



NOTICE OF ANNUAL GENERAL MEETING

OVOCA GOLD PUBLIC LIMITED COMPANY ("the Company")

NOTICE is hereby given that the Annual General Meeting of the Company will be held at Buswells Hotel, 23-25 Molesworth Street, Dublin 2, Ireland on 16th of August 2016 at 3.00 pm for the purpose of considering and, if thought fit, passing the following resolutions:

Ordinary Business:

- (1) To receive and consider the accounts for the year ended 31 December 2015 and the reports of the Directors and Auditors thereon.
- (2) To re-elect Donald Schissel as a Director. Mr. Schissel is retiring by rotation in accordance with Article 95 of the Articles of Association of the Company and, being eligible seeks, re-election.
- (3) To re-elect Yuri Radchenko as a Director. Mr. Radchenko is retiring by rotation in accordance with Article 95 of the Articles of Association of the Company and, being eligible, seeks re-election.
- (4) To re-appoint Grant Thornton as Auditors.
- (5) To authorise the Directors to fix the remuneration of the Auditors.

Special Business:

- (6) To consider and, if thought fit, pass the following ordinary resolution:

“That the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot and issue relevant securities (within the meaning of Section 1021 of the Companies Act 2014) up to an amount equal to the authorised but unissued share capital of the Company. The authority hereby conferred shall expire at the conclusion of the next Annual General Meeting unless previously renewed, varied or revoked by the Company in general meeting save that the Company may make an offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted or issued after this authority has expired and the Directors may allot and issue relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.”

- (7) To consider and, if thought fit, pass the following special resolution:

“That, the Directors be and are hereby empowered pursuant to Section 1023 of the Companies Act 2014 to allot equity securities (within the meaning of Section 1023(1) of the Companies Act 2014) for cash pursuant to the authority conferred on the Directors under Section 1021 of the Companies Act 2014 by resolution 6 above as if subsection 1 of Section 1022 of the Companies Act 2014 did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with any offer of securities open for any period fixed by the Directors by way of rights, open offer or otherwise in favour of Ordinary Shareholders (other than those holders with registered addresses outside the State to whom an offer would, in the opinion of the Directors, be impractical or unlawful in any jurisdiction) and/or any persons having a right to subscribe for or convert securities into ordinary shares in the capital of the Company (including, without limitation, any holders of options under the Company's share option schemes for the time being) and subject to such exclusion or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems in respect of overseas shareholders, fractional entitlements or otherwise; and



(b) in addition to the authority conferred by sub-paragraph (a) of this resolution, the allotment of equity securities up to a maximum aggregate nominal value of €1,105,735,

and the powers hereby conferred shall expire on the next Annual General Meeting unless previously renewed, varied or revoked by the Company in general meeting save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted or issued after this authority has expired and the Directors may allot and issue equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired.”

By Order of the Board

KIRILL GOLOVANOV
Company Secretary

Registered Office:
78 Merrion Square South
Dublin 2
Ireland

Dated: June 29, 2016.

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend, speak and, on a poll, vote on his/her behalf. A Proxy need not be a member of the Company. Completing and returning a Form of Proxy will not preclude a member from attending and voting at the Meeting should he/she so wishes.
2. To be effective, a Form of Proxy (if executed by an Attorney together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof) must be completed and reach the registered offices of the Company's registrars, Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland, not less than forty eight hours before the time appointed for the Meeting.
3. The Form of Proxy must (i) in the case of an individual member be signed by the member or his/her attorney duly authorised in writing; or (ii) in the case of a body corporate be given either under its common seal or signed on its behalf by its duly authorised officer or attorney.
4. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. The Company, pursuant to Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996 (as amended), specifies that only those shareholders registered in the register of members of the Company at close of business on the day which is two days before the date of the Meeting (or in the case of an adjournment at the close of business on the day which is two days before the date of the adjourned meeting) shall be entitled to attend and vote at the Meeting in respect only of the number of shares registered in their name at that time. Changes to entries in the register after that time will be disregarded in determining the rights of any person to attend or vote at the Meeting.