

**Eurasia Mining Plc**

**(‘Eurasia’ or ‘the Company’)**

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Eurasia Mining Plc, Company Number 03010091, will be held at the East India Club, 16 St James's Square, St. James's, London SW1Y 4LH, on **Friday 18 September 2020 at 11:00am**, to consider the below resolutions.

**Please note that this notice is important and requires your immediate attention. If you are in any doubt as to the action to be taken, please consult an independent adviser immediately.** If you have sold or transferred or otherwise intend to sell or transfer all of your holding of ordinary shares in the Company prior to the record date (as described in Note 1) for the Annual General Meeting of the Company on **18 day of September 2020 at 11:00 a.m.**, you should send this document to the (intended) purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was or is to be effected for transmission to the (intended) purchaser or transferee.

**COVID-19 – IMPORTANT – PLEASE READ**

The Board takes its responsibility to safeguard the health of its shareholders, stakeholders and employees very seriously and so the following measures will be put in place for the AGM in response to the COVID-19 pandemic and the current social distancing measures being implemented by the Government in the United Kingdom, which may continue until after the date of the AGM.

The formal business of the Annual General Meeting (AGM) will only be to consider and vote upon the resolutions set out in the notice of meeting. The holding of the AGM will be kept under review in line with Public Health England guidance. However, based on current measures implemented by the Government in the United Kingdom **SHAREHOLDERS WILL NOT BE ADMITTED TO THE PHYSICAL MEETING AND ARE THEREFORE ADVISED NOT TO TRAVEL TO THE AGM.** It is intended that the meeting will be held with the minimum number of shareholders and directors present required to form a quorum as per the Company's Articles of Association. The Company is taking these precautionary measures to safeguard its shareholders', stakeholders' and employees' health and make the AGM as safe and efficient as possible.

**SHAREHOLDERS WISHING TO VOTE, OR APPOINT THE CHAIRMAN OF THE MEETING AS PROXY, ON ANY OF THE MATTERS OF BUSINESS ARE STRONGLY URGED TO DO SO ELECTRONICALLY AT [WWW.SIGNALSHARES.COM](http://WWW.SIGNALSHARES.COM). A hard copy form of proxy may also be requested from the share registrar and must be completed and submitted in accordance with the instructions thereon. It is emphasised that any forms of proxy being returned via a postal service should be submitted as soon as possible to allow for any delays to or suspensions of postal services in the United Kingdom as a result of measures being implemented by the Government of the United Kingdom. It is strongly recommended that the Chairman of the meeting is appointed as proxy as no other persons will be admitted to the meeting based on the current measures being implemented by the Government in the United Kingdom.**

**CHANGES TO ARTICLES – IMPORTANT – PLEASE READ**

The Company proposes to adopt revised articles of association ("Revised Articles"). Changes to the Company's Articles of Association are proposed as special resolution number 8 (below). While there is no current intention to do so, the Revised Articles provide that the Company may hold (1) 'hybrid' general meetings in such a way that enables members to attend and participate in the business of the meeting by attending a physical location or by attending by means of an electronic facility or facilities and (2) general meetings wholly by electronic means. These changes will make it easier for members to attend and participate in future general meetings and will facilitate better engagement. The Revised Articles include a number of consequential changes to enable such meetings and a minor 'tidying up' exercise. The draft new Articles of Association have been uploaded to the Company's website at [www.eurasiamining.co.uk/investors/AGM](http://www.eurasiamining.co.uk/investors/AGM).

In line with corporate governance best practice and in order that any proxy votes of those shareholders who are not allowed to attend and to vote in person are fully reflected in the voting on the resolutions, the Chairman of the meeting will direct that voting on all resolutions set out in the notice of meeting will take place by way of a poll. The final poll vote on each resolution will be published immediately after the AGM on the Company's website.

Please note that as shareholders will not be able to attend this year's AGM the Company is proposing to allow shareholders the opportunity to raise any issues or concerns arising from the business proposed to be conducted at the meeting. Appropriate questions should be emailed to [info@eurasiamining.co.uk](mailto:info@eurasiamining.co.uk) not less than two days before the AGM. Responses will be posted on the Company's website on the morning of the AGM.

