

**Oxus Gold plc (the Company)**

*(Incorporated in England and Wales with registered number 04056219)*

**Notice of Extraordinary General Meeting**

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the **Meeting**) of the Company will be held at the offices of Fairfax I.S. PLC, 46 Berkeley Square, London W1J 5AT on 28 November 2011 at 11.00 a.m.

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

- 1 To receive the report of the Directors and the audited accounts of the Company for the year ended 31 December 2010 together with the report of the Auditors on those audited accounts.
- 2 To re appoint Deloitte LLP as Auditors to hold office from the conclusion of the Meeting to the conclusion of the next meeting at which accounts are laid before the meeting.
- 3 To authorise the Directors to fix the remuneration of the Auditors.

By Order of the Board,

11 November 2011

Registered office:  
52 Charles Street,  
London W1J 5EU

**Notes:**

- 1 A member is entitled to appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the Meeting. A proxy need not be a member of the Company but must attend the Meeting for the member's vote to be counted. If a member appoints more than one proxy to attend the Meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member.
- 2 A Form of Proxy is provided with this Notice for members. If a member wishes to appoint more than one proxy, this Form may be photocopied. To be valid, the Form of Proxy and any power of attorney or other authority under which it is signed (or a notarially certified copy of such authority) must be received by post or (during normal business hours only) by hand at the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time of the holding of the Meeting or any adjournment thereof (excluding non-business days). Completion and return of the Form of Proxy will not preclude members from attending and voting at the Meeting should they wish to do so. Amended instructions must also be received by the Company's registrars by the deadline for receipt of Forms of Proxy.
- 3 Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (as amended), the Company has specified that only those members registered on the register of members of the Company at 6 p.m. on 26 November 2011 (the **Specified Time**) (or, if the Meeting is adjourned to a time more than 48 hours after the Specified Time, by 6 p.m. on the day which is two days prior to the time of the adjourned meeting) shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time. If the Meeting is adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- 4 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(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other

CREST sponsored members, and those CREST members who have appointed a voting 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.

- 5 In order for a proxy appointment or instruction made using the CREST service 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 instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in Notes 2 and 3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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.
- 6 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 messages. 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)).
- 7 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.
- 8 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same shares. It is therefore no longer necessary to nominate a designated corporate representative.
- 9 Any electronic address provided either in this Notice or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.

## **Explanatory notes to Resolutions**

### **Annual report and accounts (Resolution 1)**

The Directors present to shareholders at the Meeting the annual report and accounts for the year ended 31 December 2010 together with the Directors and Auditors' reports on the annual report and accounts.

### **Auditors (Resolutions 2 and 3)**

The Company is required at each general meeting at which accounts are presented to appoint auditors to hold office until the next such meeting. Deloitte have indicated their willingness to continue in office. Accordingly, Resolution 2 reappoints Deloitte as auditors to the Company and Resolution 3 authorises the Directors to fix their remuneration.

### **Action to be taken**

You will find enclosed a form of proxy for use at the Meeting. Please complete, sign and return the enclosed form as soon as possible in accordance with the instructions printed thereon, whether or not you intend to be present at the Meeting. Forms of proxy should be returned so as to be received by Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event no later than 48 hours before the time appointed for holding the Meeting (excluding non-business days), that is to say, no later than 11.00 a.m. on 24 November 2011.

**ATTENDANCE CARD**  
**Oxus Gold plc - EXTRAORDINARY GENERAL MEETING**

To be held at the offices of Fairfax I.S. PLC, 46 Berkeley Square, London, W1J 5AT  
 If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Signature of person attending

Barcode:

Investor Code:



**FORM OF PROXY**  
**Oxus Gold plc - EXTRAORDINARY GENERAL MEETING**

Bar Code:

Investor Code:

I/We being a member of the company hereby appoint the Chairman of the meeting or (see note 1 over)

Event Code:

Name of proxy

Number of shares proxy appointed over



as my/our proxy to vote on my/our behalf at the Extraordinary General Meeting of the Company to be held at 11:00am on 28 November 2011 and at any adjournment thereof. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolutions:  
 If you wish to appoint multiple proxies please see note 1 over.  Please also tick here if you are appointing more than one proxy.

**RESOLUTIONS** Please mark 'X' to indicate how you wish to vote

- 1 To receive the report of the Directors and the audited accounts of the Company for the year ended 31 December 2010 together with the report of the Auditors on those audited accounts.
- 2 To re appoint Deloitte LLP as Auditors to hold office from the conclusion of the Meeting to the conclusion of the next meeting at which accounts are laid before the meeting.
- 3 To authorise the Directors to fix the remuneration of the Auditors.

For  
Against  
Vote Withheld

X X X

X X X

X X X



Signature

Date



<b>JOB No</b>	72173 Oxus proxy		<b>DATE STARTED</b>	08.11.11	<b>STARTED BY</b>	ANNA
<b>PREVIOUS JOB No</b>	71043	<b>DATE AMENDED</b>		<b>AMENDED BY</b>	<b>PROOF NO</b>	1
<b>TEMPLATE NAME</b>		<b>SIZE</b>	210X297		<b>COLORS</b>	BLACK

Notes

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
4. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. 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.
5. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6:00pm on 26 November 2011. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
7. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
8. The Form of Proxy over must arrive at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU during usual business hours accompanied by any Power of attorney under which it is executed (if applicable) no later than 11:00am on 24 November 2011.
9. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, BR3 4TU.

Business Reply  
Licence Number  
RSBH-UXKS-LRBC



PXS  
34 Beckenham Road  
Beckenham  
BR3 4TU