

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in Central Asia Metals plc, please forward this document and the accompanying form of proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

CENTRAL ASIA METALS PLC

ANNUAL GENERAL MEETING 2020

To be held at 12 noon

on 21 May 2020

CENTRAL ASIA METALS PLC

(the "Company")

Masters House, 107 Hammersmith Road, London W14 0QH Tel: +44 (0) 20 7603 1515 Fax: +44 (0) 20 7603 8448

17 April 2020

Dear Shareholder,

ANNUAL GENERAL MEETING ('AGM') 2020

To be held at 12 noon on 21 May 2020

The Board has been considering how best to deal with the impact of the COVID-19 pandemic on arrangements for the Company's 2020 AGM. In the past, the Company has held its Annual General Meetings in London venues at which presentations have been given and shareholders have had the opportunity to attend in person, speak with Directors, ask questions and vote. Whilst some shareholders have attended, the vast majority of shareholders have not and have simply voted their shares through the proxy system. In the context of the COVID-19 pandemic, the Company will not be permitted to hold this type of AGM this year.

The health and wellbeing of our employees, shareholders and stakeholders is a priority for the Company and our AGM arrangements must take this into account. The Board also recognises that the AGM is an important event for shareholders in the corporate calendar and is committed to ensuring that shareholders can exercise their right to vote and ask questions in connection with this meeting.

Following the compulsory COVID-19 'Stay at Home Measures' imposed by the UK Government on 23 March 2020 prohibiting, among other things, all non-essential travel and public gatherings of more than two people the Board will be implementing changes to the usual AGM arrangements as set out below:

- We expect only one Director and another shareholder representative to be in attendance in person at the venue for quorum purposes to conduct the business of the meeting.
- No other Directors will be present in person.
- Shareholders will not be permitted to attend the Company's AGM in person and, if, they attempt to do so, will be refused entry to the meeting under the Company's Articles of Association and in line with the Stay at Home Measures.
- There will be no update on trading or other management statements given at the AGM.
- Relevant AGM related questions from shareholders can be raised in advance of the AGM by email and in so far as relevant to the business of the AGM will be responded to by email and taken into account as appropriate at the AGM itself.
- Voting at the AGM will be carried out by way of a poll so that the votes cast in advance and the votes of all shareholders appointing the Chairman of the Meeting as their proxy can be taken into account.
- As usual, the results of the AGM will be announced as soon as practical after it has taken place.

We trust shareholders will understand and co-operate with these arrangements. We intend to revert to our normal format of AGM in 2021.

ACTION TO BE TAKEN

Shareholders wishing to vote on any of the matters of business at the AGM are therefore strongly encouraged to:

1. Submit their votes as soon as possible in advance of the meeting and in any case, by 12 noon on 19 May 2020 through the proxy and electronic voting facilities and to appoint the Chairman of the meeting as their proxy for this purpose.
2. Submit any questions in connection with the business of the meeting in advance to 2020AGM@centralasiametals.com.
3. Look out for any updates in connection with the AGM via RNS and on the Company's website.

Shareholder voting:

A proxy form for use by shareholders in connection with the AGM has been posted to all shareholders named on the share register. Shareholders wishing to vote are requested to complete and return the form in accordance with its instructions so that it arrives no later than 12 noon on 19 May 2020. Shareholders can also use the online voting and proxy appointment facility as detailed below.

The Electronic Proxy Appointment and online voting facility enables shareholders who have signed up for e-communications to lodge their proxy appointment and vote by electronic means through the Registrar's website at www.investorcentre.co.uk/eproxy where full details of the procedure are given. Shareholders who have not yet registered for electronic communications can do so at www.investorcentre.co.uk/ecomms.

Members will need the control number, shareholder reference number ('SRN') and PIN set out in the form of proxy. A form of proxy lodged electronically will be invalid unless it is lodged at the electronic address specified no later than 12 noon on 19 May 2020, or, in the case of an adjourned meeting, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting.

Electronic communication facilities are available to all shareholders and those who use them will not be disadvantaged. The Company will not accept any communication that is found to contain a computer virus.

The formal notice of Meeting commences on page 4 and sets out the business to be transacted. An explanation of each of the resolutions set out in the notice of Meeting is included on page 3.

RECOMMENDATION

Your Directors consider each of the resolutions set out in the notice of Meeting to be in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of such resolutions, as they intend to do in respect of their own beneficial shareholdings. In making this recommendation, each Director abstains in relation to any resolution in which he or she has a personal interest.

Yours sincerely



NICK CLARKE
Chairman

EXPLANATORY NOTES

RESOLUTION 1: TO RECEIVE AND ADOPT THE ANNUAL REPORT AND ACCOUNTS

The Directors of the Company are required to lay the Annual report and Accounts before the shareholders each year at the AGM. Resolution 1 is an ordinary resolution to receive and adopt the Company's Annual report and Accounts for the financial year ended 31 December 2019.

