

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 2014 WILL BE HELD AT 9 A.M. ON 22 JULY 2015 AT THE OFFICES OF BDO LLP, 55 BAKER STREET, LONDON W1U 7EU

TO CONSIDER AND, IF THOUGHT FIT, PASS THE FOLLOWING RESOLUTIONS:

Resolutions

1. To receive and consider the audited financial statements of the Company for the year ended 31 December 2014 (the “2014 Annual Report and Accounts”).
2. To appoint BDO LLP, of 55 Baker Street, 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 re-elect as a Director Dekel Golan who is retiring in accordance with the Company’s Memorandum & Articles of Association (Reg.12.7) and who, being eligible, offers himself for re-election.
5. To re-elect as a Director Linda Naylor who is retiring in accordance with the Company’s Memorandum & Articles of Association (Reg.12.7) and who, being eligible, offers herself for re-election.

By Order of the Board

Linda Naylor
Company Secretary
10 JUNE 2015

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

Copies of the 2014 Annual Report and Accounts are posted on the Company’s website (www.chaarat.com) and will also be available for inspection at the offices of Central Asia Services Limited, 12 West Links, Tollgate, Chandler’s Ford SO53 3TG during normal business hours on any day (except Saturdays, Sundays and public holidays) and at the registered office of the Company from the date of this notice until the conclusion of the Annual General Meeting.

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 6.00 pm on 20 July 2015) (or if the meeting is adjourned, in the register of members of the Company 48 hours before the day 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. The instrument appointing the proxy must be executed in substantially the same form as the Form of Proxy accompanying this Notice by the member or, in the case of a corporation, by the officer or other person duly authorised so to do. The instrument of proxy must be delivered to the Company’s registrar no later than 48 hours before the time fixed for the Meeting (i.e. by 9 a.m. on 20 July 2015) or any adjourned meeting or alternatively may be produced at the place designated for the Meeting at any time prior to 9 a.m. on the date of the Meeting. 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 9 a.m. on 20 July 2015) or any adjourned meeting or alternatively may produce such evidence at the place designated for the Meeting at any time prior to 9 a.m. on the date of the Meeting.
3. Members (and any proxies or representatives they appoint) agree, by attending the meeting, that they are expressly requesting and that they are willing to receive any communications (including any communications relating to the Company’s securities) made at the meeting.
4. A form of proxy is enclosed with this document. The form of proxy (together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that authority) should be sent to Capita Asset Services at Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF

Notes for Depositary Interest Holders:

1. In the case of Depositary Interest Holders, a form of direction (“Form of Direction”) must be completed in order to instruct Capita IRG Trustees Limited, the Depositary, to vote on the holder’s behalf at the meeting by proxy or, if the meeting is adjourned, at the adjourned meeting.
2. To be effective, a completed and signed Form of Direction (and any power of attorney or other authority under which it is signed) must be delivered to Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF by no later 9 a.m. on 17 July 2015) or 72 hours before any adjourned Meeting. You must be registered as holder of the Depositary Interests as at 6.00 p.m. on 17 July 2015 for your Form of Direction to be valid.

CHAARAT GOLD HOLDINGS LIMITED
(Incorporated in the British Virgin Islands with registered number 1420336)

(the “Company”)

FORM OF PROXY

Form of proxy for use at the Annual General Meeting of the Company in relation to the financial year ended 31 December 2013 to be held at 9 a.m. on 22 July 2015 at the offices of BDO LLP, 55 Baker Street, London, W1M 7EU.

I/We

.....

Please insert full name(s) and address(es) in BLOCK CAPITALS

of

.....

being a member of Chaarat Gold Holdings Limited hereby appoint the Chairman of the Meeting (note 5 below), or

.....

Number of Shares over
which Proxy is appointed

Name of Proxy

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 9 a.m. at the offices of BDO LLP, 55 Baker Street, London, W1M 7EU on 22 July 2015 (and at any adjournment thereof) as directed by an X in the spaces below.

Please mark this box to indicate that this proxy appointment is one of multiple appointments being made.