Further information on voting procedures follows the resolutions below. Queries regarding these procedures may be directed to [info@eurasiamining.co.uk](mailto:info@eurasiamining.co.uk) or the Company's registrars, Link Asset Services, 34 Beckenham Road, Beckenham, BR3 4TU (telephone number: 0371 664 0300).

### **Ordinary Resolutions**

To consider, and if thought fit, pass the following resolutions as ordinary resolutions:

1. To receive and consider the audited accounts for the period ended 31 December 2019 together with the Directors' and the auditors' reports therein.
2. To re-appoint Grant Thornton UK LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
3. To authorise the Directors to determine the remuneration of the auditors of the Company.
4. To re-appoint David Iain Rawlinson as a Non-Executive Director, who retires in accordance with Article 29.1.1 of the Company's Articles of Association, having been appointed by the Board since the last annual general meeting of the Company.
5. To re-appoint Gary Christopher Fitzgerald as a Non-Executive Director, who retires in accordance with Article 29.1.3, having held office as a Non-Executive Director for a period in excess of 9 years.
6. To re-appoint Christian Schaffalitzky as an Executive Director, who retires pursuant to Article 29.1.2 of the Company's Articles of Association, having held office without retiring at the last two annual general meetings of the Company.
7. That, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £250,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the end of the next Annual General Meeting of the Company to be held after the date on which this resolution is passed, save that the Company may, before expiry, make an offer or agreement which would or might require shares to be allotted, or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act.

## **Special Resolution**

To consider, and if thought fit, pass the following resolution as a special resolution:

8. That the Company's Articles of Association be replaced in their entirety with the draft new Articles of Association which have been uploaded to the Company's website at [www.eurasiamining.co.uk/investors/AGM](http://www.eurasiamining.co.uk/investors/AGM)
9. That, subject to the passing of resolution 7, the Directors be given the general power to allot equity securities pursuant to section 571 (as defined by section 560 of the 2006 Act) for cash, either pursuant to the authority conferred by resolution 7 or by way of a sale of treasury shares, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:
  - a. the allotment of equity securities in connection with an offer by way of a rights issue to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
  - b. the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £250,000.

The power granted by this resolution will expire on the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before this expiry, make offers or agreements which would or might require equity securities to be allotted after the expiry and the Directors may allot equity securities in pursuance of any offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the 2006 Act did not apply, but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to this authority.

The authority conferred by this resolution shall expire at the conclusion of the Company's next annual general meeting save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.

## **ENQUIRIES:**

Eurasia Mining Plc

Christian Schaffalitzky/ Keith Byrne

+44 (0)207 932 0418

SP Angel Corporate Finance LLP (Nomad and Joint Broker)

Ewan Leggat / David Hignell / Soltan Tagiev

+44 (0)20 3470 0470

Optiva Securities (Joint Broker)

Christian Dennis

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### Notice of Meeting Notes:

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend or vote electronically at a general meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 17 September 2020. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the AGM.
2. As a result of Government advised Social Distancing Measures, Shareholders will not be admitted to the 2020 AGM and are therefore advised not to travel to the AGM.
3. Shareholders wishing to submit questions in advance of the meeting should do so via email to [info@eurasiamining.co.uk](mailto:info@eurasiamining.co.uk) not less than two days before the AGM. Responses will be posted on the Company's website on the morning of the AGM.
4. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
5. You can vote, or appoint a proxy, either:
  - By logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions; or,
  - In the case of CREST members, by utilising the CREST electronic voting and proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received, electronically or by post by Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by close of business on 16 September 2020.

6. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
7. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 11 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com/site/public/EUI](http://www.euroclear.com/site/public/EUI)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

9. In order for a proxy appointment or instruction 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 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 **close of business on 16 September 2020**. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
12. As at **26 August 2020** (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 2,724,774,624 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at **26 August 2020** are 2,724,774,624.
13. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
14. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, the proposed amendments to the Company's articles of association, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at [www.eurasiaming.co.uk](http://www.eurasiaming.co.uk)