RESOLUTION 2-7: RE-APPOINTMENT OF DIRECTORS

The Company's Articles of Association require that at every AGM any Director who shall have been a Director at each of the preceding two AGMs, retire from office and, if appropriate, seek re-appointment. This year, Nick Clarke, Nigel Robinson, Gavin Ferrar, Nigel Hurst-Brown and Robert Cathery retire and resolutions 2, 3, 4, 5, and 6 are for their re-appointment. In addition, any Director appointed by the Board since the last AGM retires, and, if appropriate, seeks re-appointment. Gillian Davidson was appointed as a Director by the Board since last year's AGM and ordinary resolution 7 is for her re-appointment.

Biographical details of all the Directors appear on pages 52 and 53 of the Annual report and Accounts for the financial year ended 31 December 2019. The Directors' biographies can also be found on the Company's website at www.centralasiametals.com/about-us/directors/.

RESOLUTION 8: RE-APPOINTMENT OF AUDITORS

The Company's Auditors are required to be re-appointed at every AGM. Resolution 8 is an ordinary resolution to approve the re-appointment of BDO LLP as Auditors. Details of the audit tender completed during 2019 is summarised in the Audit Committee Report on page 58 to 59 of the Annual report and Accounts 2019.

RESOLUTION 9: AUDITORS' REMUNERATION

This resolution is to authorise the Directors, as is customary, to negotiate and agree the remuneration of the Auditors of the Company. In practice, the Audit Committee will consider and approve the audit fees on behalf of the Directors.

RESOLUTION 10: ALLOTMENT OF RELEVANT SECURITIES

Your Directors may allot shares and grant rights to subscribe for, or convert any security into, shares only if authorised to do so by shareholders. The authority granted at the last AGM is due to expire at this year's AGM. Accordingly, resolution 10 will be proposed as an ordinary resolution to grant new authorities to allot shares and grant rights to subscribe for, or convert any security into, shares. If given, these authorities will expire at the conclusion of the AGM in 2021 or on 30 June 2021, whichever is the earlier.

In accordance with the latest institutional guidelines issued by The Investment Association, paragraph (a) of resolution 10 will allow Directors to allot ordinary shares in connection with a rights issue, open offer or other pre-emptive offer to ordinary shareholders up to an aggregate nominal amount of US\$586,755, representing approximately one third (33.33 per cent.) of the Company's existing issued share capital (excluding treasury shares) as at 17 April 2020 (being the latest practicable date prior to the publication of this notice). Paragraph (b) of resolution 10 will also allow the Directors to allot further ordinary shares up to an aggregate nominal amount of

US\$586,755, representing approximately one third (33.33 per cent.) of the Company's existing issued share capital (excluding treasury shares) as at 17 April 2020.

It is customary for a UK quoted company to maintain such an authority irrespective of any intention to exercise it. The Directors confirm that they do not currently have any intention to exercise this authority. If they do exercise the authority, the Directors will have due regard to institutional shareholder guidelines regarding its use.

RESOLUTION 11: DISAPPLICATION OF PRE-EMPTION RIGHTS

Your Directors also require a power from shareholders to allot equity securities or sell treasury shares for cash and otherwise than to existing shareholders pro rata to their holdings. The power granted at the last AGM is due to expire at this year's AGM. Accordingly, resolution 11 will be proposed as a special resolution to grant such a power.

Apart from offers or invitations in proportion to the respective number of shares held, the power will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal amount of US\$176,027 (being approximately 10 per cent. of the Company's issued ordinary share capital (excluding treasury shares) at 17 April 2020, the latest practicable date prior to publication of this notice). If given, this power will expire on 30 June 2021 or at the conclusion of the AGM in 2021, whichever is the earlier.

Your Directors will have due regard to institutional guidelines in relation to any exercise of this power. It is customary for a UK quoted company to maintain such an authority irrespective of any intention to exercise it. The Directors confirm that they do not currently have any intention to exercise this authority.

RESOLUTION 12: AUTHORITY FOR THE COMPANY TO BUY BACK SHARES

This resolution will give the Company authority to purchase its own shares in the market up to a limit of approximately 10 per cent of its issued ordinary share capital (excluding treasury shares) at 17 April 2020, the latest practicable date prior to the publication of the notice of Meeting. The maximum and minimum prices are stated in the resolution. Whilst they do not currently have any intention to utilise this authority your Directors believe that it is advantageous for the Company to have this flexibility to make market purchases of its own shares as it did during 2012. Your Directors will exercise this authority only if they are satisfied that a purchase would result in an increase in expected earnings per share and would be in the interests of shareholders generally.

