

# Letter to shareholders

## Anglo Asian Mining PLC

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 5227012)

### Directors

Khosrow Zamani  
John Monhemius  
Richard Round  
John Sununu  
Reza Vaziri

### Registered office

7 Devonshire Square  
Cutlers Gardens  
London EC2M 4YH

1 June 2016

To the holders of ordinary shares and, for information only, to the holders of share options of Anglo Asian Mining PLC (the "Company").

### Dear shareholder

Accompanying this letter you will find the Company's annual report and accounts for the year to 31 December 2015 together with the attached notice of the Annual General Meeting to be held on 27 June 2016 (the "Meeting") and a form of proxy. This letter is to explain the background to some of the resolutions to be put to shareholders at the Meeting.

### Resolution 3 – Re-election of the Director retiring by rotation

Under the Company's articles of association, one third of the directors of the board of directors (or, if the number of directors is not three or a multiple of three, the number nearest to and not exceeding one third) must retire at each Annual General Meeting and may offer themselves for re-election to the board of directors. This year John Sununu is retiring in accordance with the Company's articles of association and is seeking re-election at the Meeting.

### Resolution 4 – Authority to allot shares

This ordinary resolution deals with the renewal of the directors' authority to allot new Ordinary Shares during the course of the year in order to facilitate the business of the Company and renews the equivalent authority granted at last year's Annual General Meeting which expires at the end of the Meeting.

The current Investment Association guidelines state that Investment Association members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two-thirds of the Company's issued share capital, but on the basis that any authority to allot shares exceeding one-third of the Company's issued share capital can only be used to allot shares pursuant to a fully pre-emptive rights issue.

In accordance with these guidelines, resolution 4 proposes that directors be granted authority to allot shares in the capital of the Company up to a maximum amount representing the guideline limit of two-thirds of the Company's issued ordinary share capital as at 24 May 2016 (the latest practicable date prior to publication of this letter). Of this amount, half can only be allotted pursuant to a rights issue.

The authority will expire on the earlier of: (i) the conclusion of the next Annual General Meeting; and (ii) 30 June 2017 (being six months after the Company's accounting reference date).

### Resolution 5 – Disapplication of statutory pre-emption rights

This resolution is a special resolution that renews the authority given at last year's Annual General Meeting and which seeks to give the directors the authority to allot securities for cash on a pre-emptive basis within the limits of the authority set out in resolution 4 and on a non pre-emptive basis up to a maximum of 10 per cent. of the issued ordinary share capital of the Company. The directors believe that it is in the best interests of the shareholders that the directors should have the right to allot relevant securities for cash on a pre-emptive basis and a limited authority to allot relevant securities for cash on a non-pre-emptive basis.

### Action to be taken

Whether or not you intend to be present at the Meeting, you are requested to complete the reply-paid form of proxy in accordance with its instructions and return it to the address given on the form of proxy.

### Recommendation

The directors consider all the resolutions to be put to the Meeting to be in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company for the benefit of its shareholders as a whole. Accordingly the directors unanimously recommend that you vote in favour of the proposed resolutions, as they intend to do in respect of their own beneficial shareholdings.

We look forward to as many of you as possible attending the Meeting.

Yours faithfully



Khosrow Zamani  
Non-executive chairman

# Notice of annual general meeting of shareholders

NOTICE IS HEREBY GIVEN that the annual general meeting (the "AGM") of the shareholders of Anglo Asian Mining plc (the "Company") will be held on 27 June 2016 at 11.00 am at the offices of Squire Patton Boggs (UK) LLP, 7 Devonshire Square, Cutlers Gardens London EC2M 4YH for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1 to 4 (inclusive) will be proposed as ordinary resolutions and resolution 5 will be proposed as a special resolution:

## Ordinary resolutions

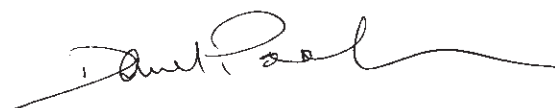
- 1 THAT the consolidated financial statements and the reports of the board of directors and of the auditors for the year ended 31 December 2015 be received.
- 2 THAT Ernst & Young LLP be re-appointed as the auditors of the Company and that the board of directors be authorised to fix their remuneration.
- 3 THAT John Sununu be re-elected as a director, having retired by rotation in accordance with the Company's articles of association.
- 4 THAT the directors be hereby authorised generally and unconditionally pursuant to Section 551 of the Companies Act 2006 (the 'Act') to exercise all powers of the Company to allot equity securities (as defined in Section 560 of the Act):
  - (a) up to an aggregate nominal amount of £375,537\*; and
  - (b) up to an aggregate nominal amount of £751,073\*\* (including within such limit any equity securities issued under paragraph (a) above) in connection with an offer by way of a rights issue:
    - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
    - (ii) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary, and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any matter.

The authority granted by this resolution shall (unless previously revoked, varied or extended by the Company in general meeting) expire on the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, on 30 June 2017, save that the Company may at any time before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if this authority had not expired.

## Special resolution

- 5 THAT subject to the passing of resolution 4 above the directors be hereby empowered pursuant to Section 570 and Section 573 of the Act to allot equity securities (as defined by Section 560 of the Act) wholly for cash and/or to sell or transfer shares held by the Company in treasury ("Treasury Shares") as the directors deem appropriate (in the case of allotments, pursuant to the authority conferred by resolution 4 above) as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment (or, in the case of Treasury Shares, the sale or transfer) of equity securities:
  - (a) in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange or otherwise; and
  - (b) otherwise than pursuant to sub-paragraph (a) of this resolution up to an aggregate nominal amount of £112,661†, and provided that this authority shall (unless previously revoked, varied or extended by the Company in general meeting) expire on the conclusion of the Company's next annual general meeting or, if earlier, 30 June 2017 save that the Company may, at any time before such expiry make an offer or agreement which would or might require equity securities to be allotted (or in the case of Treasury Shares, sold or transferred) after such expiry and the directors may allot (or in the case of Treasury Shares, sell or transfer) equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred hereby has expired.

By order of the board of directors



Fisher Secretaries Limited  
Acre House  
11/15 William Road  
London NW1 3ER  
United Kingdom  
1 June 2016

\* Calculated as one third of the nominal value of the total issued ordinary share capital (i.e. 112,661,024 shares of nominal value £1,126,610.24).

\*\* Calculated as two thirds of the nominal value of the total issued ordinary share capital (£1,126,610.24).

† 10 per cent. of the ordinary issued share capital of the Company (£1,126,610.24).

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# Notice of annual general meeting of shareholders continued

## Notes

- 1 A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to exercise any of their rights to attend, speak and vote on their behalf at the AGM. A proxy need not be a member of the Company. Where more than one proxy is appointed, each proxy must be appointed for different shares. A proxy form is enclosed. Completion and return of a proxy form will not preclude a member from attending and voting at the AGM should he subsequently decide to do so. To be effective, the proxy form and any power of attorney or other such instrument (if any) under which it is signed or a notarially certified copy of such power of attorney must be deposited at the offices of Capita Asset Services, PXS, 34 Beckenham Road, Kent BR3 4TU not later than 11.00am on 24 June 2016.
- 2 In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the register of members of the Company at 6.00pm on 24 June 2016 shall be entitled to vote in respect of shares registered in their name at that time. Changes to the register of members after 6.00pm on 24 June 2016 shall be disregarded in determining the rights of any person to attend or vote at the AGM.