	Resolutions	For	Against	Vote withheld
1	To receive and consider the audited financial statements for the period ended 31 December 2014			
2	To appoint BDO LLP as auditors of the Company			
3	To authorise the Directors to determine the remuneration of the auditors			
4	To re-appoint Dekel Golan as a Director			
5	To re-appoint Linda Naylor as a Director			

Signed

Dated 2015

NOTES:

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those members entered on the register of members of the Company at 6.00 p.m. on 20 July 2015 or, in the event that this meeting is adjourned, in the register of members as at 6.00 p.m. on the day two days before the date of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their names at that time. Changes to the entries on the register of members by the close of business on 20 July 2015 or, in the event that this meeting is adjourned, in the register of members after the close of business on the day two days before the date of the adjourned meeting, shall 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 instrument appointing the proxy must be executed in substantially the same form as the Form of Proxy set out above by the member or, in the case of a corporation, by the officer or other person duly authorised so to do. The instrument of proxy must be delivered to the Company's registrar no later than 48 hours before the time fixed for the Meeting (i.e. by 9.00 a.m. on 20 July 2015) or the adjourned meeting or alternatively may be produced at the place designated for the Meeting at any time prior to 9.00 a.m. on the date thereof. 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.
4. A member that is a corporation may appoint a representative to attend and vote on its behalf at the Meeting by delivering no later than 48 hours before the time fixed for the Meeting (i.e. by 9.00 a.m. on 20 July 2015) or the adjourned meeting or alternatively may be produced at the place designated for the Meeting at any time prior to 9 a.m. on the date thereof.
5. If any other proxy is preferred, strike out the words Chairman of the Meeting and add the name and address of the proxy you wish to appoint and initial the alteration. The proxy need not be a member of the Company.
6. The signature of any one of the joint holders will be sufficient but the names of all the joint holders should be stated.
7. Any alteration of this form must be initialled.
8. In the case of a corporation this Form of Proxy should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
9. Instruments of proxy or proof of appointment of representative should be delivered to Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF
10. If you prefer you may return the proxy form to Capita Registrars in an envelope addressed to FREEPOST RLUB-TBUX-EGUC, PXS1, 34 Beckenham Road, Beckenham, BR3 4ZF

CHAARAT GOLD HOLDINGS LIMITED
(Incorporated in the British Virgin Islands with registered number 1420336)

(the “Company”)

FORM OF DIRECTION

Form of Direction for completion by holders of Depositary Interests representing shares on a one for one basis in the Company in respect of the Annual General Meeting of the Company in relation to the financial year ended 31 December 2014 be held at 9 a.m. on 22 July 2015 at the offices of BDO LLP, 55 Baker Street, London, W1M 7EU.

I/We

.....

Please insert full name(s) and address(es) in BLOCK CAPITALS
of

.....

being a holder of Depositary Interests representing shares in the Company direct Capita IRG Trustees Limited, the Depositary, to vote for me/us and on my/our behalf in person or by proxy at the Annual General Meeting of the Company to be held at 9 a.m. at the offices of BDO LLP, 55 Baker Street, London, W1M 7EU on 22 July 2015 (and at any adjournment thereof) as directed by an X in the spaces below.

Resolutions		For	Against	Vote withheld
1	To receive and consider the audited financial statements for the period ended 31 December 2014			
2	To appoint BDO LLP as auditors of the Company			
3	To authorise the Directors to determine the remuneration of the auditors			
4	To re-appoint Dekel Golan as a Director			
5	To re-appoint Linda Naylor as a Director			

Signed:.....

Dated:2015

NOTES:

1. To be effective, this Form of Direction and the power of attorney (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority must be deposited at Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF not later than 72 hours before the time appointed for holding the meeting (i.e. by 9.00 a.m. on 17 July 2015).
2. If you prefer you may return the Form of Direction to Capita Registrars in an envelope addressed to FREEPOST RLUB-TBUX-EGUC, PXS, 34 Beckenham Road, Beckenham, BR3 4TU.
3. Any alterations made to this Form of Direction should be initialled.
4. In the case of a corporation this Form of Direction should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
5. Please indicate how you wish your votes to be cast by placing "X" in the box provided. On receipt of this Form of Direction duly signed, you will be deemed to have authorised the Depositary to vote, or to abstain from voting, as per your instructions. **If no indication is given, you will be deemed as instructing the Depositary to abstain from voting on the specified resolution.**
6. The Depositary 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.
7. 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.
8. Depositary Interest holders wishing to attend the meeting should contact the Depositary at Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or by email by using custodymgt@capitaregistrars.com by no later than 9.00 a.m. on 17 July 2015.