

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action to take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser. If you have sold or transferred all your ordinary shares of US\$0.01 each in the capital of Asiamet Resources Limited (“Ordinary Shares”), you should pass this document and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.**

## **ASIAMET RESOURCES LIMITED**

*(Registered in Bermuda with Company No.23943)*

### *Directors*

Peter Bird  
Tony Manini  
Peter Pollard  
Faldi Ismail  
Dominic Heaton

### *Registered Office*

Thistle House  
4 Burnaby Street  
Hamilton HM12  
Bermuda

### *Corporate Office*

Level 12  
303 Collins Street  
Melbourne  
Vic 3000  
Australia

30 May 2019

Tel: +61 43 887 1995

Website: <http://www.asiametresources.com>

*To the holders of Ordinary Shares*

Dear Shareholder,

### **Introduction**

The purpose of this letter is to provide you with information to understand the background to the enclosed Notice convening an Annual General Meeting (“**AGM**”) of Asiamet Resources Limited (the “**Company**”) to be held at the offices of Bird & Bird LLP, 12 New Fetter Lane, London EC4A 1JP at 10.00 a.m. on 25 June 2019, at which the resolutions described below will be proposed (the “**Resolutions**”).

### *Number of Directors*

Clause 87 of the Bye-Laws of the Company requires the members of the Company to determine the maximum number of directors of the Company. As such, Resolution 2 below has been included to comply with this provision. The Company has proposed that the maximum number of directors to form the board should be set at 8. This currently exceeds the number of directors who are currently on the board and whilst the Company does not envisage appointing such number of additional directors to make the composition of the board 8 persons, it believes this will give the Company sufficient flexibility going forward.

### *Increase in Authorised Share Capital*

Clause 46 of the Bye-Laws of the Company permits an increase in the authorised share capital of the Company by resolution of the shareholders. The board of directors have determined that in order to provide the flexibility to accommodate growth of the Company, shareholders will be asked to approve an increase in the authorised share capital of the Company as detailed in Resolution 9 below. The affirmative vote of a majority of the votes cast in respect thereof is required in order to pass such Resolution.

## **Resolutions Proposed at the AGM**

### ***Resolution 1 – Receive Annual Report and Accounts***

To receive the audited consolidated financial statements of the Company for the financial year ended 31 December, 2018, together with the report of the Auditors thereon.

### ***Resolution 2 – Number of Directors***

To fix the maximum number of Directors of the Company at 8.

### ***Resolution 3 – Re-Election of Director***

To re-elect Peter Bird as a Director for the ensuing year.

### ***Resolution 4 – Re-Election of Director***

To re-elect Tony Manini as a Director for the ensuing year.

### ***Resolution 5 – Re-Election of Director***

To re-elect Peter Pollard as a Director for the ensuing year.

### ***Resolution 6 – Re-Election of Director***

To re-elect Faldi Ismail as a Director for the ensuing year.

### ***Resolution 7 – Election of Director***

To elect Dominic Heaton as a Director for the ensuing year.

### ***Resolution 8 – Appointment of Auditors***

To appoint Ernst & Young LLP, Chartered Accountants, as the auditors of the Company for the ensuing year and to authorise the Directors to fix the remuneration to be paid to the auditors.

### ***Resolution 9 – Authorise Share Capital Increase***

To consider and, if thought fit, to approve a resolution increasing the authorised share capital of the Company to US\$15,000,000 divided into 1,500,000,000 common shares of US\$0.01 par value each.

## **Action to be taken by Shareholders**

Enclosed with the Notice of AGM accompanying this letter is a form of proxy for use by shareholders. All shareholders are invited and encouraged to attend the AGM or, if they are unable to attend in person, to complete, sign and return the form of proxy to the Company in accordance with the instructions printed on it so as to be received as soon as possible, but in any event not later than 10.00 a.m. on 21 June 2019. Shareholders can either deliver the form of proxy by hand, by mail, by facsimile or as an attachment by email in accordance with the instructions contained thereon. Delivery of a form of proxy will not preclude a shareholder from attending and voting at the AGM in person if the shareholder wishes.

