



## **Arian Silver Corporation**

### **Notice of Annual General Meeting**

**Thursday 20 September 2018 at 11:30 BST**

**This notice of annual general meeting replaces the notice of annual general meeting dated 29 June 2018.**

**This document is important and requires your immediate attention.** If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser immediately. If you have sold or otherwise transferred all of your shares, please pass this document, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



**Arian Silver Corporation**  
Berkeley Square House, Berkeley Square  
London W1J 6BD, United Kingdom  
T: +44 (0) 20 7887 6599  
F: +44 (0) 20 7887 6598  
www.ariansilver.com

28 August 2018

Dear Shareholder,

**1. Background**

I am writing to you to explain the resolutions to be proposed at this year's Annual General Meeting ("AGM") to be held on Thursday 20 September 2018, at 11:30 BST, at Berkeley Square House, Berkeley Square, London W1J 6BD, United Kingdom, and which are set out in the notice of AGM at Part II of this document ("Document"). Resolutions 1 to 6 will be proposed as ordinary resolutions. Resolutions 7 to 11 will be proposed as special resolutions.

**2. AGM Business**

The business to be considered at the AGM is as follows:

**Resolution 1 Receiving and adopting the accounts**

The Company's audited financial statements for the financial year ended 31 December 2017 and the report of the auditors thereon will be submitted to the Meeting. Receipt at the Meeting of the auditors' report and the Company's audited consolidated financial statements for the financial year ended 31 December 2017 will not constitute approval or disapproval of any matters referred to therein.

**Resolutions 2 to 4 Reappointment of directors**

The Articles of Association of the Company provide that the Company is authorised to appoint a minimum of one and a maximum of twelve directors. The board of directors of the Company currently consists of five directors. Messrs Bailey and Crombie will retire from the Board on 30 June 2018 and will therefore not be proposed to be re-elected at the Meeting.

Dennis Edmonds and Christopher Gordon were appointed by the Board in the period following the previous AGM and accordingly they are proposed to be elected at the Company's annual general meeting for the first time. James Cable is proposed to be re-elected at the Meeting. If the resolutions are passed, the Board of Directors will comprise one executive director and two non-executive directors.

**Resolutions 5 to 6 Auditors appointment and remuneration**

It is proposed to authorise the Board of Directors to appoint auditors of the Company and to determine their remuneration.

**Resolutions 7 to 9 Change of name**

It is proposed that, subject to the approval of the Registrar of Corporate Affairs of the British Virgin Islands, (i) the name of the Company be changed to "**Alien Metals Limited**" and (ii) the Registered Agent of the Company, be authorised to file all such documents or notices with the Registrar of Corporate Affairs in the British Virgin Islands as may be necessary to change the name of the Company to Alien Metals Limited and (iii) any director of the Company be and is hereby authorised to engage in all other such activities as may be necessary to change the name of the Company to Alien Metals Limited;

### **Resolutions 10 to 11 Amendment to Memorandum and Articles**

It is proposed that subject to the passing of resolutions 7 to 9, pursuant to Clause 12 of the Memorandum of Association of the Company, the amended and restated Memorandum and Articles of Association be adopted in the form annexed to this notice as Schedule 1 (the "**Amended M&A**"), the registered agent of the Company be authorised and directed to file electronically via the VIRRGIN system a Form R201 together with the Amended M&A of the Company with the British Virgin Islands Registry of Corporate Affairs in accordance with the BVI Business Companies Act, 2004 as amended, together with any other notices as required pursuant to the laws of the British Virgin Islands.

### **3. Recommendation**

The Board considers that each of the Resolutions is in the best interest of the Company and its Shareholders as a whole and unanimously recommends that Shareholders vote in favour of the Resolutions.

*"D. V. Edmonds"*

Dennis Edmonds  
Executive Chairman  
Arian Silver Corporation

## PART II

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of shareholders (the “**Meeting**”) of Arian Silver Corporation (the “**Company**”) will be held at 11:30 BST on Thursday 20 September 2018 at Berkeley Square House, Berkeley Square, London W1J 6BD, United Kingdom, to consider and, if thought appropriate, pass the following resolutions:

- Resolution 1** To receive the audited financial statements of the Company for the year ended 31 December 2017 together with the report of the auditors thereon
- Resolution 2** To elect Dennis Edmonds as a director
- Resolution 3** To elect Chris Gordon as a director
- Resolution 4** To re-elect James Cable as a director
- Resolution 5** To authorise the Board of Directors to appoint auditors of the Company
- Resolution 6** To authorise the Board of Directors to determine the remuneration of the auditors
- Resolution 7\*** Subject to the approval of the Registrar of Corporate Affairs of the British Virgin Islands, the name of the Company be changed to “Alien Metals Limited”
- Resolution 8\*** Subject to the approval of the Registrar of Corporate Affairs of the British Virgin Islands, the Registered Agent of the Company, be authorised to file all such documents or notices with the Registrar of Corporate Affairs in the British Virgin Islands as may be necessary to change the name of the Company to “Alien Metals Limited”
- Resolution 9\*** Subject to the approval of the Registrar of Corporate Affairs of the British Virgin Islands, any director of the Company be and is hereby authorised to engage in all other such activities as may be necessary to change the name of the Company to “Alien Metals Limited”
- Resolution 10\*** Subject to the passing of resolutions 7 to 9, the amended and restated Memorandum and Articles of Association be adopted in the form annexed to this notice as Schedule 1 (the “**Amended M&A**”)
- Resolution 11\*** The registered agent of the Company be authorised and directed to file electronically via the VIRRGIN system a Form R201 together with the Amended M&A of the Company with the British Virgin Islands Registry of Corporate Affairs in accordance with the BVI Business Companies Act, 2004 as amended, together with any other notices as required pursuant to the laws of the British Virgin Islands

**By Order of the Board**

*“David H. Taylor”*

**David H. Taylor**

Company Secretary

**Arian Silver Corporation**

28 August 2018

\* denotes special resolution

## Notes

Only holders of Common Shares entered on the Company's register of members at 18:00 BST on Tuesday 18 September 2018, or in the event of an adjournment, 18:00 on the date which is two business days before the time of the adjourned meeting, or their proxies, are entitled to notice of and to speak and vote at the Meeting. Members may cast votes only in respect of shares of which they were registered holders at such time, and changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.

Shareholders not attending the Meeting or any adjournment thereof in person may appoint a proxy by completing and depositing the enclosed proxy form at the offices of Computershare Investor Services (BVI) Limited, c/o Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by 11:30 BST on 18 September 2018 or 48 hours before any adjourned meeting. Holders of Depositary Interests not attending the Meeting or any adjournment thereof in person may instruct the Depositary by completing and depositing the enclosed form of instruction at the offices of Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom, by 11:30 BST on 17 September 2018 or 72 hours before any adjourned meeting. Alternatively, if you hold your shares through a nominee service please contact your nominee service provider for instructions on how to attend and vote.

If you are able to attend the Meeting, or any adjournment thereof, lodging your proxy will not prevent you from voting in person.

Holders of Depositary Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf. In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "CREST Voting Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)).

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 11:30 BST on 17 September 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. Holders of Depositary Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the Depositary Interest holder concerned to take (or, if the Depositary Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depositary Interest holders 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.

The Company may treat as invalid a CREST Voting Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

The completion and return of this form will not preclude a member from attending the meeting and voting in person. Should the holder or a representative of that holder wish to attend the meeting and/or vote at the meeting, they must notify the Depositary in writing or email [UKALLDITeam2@computershare.co.uk](mailto:UKALLDITeam2@computershare.co.uk).