In the event that shares are purchased, they would either be cancelled (and the number of shares in issue would be reduced accordingly) or, in accordance with the Companies Act 2006, be retained as treasury shares. The Company may consider holding repurchased shares pursuant to the authority conferred by this resolution as treasury shares. This gives the Company the ability to transfer treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base. Any issues of treasury shares for the purposes of the Company's employee share schemes will be made within the 10 per cent. anti-dilution limit set by The Investment Association.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Central Asia Metals plc (the "Company") will be held at 1 Spennen Wyn Road, Falmouth, Cornwall, TR11 4EH on 21 May 2020 at 12 noon for the purpose of considering and, if thought fit, passing the following resolutions. It is intended to propose resolutions 1 to 10 (inclusive) as ordinary resolutions and resolutions 11 to 12 (inclusive) as special resolutions.

To consider and, if thought fit, to approve the following ordinary resolutions numbered 1 to 10:

1. To receive and adopt the Annual report and Accounts of the Company for the period ended 31 December 2019, together with the report of the Auditors thereon.
2. To re-appoint Nicholas Clarke as a Director of the Company.
3. To re-appoint Nigel Robinson as a Director of the Company.
4. To re-appoint Gavin Ferrar as a Director of the Company.
5. To re-appoint Nigel Hurst-Brown as a Director of the Company.
6. To re-appoint Robert Cathery as a Director of the Company.
7. To re-appoint Gillian Davidson as a Director of the Company.
8. To re-appoint BDO LLP as Auditors of the Company.
9. To authorise the Directors to fix the remuneration of the Auditors of the Company.
10. That the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act"), to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of US\$1,173,511, comprising
 - a) up to an aggregate nominal amount equal to US\$586,755 in connection with or pursuant to an offer in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and
 - b) otherwise than pursuant to sub-paragraph (a) of this resolution above, up to a further aggregate nominal amount equal to US\$586,755,

these authorisations to expire on 30 June 2021 or, if earlier, at the conclusion of the Company's annual general meeting to be held in 2021 (save that the Company may before such expiry make any offer or agreement which would or might require shares in the Company to be allotted or rights to subscribe for or to convert any securities into shares in the Company to be granted, after such expiry and the Directors may allot shares in the Company, or grant rights to subscribe for or to convert any security into shares in the Company, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired).

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

To consider and, if thought fit, to approve the following special resolutions numbered 11 to 12:

11. That, subject to the passing of resolution 10, the Directors be given power pursuant to sections 570(1) and 573 of the Act to:

- a) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by that resolution; and
- b) sell ordinary shares (as defined in sections 560(1) and 560(3) of the Act) held by the Company as treasury shares for cash,

as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares for cash,

- (i) in connection with or pursuant to an offer of or invitation to acquire equity securities in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of any territory or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and

- (ii) otherwise than pursuant to sub-paragraph (i) of this resolution, up to an aggregate nominal amount of US\$176,027,

these authorisations to expire on 30 June 2021 or, if earlier, at the conclusion of the Company's annual general meeting to be held in 2021 (save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired).

12. That the Company is generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of any of the ordinary shares in the capital of the Company on such terms and in such manner as the Directors may from time to time determine, such shares to be either held as treasury shares or cancelled as the Board may determine provided that:

- a) the maximum number of ordinary shares which may be purchased is 17,602,662 ordinary shares of US\$0.01 each;
- b) the minimum price that may be paid for each ordinary share is the nominal amount of such share which amount shall be exclusive of expenses, if any;
- c) the maximum price (exclusive of expenses) that may be paid for each ordinary share is an amount equal to the higher of:
 - (i) 105 per cent. of the average of the middle market quotations for the ordinary shares of the Company (as derived from the AIM Appendix to the Daily Official List of London Stock Exchange plc) for the five business days immediately preceding the day on which such share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange as stipulated by the Commission-adopted regulatory Technical Standards pursuant to article 5(6) of the Market Abuse regulation;
- d) the Company may, before this authority expires, make a contract to purchase ordinary shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired; and
- e) unless previously renewed, revoked or varied, this authority shall expire on 30 June 2021, or if earlier, at the conclusion of the next annual general meeting of the Company to be held in 2021.

BY ORDER OF THE BOARD

TONY HUNTER
Secretary
17 April 2020

Registered Office:
Masters House
107 Hammersmith Road
London W14 0QH

Registered in England & Wales,
No. 5559627

NOTES

PLEASE SEE IMPORTANT INFORMATION IN THE CHAIRMAN'S LETTER (ON PAGE 1) REGARDING THE AGM AND COVID-19.

