

TRANS-SIBERIAN GOLD plc

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of Trans-Siberian Gold plc (the "Company") will be held at 11.30 a.m. (UK time) on 29 June 2017 at the offices of BDO LLP, 55 Baker Street, London W1U 7EU. Each of the resolutions numbered 1 to 4 (inclusive) to be considered at the meeting will be ordinary business, and resolutions numbered 5 and 6 will be special business:

ORDINARY RESOLUTIONS

1. To receive the accounts of the Company for the year ended 31 December 2016 and the reports of the directors and auditors thereon (to be sent under separate cover).
2. To re-elect Charles Ryan as a director of the Company who retires by rotation in accordance with article 109 of the Company's Articles of Association (see note 1).
3. To re-appoint BDO LLP as the Company's auditors until the conclusion of the next general meeting of the Company at which accounts are laid.
4. To authorise the directors to determine the remuneration of the auditors.
5. To authorise the directors pursuant to section 551 of the Companies Act 2006 (the "Act") to:
 - (a) allot equity securities in the Company (within the meaning of section 560 of the Act) otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £1,331,564.20, being one third of the Company's authorised (being the maximum number of ordinary shares which the directors are capable of allotting under the Company's Articles of Association) but unissued share capital, for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of the next annual general meeting of the Company and 30 June 2018; and
 - (b) make an offer or agreement which would or might require shares in the Company to be allotted or rights to subscribe for or to convert any security into shares in the Company to be granted after expiry of this authority and the directors may allot shares or grant rights in pursuance of that offer or agreement as if this authority had not expired.

This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot shares or to make offers or agreements which might or would require the Company to allot shares or rights to subscribe for or to convert any security into shares in the Company but without prejudice to any allotment of shares or

grant of rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTION

6. Subject to the passing of the resolution numbered 5 in the notice of the annual general meeting to authorise the directors pursuant to section 551 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred on them by resolution 5 as if section 561(1) of the Act did not apply to the allotment. This power:

(a) expires on the earlier of the next annual general meeting of the Company and 30 June 2018, but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired;

(b) shall be limited to:

(i) the allotment of equity securities in connection with an issue in favour of holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) to their existing holdings of ordinary shares but subject to such exclusions or other arrangements as the directors 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 a regulatory body or stock exchange; and

(ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities for cash up to an aggregate nominal amount equal to 5 per cent of the issued and unconditionally allotted share capital of the Company.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560 of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 5" were omitted."

By order of the Board
Simon V. Olsen
Company Secretary

Registered Office
39 Parkside
Cambridge CB1 1PN

6 June 2017

Explanatory Note

The effect of Resolution numbered 6 is to give the directors authority to allot equity securities for cash without the need first to offer such shares to existing shareholders.

NOTES

1. Biographical details of the director retiring are shown on page 9, with additional information in the Directors' Report on page 10, of the Annual Report and Accounts 2016. Simon Olsen is the other director retiring by rotation at the AGM, however he is not seeking re-election.
2. Holders of ordinary shares, or their duly appointed representatives, are entitled to attend and vote at the AGM. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and speak and vote on their behalf at the meeting. A shareholder can appoint the Chairman of the meeting or anyone else to be his/her proxy at the meeting. A proxy need not be a shareholder. More than one proxy can be appointed in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different ordinary share or shares held by that shareholder. To appoint more than one proxy, the Proxy Form should be photocopied and completed for each proxy holder. The proxy holder's name should be written on the Proxy Form together with the number of shares in relation to which the proxy is authorised to act. The box on the Proxy Form must also be ticked to indicate that the proxy instruction is one of multiple instructions being given. All Proxy Forms must be signed and, to be effective, must be lodged with the company's registrar so as to arrive not later than 48 hours before the time of the meeting, or in the case of an adjournment 48 hours before the adjourned time.
3. The return of a completed Proxy Form, other such instrument or any CREST Proxy Instruction (as described in note 4) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
4. 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 Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by Capita Asset Services (ID RA10) not later than 48 hours before the time fixed for the AGM. 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 Capita Asset Services is able to retrieve the message by enquiry to CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages and normal system timings and limitations will apply in relation to the input of a CREST Proxy Instruction. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. 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.
5. Only shareholders whose names appear on the register of members of the Company as at 48 hours before the time of the meeting shall be entitled to attend the AGM either in person or by proxy and the number of ordinary shares then registered in their respective names shall determine the number of votes such persons are entitled to cast on a poll at the AGM.
6. The statement of the rights of shareholders in relation to the appointment of proxies in note 4 does not apply to Nominated Persons. The rights described in that note can only be exercised by shareholders of the Company.
7. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the Company's register of members at 6:00pm on the day which is two days before the day of the meeting or, if the meeting is adjourned, shareholders entered on the Company's register of members at close of business on the day two days before the date of any adjournment shall be entitled to attend and vote at the meeting.