## **Recommendation**

**Your Directors believe that the Resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and recommend that you vote in favour of such Resolutions as they intend to do in respect of their own beneficial shareholdings, amounting in aggregate to 41,413,842 existing Ordinary Shares, which represent approximately 4.1 per cent. of the Company's issued share capital.**

Yours faithfully,



**Tony Manini**  
Chairman

# ASIAMET RESOURCES LIMITED

*(Registered in Bermuda with Company No.23943)*

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Asiamet Resources Limited (the “**Company**”) will be held at the offices of Bird & Bird LLP, 12 New Fetter Lane, London EC4A 1JP on 25 June 2019 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions each of which shall be proposed as ordinary resolutions:

### Ordinary Resolutions

1. To receive the audited consolidated financial statements of the Company for the financial year ended 31 December 2018, together with the report of the Auditors thereon.
2. To fix the number of Directors of the Company at 8.
3. To re-elect Peter Bird as a Director for the ensuing year.
4. To re-elect Tony Manini as a Director for the ensuing year.
5. To re-elect Peter Pollard as a Director for the ensuing year.
6. To re-elect Faldi Ismail as a Director for the ensuing year.
7. To elect Dominic Heaton as a Director for the ensuing year.
8. To appoint Ernst & Young LLP, Chartered Accountants, as the auditors of the Company for the ensuing year and to authorise the Directors to fix the remuneration to be paid to the auditors.
9. To consider and, if thought fit, to approve a resolution increasing the authorised share capital of the Company to US\$15,000,000 divided into 1,500,000,000 common shares of US\$0.01 par value each.

### BY ORDER OF THE BOARD OF DIRECTORS

**Sam Quinn**  
*Company Secretary*

*Registered Office*  
Thistle House  
4 Burnaby Street  
Hamilton HM12  
Bermuda

30 May 2019

Website: <http://www.asiametresources.com>

**Notes:**

1. A member of the Company entitled to attend and vote at the above meeting may appoint a proxy to attend and (on a poll) vote instead of him. A proxy need not be a member of the Company.
2. Completion and return of a form of proxy does not preclude a member from attending and voting at the meeting in person should he so wish.
3. A form of proxy is enclosed and to be valid must be completed and signed and returned (together with a letter or power of attorney or other written authority, if any, under which it is signed or a notarially certified or office copy of such power or written authority):
  - (a) by hand or by post either to Computershare Investor Services (Bermuda) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ or at the Company's registered office at Asiamet Resources Limited, Thistle House, 4 Burnaby Street, Hamilton HM12, Bermuda;so as to be received not later than 10.00 a.m. on 21 June 2019 being 48 hours (excluding non-working days) before the time fixed for holding the meeting, or any adjournment thereof.
4. Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001 (as amended), only those members registered in the Register of Members of the Company as at close of business on 21 June 2019 being not more than 48 hours (excluding non-working days) before the time fixed for the meeting, are entitled to attend or vote at this meeting in respect of the number of shares registered in their name. Changes to entries in the Register after 21 June 2019 shall be disregarded in determining the right to attend or vote at the meeting.
5. You may not use any electronic address provided either in this Notice of Annual General Meeting or any related documents (included the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
6. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such questions relating to the business being dealt with at the Annual General Meeting, but no such answer need be given if (a) to do so would interfere unduly with the preparation of the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable, in the interests of the Company or the good order of the meeting, that the question be answered.
7. A copy of this notice and any other information relating to this notice can be found at [www.asiametresources.com/s/PressReleases.asp](http://www.asiametresources.com/s/PressReleases.asp).
8. As at the date of this Notice of Annual General Meeting there are 1,006,280,979 Ordinary Shares of US\$0.01 each in issue and the total voting rights of the Company are therefore 1,006,280,979.
9. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the Annual General Meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that the representative does not do so in relation to the same shares.
10. If you have any queries about your shareholding please contact Shareholder Inquiries on +44 (0)370 702 000 or online at [www-uk.computershare.com/Investor/default.asp](http://www-uk.computershare.com/Investor/default.asp).
11. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communications it sends out, but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that shareholders subject all messages to virus checking procedures prior to opening. Any electronic communication received by the Company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.

**Explanatory Notes to the Resolutions***Ordinary Resolutions*

These resolutions require more than 50 per cent. of votes cast to be cast in favour in order to be passed.