

Chaarat Gold Holdings Limited

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

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

Notice is hereby given that the annual general meeting (the “**Meeting**”) of Chaarat Gold Holdings Limited (the “**Company**”) will be held on Thursday, 27 July 2023 at 11am at the offices of Link Group, 6th Floor, 65 Gresham Street, London EC2V 7NQ, United Kingdom to consider, and if thought fit, passing the following resolutions. Resolutions 1 to 6 are being proposed as ordinary resolutions and require approval by a simple majority of votes cast for the resolution to be passed. Resolution 7 is being proposed as a special resolution and requires the approval of not less than three-quarters of the votes cast for the resolution to be passed.

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 2022.
2. To re-elect as a director of the Company Robert Duane Benbow 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 Gordon Ferguson Wylie who is retiring in accordance with Regulation 12.7 of the Articles and who, being eligible, offers himself for re-election.
4. To appoint MacIntyre Hudson LLP t/a MHA 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.
6. To authorise, in accordance with Regulations 3.1 to 3.7 of the Articles, the directors of the Company to allot up to 705,498,927 Relevant Securities (as defined in Regulation 3.2 of the Articles, and in addition to the Company’s existing authority to allot Relevant Securities under the Articles) from the date of these resolutions until 28 July 2025, including any allotment made after such authority has expired of Relevant Securities which are allotted in pursuance of an offer or agreement made by the Company before such authority has expired.
7. To authorise, in accordance with Regulation 5.1 of the Articles, the directors of the Company to allot Equity Securities (as defined in Regulation 4.8 of the Articles, and in addition to the Company’s existing authority to allot Equity Securities under the Articles) pursuant to the general authority granted under resolution 6 above as if the pre-emption rights contained in Regulations 4.1 to 4.6 and Regulation 4.8 of the Articles did not apply to such allotment.

By order of the Board

Frances Robinson
Company Secretary

14 June 2023

Notes:

1. For the purposes of resolution 1, copies of the 2022 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.

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. Institutional shareholders may also be able to appoint a proxy electronically via the Proximity platform. Shareholders may request a hard copy proxy form directly from the registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL (telephone number: 0371 664 0300 if calling from the United Kingdom, or +44(0)371 664 0300 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 9am and 5pm, Monday to Friday excluding public holidays in England and Wales).

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 25 July 2023 (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 11am on 25 July 2023) or any adjourned meeting. Unless otherwise indicated on the Form of Proxy or electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
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 11am on 25 July 2023 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, PXS 1, 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).
5. For security reasons, registered members of the Company or their validly appointed proxies or corporate representatives who wish to attend the Meeting are requested to inform the Company in advance by email at company.secretary@chaarat.com and to bring photographic identification with them to the Meeting.

Notes for Depositary Interest Holders

1. You will not receive a form of direction for the Meeting in the post. Depositary 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 & International 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 11am on 24 July 2023. 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.

Proxymity Voting - if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11am on 24 July 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 72 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

2. Depositary Interest Holders ("DI Holders") may request and complete a form of direction in order to instruct Link Market Services Trustees Limited, the Depositary, 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, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL (telephone number: 0371 664 0300).
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, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL no later than 11am on 24 July 2023 or 72 hours before any adjourned Meeting.

DI Holders must be registered as the holders of their respective Depositary Interests as at close of business on 24 July 2023 for their forms of direction to be valid.

4. The Depositary 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. Unless otherwise indicated on the Form of Direction, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
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 Depositary at Link Market Services Trustees Limited, Central Square, 29 Wellington Street, Leeds LS1 4DL or by email by using nominee.enquiries@linkgroup.co.uk by no later than 11am on 24 July 2023.