

Notice of Annual General Meeting

Chaarat Gold Holdings Limited

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

Notice is hereby given that the annual general meeting (the “Meeting”) of Chaarat Gold Holdings Limited (the “Company”) will be held on Tuesday, 17 May 2022 at 10am at the offices of Watson Farley & Williams LLP, 15 Appold Street, London EC2A 2HB, United Kingdom to consider, and if thought fit, passing the following resolutions. All resolutions are being proposed as ordinary resolutions and require approval by a simple majority of votes cast for the resolution to be passed.

You will not receive a form of proxy or form of direction for the Meeting in the post. Instead, shareholders will be able to submit their proxy electronically through the website of the registrar, Link Group, at www.signalshares.com, and depositary interest holders will be able to vote in CREST. Shareholders may request a hard copy proxy form directly from the registrars, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL (telephone number: 0371 664 0391 if calling from the United Kingdom, or +44(0)371 664 0391 if calling from outside the United Kingdom. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales).

1. To receive the financial statements of the Company and the reports of the directors and the auditors for the financial year ended 31 December 2021.
2. To re-elect as a director of the Company Hussein Barma who is retiring in accordance with Regulation 12.7 of the Company’s articles of association (the “Articles”) and who, being eligible, offers himself for re-election.
3. To re-elect as a director of the Company Sandra Stash who is retiring in accordance with Regulation 12.7 of the Articles and who, being eligible, offers herself for re-election.
4. To appoint Deloitte LLP as auditor to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
5. To authorise the audit committee of the board of directors to agree the remuneration of the auditor.

By order of the Board

Frances Robinson
Company Secretary

20 April 2022

Notes

1. For the purposes of resolution 1, copies of the 2021 annual report and financial statements are posted on the Company’s website (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 Meeting.
2. Voting on all resolutions will be by way of poll. A poll reflects the number of voting rights exercisable by each member. The results of the voting at the Meeting will be announced through a Regulatory Information Service and will appear on the Company’s website www.chaarat.com.

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 by close of business on 15 May 2022 (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) 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 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 10am on 15 May 2022) 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 10am on 15 May 2022 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 Group at 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL;
 - b. via 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 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.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID: RA10) by 10am on 14 May 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

2. Depository Interest Holders ("DI Holders") may request and complete a form of direction in order to instruct Link Market Services Trustees Limited, the Depository, to vote on the DI 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 Group at 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL (telephone number: 0371 664 0391).
3. To be effective, a valid form of direction (and any power of attorney or other authority under which it is signed) must be received electronically or delivered to Link Group at 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL no later than 10am on 14 May 2022 or 72 hours before any adjourned Meeting. DI Holders must be registered as the holders of their respective Depository Interests as at close of business on 14 May 2022 for their forms of direction to be valid.
4. The Depository will appoint the chair of the Meeting as its proxy to cast DI Holders' votes. The chair of the Meeting 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. DI Holders wishing to attend the Meeting should contact the Depository at Link Market Services Trustees Limited, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL or by email by using nominee.enquiries@linkgroup.co.uk by no later than 10am on 14 May 2022.