

# Chaarat Gold Holdings Limited

(incorporated in the British Virgin Islands  
with registered number 1420336)

(the “Company”)

## Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the Company in relation to the financial year ended 31 December 2018 will be held at 11:00 on 26 July 2019 at the offices of Macfarlands LLP, 20 Cursitor Street, London, EC4A 1LT, to consider and, if thought fit, pass the following resolutions.

You will not receive a Form of Proxy or Form of Direction for the Annual General Meeting in the post. Instead, Shareholders will receive instructions to enable you to vote electronically and how to register to do so, and Depository Interest Holders will be able to vote in Crest. You will still be able to vote in person at the Annual General Meeting, and may request a hard copy Proxy Form directly from the Registrars, Link Asset Services, 34 Beckenham Road, Beckenham, Kent, BR3 4TU (telephone number: 0871 664 0300 or 0371 664 0391).

### Resolutions of Members

1. To receive and consider the audited financial statements of the Company for the year ended 31 December 2018 (the “2018 Annual Report and Accounts”).
2. To appoint BDO LLP, of 55 Baker Street, Marylebone, London, W1U 7EU as auditors of the Company.
3. To authorise the directors of the Company (the “Directors”) to determine the remuneration of the auditors.
4. To approve in accordance with Reg. 12.14 of the Company’s articles of association an increase to the aggregate remuneration of all the Directors, following approval of such increases by the Directors in board meetings held on 7 December 2018 and 20 March 2019, as follows:
  - the chairman be paid a fee of US\$375,000 per annum (the “Chairman’s Fee”);
  - the deputy chairman be paid a fee of US\$128,000 per annum;
  - each other non-executive director be paid a basic fee of US\$45,000 per annum; and
  - each committee chair be paid a fee of US\$13,000 per annum,

and for the Chairman’s Fee to be effective from 25 June 2018 and for all other fee increases to be effective from 1 January 2019.

### Notes

For the purposes of resolution 1, copies of the 2018 Annual Report and Accounts are posted on the Company’s website ([www.chaarat.com](http://www.chaarat.com)) and will also be available for inspection at the registered office of the Company from the date of this notice until the conclusion of the Annual General Meeting.

By Order of the Board

**Sergei Zhukov**

Company Secretary

25 June 2019

### Registered Office:

Palm Grove House, PO Box 438, Road Town,  
Tortola, British Virgin Islands, VG1110

# Notes for Shareholders

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those members registered in the register of members of the Company 48 hours before the Annual General Meeting (i.e. by close of business on 24 July 2019) (or if the Meeting is adjourned, in the register of members of the Company 48 hours before the date and time of the adjourned meeting) (the “Meeting”) shall be entitled to attend or vote at the Meeting in respect of the number of shares registered in their respective names at that time. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the Meeting.
2. Registered members of the Company may vote at the Meeting (whether by show of hands or poll) in person or by proxy or corporate representative. A member may appoint one or more persons as his proxy to attend and vote at the Meeting on his behalf. A proxy need not be a member. Where more than one proxy is appointed the instrument of proxy must specify the number of shares each proxy is entitled to vote.
3. The appointment of a proxy will not affect the right of a member to attend and vote in person at the Meeting or adjourned meeting. A member that is a corporation may appoint a representative to attend and vote on its behalf at the Meeting by delivering evidence of such appointment to the Company’s registrar no later than 48 hours before the time fixed for the Meeting (i.e. by 11 am on 24 July 2019) or any adjourned meeting.
4. In order to be valid, the proxy appointment (together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that authority) must be returned by one of the following methods, in each case so as to arrive no later than 11 am on 24 July 2019 or, in the case of an adjourned meeting, not less than 48 hours before the time appointed for holding such adjourned meeting (ignoring for these purposes non-working days) or (in the case of a poll taken otherwise than at or on the same day as the Meeting or adjourned meeting) for the taking of the poll at which it is to be used:
  - a. in hard copy form by post, by courier or by hand to the company’s registrars, Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4TU;
  - b. via [www.signalshares.com](http://www.signalshares.com) by logging on and selecting the “Proxy Voting” link. If you have not previously registered for electronic communications, you will first be asked to register as a new user, for which you will require your investor code (IVC), (which can be found on your share certificate), family name and postcode (if resident in the UK).

# Notes for Depository Interest Holders

1. You will not receive a form of direction for the Annual General Meeting in the post. Depository Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
2. In the case of Depository Interest Holders, a form of direction may be requested and completed in order to instruct Link Market Services Trustees Limited, the Depository, to vote on the holder’s behalf at the Meeting by proxy or, if the Meeting is adjourned, at the adjourned meeting. Requests for a hard copy should be sent to Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4TU (telephone number: 0871 664 0300 or 0371 664 0391).
3. To be effective, a valid forms of direction (and any power of attorney or other authority under which it is signed) must be received electronically or delivered to Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4TU by no later 11 am on 23 July 2019) or 72 hours before any adjourned Meeting. You must be registered as holder of the Depository Interests as at close of business on 23 July 2019 for your form of direction to be valid.
4. The Depository will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
5. The “Vote Withheld” option is provided to enable you to abstain from voting on the resolutions. However, it should be noted that a “Vote Withheld” is not a vote in law and will not be counted in the calculation of the proportion of the votes “For” and “Against” a resolution.
6. Depository Interest holders wishing to attend the meeting should contact the Depository at Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or by email by using [CAGtrustees@linkgroup.co.uk](mailto:CAGtrustees@linkgroup.co.uk) by no later than 11 am on 23th July 2019.