The information in the Chairman's letter is incorporated by reference into these notes which explain your general rights as a member and your rights to attend and vote at the Annual General Meeting ('AGM') or to appoint someone else to vote on your behalf. In light of the Stay at Home Measures which prohibit all non-essential travel and public gatherings of more than two people, members should not attend the Company's 2020 AGM. Instead, you are strongly encouraged to appoint the Chairman of the meeting as your proxy as soon as possible and in any event by no later than 12.00 noon on 19 May 2020. If you appoint someone other than the Chairman of the meeting as your proxy, they will not be able to attend or vote at the meeting because of the Stay at Home Measures. Any members or proxies (other than the Chairman of the meeting) who attempt to attend the meeting will be refused entry. Accordingly, while you may have the right to attend and vote at the meeting in person, you will not be able to exercise those rights because of the Government's Stay at Home Measures. In order to ensure your vote is counted, you must return your proxy appointing the Chairman of the meeting not later than 12.00 noon on 19 May 2020.

1. A member entitled to attend and vote at the AGM is entitled to appoint a proxy (who need not be a member of the Company) to attend, speak and vote instead of him/her. Please note, that at this year's AGM, due to the Stay at Home Measures implemented by the Government to combat the COVID-19 pandemic, members and/or their proxies (other than the Chairman of the meeting) will not be able to attend the meeting in person. Accordingly, members will need to appoint a proxy who will be attending the meeting to exercise their voting rights at the meeting. If members appoint the Chairman of the meeting as their proxy, this will ensure that their votes are cast in accordance with their wishes given that, in light of the restrictions on public gatherings, only one other person will be attending the meeting in person in order to satisfy the quorum requirement for the meeting.
2. A form of proxy is enclosed and instructions for completion are shown on the form. In order to be valid, the form of proxy appointing the Chairman of the meeting and any power of attorney, or notarially certified copy thereof, under which it is executed, must be received by the Company no later than 12.00noon on 19 May 2020, having been returned:
 - (i) electronically at www.investorcentre.co.uk/eproxy for further details see note 3.
 - (ii) in hard copy form by post or by courier to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.
 - (ii) in the case of CREST members by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 8.

We strongly encourage you, where possible, to submit your Form of Proxy appointing the Chairman of the meeting as proxy electronically in the event that: (i) there are delays in or suspension of the postal service; or (ii) The Pavilions, Bridgwater Road, Bristol, BS99 6ZY is closed as a result of COVID-19.

3. Members may register their proxy appointments or vote electronically via the website at www.investorcentre.co.uk/eproxy where full details of the procedure are given. Shareholders who have not yet registered for electronic communications can do so at <http://www.investorcentre.co.uk/ecomms>.

Members will need the control number, shareholder reference number ('SRN') and PIN set out in the form of proxy. A form of proxy lodged electronically will be invalid unless it is lodged at the electronic address specified no later than 12 noon on 19 May 2020, or, in the case of an adjourned meeting, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting.

Electronic communication facilities are available to all shareholders and those who use them will not be disadvantaged. The Company will not accept any communication that is found to contain a computer virus.

4. Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have the right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a nominated Person has no such proxy appointment right or does not wish to exercise such right, he/she may, under such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. Please note that the restrictions on non-essential travel and public gatherings of more than two people mean that shareholders, proxies (other than the Chairman of the meeting) and others will not be able to attend the meeting in person.
5. The statement of the rights of members in relation to the appointment of proxies in paragraph 1 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. 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 they do not do so in relation to the same shares.

NOTES CONTINUED

7. The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company as at 6.30pm on 19 May 2020 shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. Subsequent changes to entries on the register of members shall be disregarded in determining the rights of any person to attend or vote at the AGM. Please note that the restrictions on non-essential travel and public gatherings of more than two people mean that shareholders, proxies (other than the Chairman of the meeting) and others will not be able to attend the meeting in person.
8. CREST members who wish to appoint a proxy or proxies can do so by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual, which can be viewed at www.euroclear.com/CREST. 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.
9. 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 & Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 3RA50) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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. Please note that the restrictions on non-essential travel and public gatherings of more than two people mean that shareholders, proxies (other than the Chairman of the meeting) and others will not be able to attend the meeting in person.

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.

10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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.
11. If the AGM is adjourned to a time not more than 48 hours after the specified time applicable to the original AGM, the time referred to in note 7 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 AGM. If, however, the AGM is adjourned for a longer period, then to be so entitled members must be entered on the Company's register of members at a time which is 48 hours (excluding non-working days) before the time fixed for the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in that notice.
12. You may not use any electronic address (within the meaning of section 333(4) of the Act) provided in this notice (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.
13. As at 17 April 2020 (being the last practicable date prior to the publication of this notice) the Company's issued share capital comprises 176,498,266 ordinary shares of US\$0.01 each, each such share carrying one vote, including 471,647 shares in Treasury. Accordingly, the total voting rights in the Company as at 17 April 2020 are 176,026,619.