that each proxy is appointed to exercise the rights attached to a different Share or Shares held by them. A Member may appoint more than one proxy provided each proxy is appointed to exercise voting rights in respect of a different Share or Shares held by them.
2. To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is executed (or a notarially certified copy of such power of attorney) must be deposited at the office of the Company's Registrar, Computershare Investor Services (Guernsey) Limited, c/o The Pavilion, Bridgwater Road, Bristol, BS99 6ZY not less than 48 hours before the time for holding the Meeting.
3. A Shareholder must first have their name entered on the register of Members not later than 4.30p.m. on 15 November 2016. Changes to entries in that register after that time shall be disregarded in determining the rights of a Shareholder to attend and vote at such meeting.
4. A special resolution of the members (or of a class of members) of the Company means a resolution passed by a majority of not less than 75%.
5. Joint registered holders of shares shall not have the right of voting individually in respect of such share but shall elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such election the person whose name stands first on the register of members of the Company shall alone be entitled to vote.

