

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (“Meeting”) of Orogen Gold plc (“the Company”) will be held at Finsgate, 5-7 Cranwood Street, London EC1V 9EE on 19 May 2014 at 12.00 noon for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the report of the Directors and the financial statements of the Company for the year ending 31 December 2013, together with the report of the auditors thereon. (Ordinary Resolution)
2. To re-elect Ed Slowey, who retires by rotation and, being eligible, offers himself for re-election, as a Director of the Company. (Ordinary Resolution)
3. To re-appoint Jeffrey Henry LLP as auditors of the Company and to authorize the Directors to fix their remuneration. (Ordinary Resolution)

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions which will be proposed as an ordinary resolution as to resolution 4 and as a special resolution as to resolution 5:

4. THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (“Act”) to exercise all and any powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company (“Rights”) up to an aggregate nominal amount of £1,796,880, provided that the authority hereby conferred shall operate in substitution for and to the exclusion of any previous authority given to the Directors pursuant to section 551 of the Act and shall expire on the date falling 12 months from the date of the passing of this resolution (or, if later, the next annual general meeting of the Company following the passing of this resolution) unless such authority is renewed, varied or revoked by the Company in general meeting save that the Company may at any time before such expiry make an offer or agreement which might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offer or agreement as if the authority hereby conferred had not expired. (Ordinary Resolution)

5. THAT subject to and conditional upon passing of resolution 4 the Directors be and they are hereby empowered pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash as if Section 561 (1) of the Act did not apply to any such allotment PROVIDED THAT such power shall be limited to:

a. the allotment of equity securities in connection with a rights issue or any other pre-emptive offer in favour of holders of equity securities (as required by the rights of such securities) in proportion (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the Directors may consider appropriate to deal with treasury shares, fractional entitlements, record dates or legal or practical difficulties under the laws of any territory or the requirements of any recognised regulatory body or stock exchange in any territory or otherwise;

Notice of Annual General Meeting

b. the allotment (otherwise than pursuant to sub paragraph (a) above) of equity securities up to an aggregate nominal amount of £1,197,920,

and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the Directors pursuant to section 561 (1) of the Act and shall expire on the date falling 12 months from the date of the passing of this resolution (or, if later, the next annual general meeting of the Company following the passing of this resolution) unless such power is renewed, varied or revoked by the Company in general meeting except that the Company may before the expiry of any power contained in this Resolution make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired. (Special Resolution)

By Order of the Board

Ross Crockett
Company Secretary
Orogen Gold plc
Finsgate
5 – 7 Cranwood Street
London EC1V 9EE

Date: 22 April 2014

Notice of Annual General Meeting

NOTES:

1. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders of the Company on the register at 6pm on 15 May 2014 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at the time. Changes to the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this Notice of Annual General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's registrars at the address set out in note 5.

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:

- (a) completed and signed;
- (b) sent or delivered to **Capita Asset Services, PXS1, 34 Beckenham Road, Kent BR3 4TU;**
and
- (c) received by Capita Registrars no later than 48 hours before the scheduled time of the meeting.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

7. In order to facilitate voting by corporate representatives at the Annual General Meeting, arrangements will be put in place at the meeting so that:

- (i) if a corporate shareholder has appointed the Chairman as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and

Notice of Annual General Meeting

- (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the Annual General Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

8. Members who have general queries about the meeting should call the Company Secretary on +353-1-662-8395 (no other methods of communication will be accepted).

9. Copies of the service and consultancy agreements of the Directors with the Company, or with any of its subsidiaries, will be available for inspection at the registered office of the Company during usual business hours from the date of this Notice until the close of the Annual General Meeting and also at the place of the Annual General Meeting for at least 15 minutes prior to and during the Annual General Meeting.

10. As at 5.00 p.m. on the day immediately prior to the date of posting of this notice of Annual General Meeting, the Company's issued share capital comprised 2,395,839,120 ordinary shares of 0.1p each and 73,599,817 deferred shares of 0.9p each. Each ordinary share carries the right to one vote at a general meeting of the Company (while the deferred shares carry no voting rights) and, therefore, the total number of voting rights in the Company as at 5.00 p.m. on the day immediately prior to the date of posting of this Notice is 2,395,839,120.

The following notes provide an explanation as to why the resolutions set out in the notice are to be put to shareholders.

Resolution 1 – Adoption of Accounts

English company law requires the Directors to present the accounts to a general meeting of the shareholders.

Resolution 2 - Re-election of Director Retiring by Rotation

The Company has four Directors and the Articles of Association provides for one-third of them to retire by rotation and where such number is not a whole number then the number nearest to but not exceeding one third shall retire. The longest serving Directors have to offer themselves for re-election first. The length of time a Director has been in office is computed from the date of his appointment or re-election and where they have served for an equal amount of time then they shall agree who is to retire or be chosen by lot. Ed Slowey and Alan Mooney are the longest serving Directors and they have agreed that Ed Slowey should offer himself for re-election.

Resolution 3 - Re-appointment of Auditors

By this resolution, the Company will re-appoint Jeffreys Henry as auditors and the Directors are seeking shareholder approval to such appointment and the ability to determine the amount of their fees.

Notice of Annual General Meeting

Resolution 4 – Authority to the Directors to Allot Shares

Under the Act, the Directors of a Company may only allot shares if authorised to do so. Whilst the current authority has not yet expired, it is customary to grant a new authority at each Annual General Meeting. Accordingly, resolution number 4 will be proposed as an ordinary resolution to grant a new authority to allot the unissued share capital. If given, this authority will expire 12 months from the date of this resolution (or, if later, the next annual general meeting of the Company following the passing of this resolution) unless previously renewed, revoked or varied by the Company in general meeting.

Although the Directors currently have no present intention of exercising this authority, passing this resolution will allow the Directors flexibility to act in the best interests of shareholders when opportunities arise.

The amount of ordinary shares over which the authority set out in this resolution may be exercised is equal to 75 per cent of the current issued ordinary share capital of the Company.

Resolution 5 – Disapplication of Statutory Pre-emption Rights

Your Directors also require additional authority from shareholders to allot shares where they propose to do so for cash and otherwise than to existing shareholders pro rata to their holdings. Again, whilst the current authority has not yet expired, it is customary to grant a new authority at each annual general meeting. Accordingly, this resolution will be proposed as a special resolution to grant such authority over all the unissued shares. The amount of ordinary shares over which the authority set out in subparagraph (b) of this resolution may be exercised is equal to 50 per cent of the current issued ordinary share capital of the Company immediately following the passing of this resolution. If given, this authority will expire 12 months from the date of this resolution (or, if later, the next annual general meeting of the Company following the passing of this resolution) unless previously renewed, revoked or varied by the Company in general meeting.