

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 2019

To be held at the offices of

Jones Day, 21 Tudor Street, London EC4Y 0DJ

on 16 May 2019 at 12.00 noon

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

23 April 2019

Dear Shareholder,

ANNUAL GENERAL MEETING 2019

I am pleased to advise that the Company's Annual General Meeting ("AGM") will be held at the offices of Jones Day, 21 Tudor Street, London EC4Y 0DJ on 16 May 2019 at 12.00 noon. All shareholders are welcome to attend and are asked to arrive at the venue no later than 11.45 a.m. There will be full access available for disabled shareholders. There will be an opportunity for shareholders to speak with Directors at the meeting.

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 pages 2 to 3.

ACTION TO BE TAKEN

A proxy form for use by shareholders in connection with the AGM is enclosed. Whether or not you propose to attend the AGM, you are requested to complete and return the form in accordance with its instructions so that it arrives no later than 48 hours (excluding non-working days) before the time appointed for holding the Meeting. If you complete and return the proxy form, you can still attend and vote at the Meeting in person if you wish.

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 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 2018.

RESOLUTION 2: TO DECLARE A FINAL DIVIDEND

The Board has recommended that a final dividend for the year ended 31 December 2018 of 8 pence per share be declared payable on 20 May 2019 to shareholders whose names appear on the register of members of the Company at the close of business on 26 April 2019. An interim dividend of 6.5 pence per share was paid on 26 October 2018, making a total dividend for the year of 14.5 pence per share.

RESOLUTION 3: 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, Roger Davey retires and resolution 3 is for his re-appointment. Biographical details of all the Directors appear on pages 42 and 43 of the Annual Report and Accounts for the financial year ended 31 December 2018. The Directors' biographies can also be found on the Company's website at www.centralasiametals.com/about-us/directors/.

RESOLUTION 4: RE-APPOINTMENT OF AUDITORS

The Company's Auditors are required to be re-appointed at every AGM. Resolution 4 is an ordinary resolution to approve the re-appointment of PricewaterhouseCoopers LLP as Auditors.

RESOLUTION 5: 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 6: 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 6 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 2020 or on 30 June 2020, whichever is the earlier.

In accordance with the latest institutional guidelines issued by The Investment Association, paragraph (a) of Resolution 6 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\$586,622, representing approximately one third (33.33 per cent.) of the Company's existing issued share capital (excluding treasury shares) as at 23 April 2019 (being the latest practicable date prior to the publication of this notice). Paragraph (b) of Resolution 6 will also allow the Directors to allot further ordinary shares up to an aggregate nominal amount of US\$586,622, representing approximately one third (33.33 per cent.) of the Company's existing issued share capital (excluding treasury shares) as at 23 April 2019.

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 7: 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 7 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\$175,987 (being approximately 10 per cent. of the Company's issued ordinary share capital (excluding treasury shares) at 23 April 2019, the latest practicable date prior to publication of this notice). If given, this power will expire on 30 June 2020 or at the conclusion of the AGM in 2020, 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.

EXPLANATORY NOTES CONTINUED

RESOLUTION 8: 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 23 April 2019, 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 the offices of Jones Day, 21 Tudor Street, London EC4Y 0DJ on 16 May 2019 at 12.00 noon for the purpose of considering and, if thought fit, passing the following resolutions. It is intended to propose resolutions 1 to 6 (inclusive) as ordinary resolutions and resolutions 7 to 8 (inclusive) as special resolutions.

To consider and, if thought fit, to approve the following ordinary resolutions numbered 1 to 6:

1. To receive and adopt the Annual Report and Accounts of the Company for the period ended 31 December 2018, together with the report of the Auditors thereon.
2. That the final dividend for the year ended 31 December 2018 of 8 pence per share be declared payable on 20 May 2019 to shareholders whose names appear on the register of members of the Company at the close of business on 26 April 2019.
3. To re-appoint Roger Davey as a Director of the Company.
4. To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company.
5. To authorise the Directors to fix the remuneration of the Auditors of the Company.
6. 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\$1,173,244, comprising:
 - a) up to an aggregate nominal amount equal to US\$586,622 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\$586,622,

these authorisations to expire on 30 June 2020 or, if earlier, at the conclusion of the Company's annual general meeting to be held in 2020 (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).

To consider and, if thought fit, to approve the following special resolutions numbered 7 to 8:

7. That, subject to the passing of resolution 6, 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\$175,987,

these authorisations to expire on 30 June 2020 or, if earlier, at the conclusion of the Company's annual general meeting to be held in 2020 (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).

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

8. 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 17,598,662 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 2020, or if earlier, at the conclusion of the next annual general meeting of the Company to be held in 2020.

BY ORDER OF THE BOARD

TONY HUNTER
Secretary
23 April 2019

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

Registered in England & Wales,
No. 5559627

NOTES

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy (who need not be a member of the Company) to attend, speak and vote instead of him/her. A form of proxy is enclosed with this notice. The completion and return of the proxy form does not preclude a member from attending the Meeting and voting in person.
2. A member may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such member. To appoint more than one proxy, please sign and date the form of proxy and, if necessary, attach a schedule listing the names and addresses (in block letters) of all of your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. You may not appoint more than one proxy to exercise the rights attached to any one share. If you wish to appoint the Chairman of the Meeting as one of your multiple proxies, simply write "the Chairman of the Meeting".
3. In order to be valid, the form of proxy and any power of attorney, or notarially certified copy thereof, under which it is executed, must be received by the Company no later than 12.00 noon on 14 May 2019, having been returned in hard copy form by post, by courier or by hand to the Company's Registrars, Computershare investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.
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 Meeting. 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.
5. The statement of the rights of members in relation to the appointment of proxies in paragraphs 1 and 2 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.
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 6.30 p.m. on 14 May 2019 shall be entitled to attend or vote at the Meeting 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 Meeting.
8. CREST members who wish to appoint a proxy or proxies 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.

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.

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.

9. 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.

NOTES CONTINUED

10. If the Meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original Meeting, 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 Meeting. if, however, the Meeting 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 Meeting or, if the Company gives notice of the adjourned Meeting, at the time specified in that notice.
11. 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.
12. As at 23 April 2019 (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 511,647 shares in Treasury. Accordingly, the total voting rights in the Company as at 23 April 2019 are 175,986,619.