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If you have sold or otherwise transferred all of your shares in Shanta Gold Limited please send this document and the accompanying documents at once to the purchaser or transferee or to the stockbroker, banker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

SHANTA GOLD LIMITED

(as a non-cellular company with limited liability incorporated under the laws of Guernsey with registration number 43133)

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Resolution described in this document is conditional on shareholder approval at the Extraordinary General Meeting. Notice of the Extraordinary General Meeting to be held at Suite A, St Peter Port House, Sausmarez Street, St Peter Port, Guernsey, GY2 2PU on 30 September 2013 at 11.00 a.m. is set out at the end of this document.

Shareholders are requested to return the Form of Proxy accompanying this document for use at the Extraordinary General Meeting. To be valid, the Form of Proxy must be completed and returned in accordance with the instructions printed thereon so as to be received by the Company at its Registered Office as soon as possible and, in any event, not later than 11.00 a.m. on 28 September 2013.

Your attention is drawn to the letter from the Non-Executive Chairman of Shanta Gold Limited which is set out in Part I of this document and which recommends that you vote in favour of the Resolution to be proposed at the Extraordinary General Meeting. Your attention is also drawn to the section entitled "Action to be Taken" on page 4 of this document.

PART I

LETTER FROM THE CHAIRMAN

SHANTA GOLD LIMITED

(a non-cellular company with limited liability incorporated under the laws of Guernsey with registration number 43133)

Directors:

Anthony Durrant
Michael Houston
Ketankumar Patel
Paul Heber
Nicholas Davis
Luke Leslie
Robin Fryer

Registered office:

Suite A
St Peter Port House
Sausmarez Street
St Peter Port
Guernsey GY1 2PU

4 September 2013

Dear Shareholder,

Introduction

The Extraordinary General Meeting of the Company will be held at Suite A, St Peter Port House, Sausmarez Street, St Peter Port, Guernsey, GY1 2PU on 30 September 2013 at 11.00 a.m.. The business to be considered at the Extraordinary General Meeting is contained in the notice convening the Extraordinary General Meeting on pages 11 – 14 of this document. A brief explanation of the proposed resolution to be considered is set out below.

I am writing to you to explain the business to be considered at the Extraordinary General Meeting and to recommend that you vote in favour of the resolution set out in the notice of Extraordinary General Meeting.

The Extraordinary General Meeting

Special Business

The following Resolution will be proposed as a special resolution:

Resolution 1: This resolution amends the current Memorandum and Articles of the Company to reflect changes brought about by the introduction of the Companies (Guernsey) Law, 2008 (as amended) (the “**Companies Law**”).

The Companies Law came into effect on 1 July 2008. In accordance with The Companies (Transitional Provisions) Regulations, 2008 and subsequent amendments, Guernsey companies that were in existence under the 1994 Law were given until 1 July 2012 to ensure compliance with the new legislation, the Companies Law. These regulations have been extended until 31 December 2015 in order to allow sufficient time for the Company Law amendments to come into force. However, notwithstanding the extended timescale for compliance, the Board considers it prudent to implement changes to the Memorandum and Articles at the Extraordinary General Meeting, which will enable the Company to ensure that it will be in compliance with the new legislation and benefit from having a modernised constitution.

In general the Companies Law codifies and consolidates existing good corporate governance and best practice as well as introducing new responsibilities for directors. The main changes relate to the:

- (i) consolidation of existing legislation;
- (ii) introduction of a modern company incorporation and registration system;
- (iii) abolition of the legal doctrine of “ultra vires” in respect of a Company’s capacity to act;
- (iv) introduction of the solvency test which replaces the capital maintenance model in relation to the declaration of dividends and distributions;
- (v) enhancement of corporate governance; and
- (vi) power of the directors to issue shares.

Set out in Part III is a summary of the changes to be made to the Memorandum and Articles of the Company.

The current Articles of Association of the Company include provisions which replicate certain aspects of the UK Takeover Code into the Company’s constitution. From 30 September 2013, the Company will itself be subject to the UK Takeover Code and accordingly the Articles replicating these aspects of the UK Takeover Code have been deleted.

Action to be taken

Form of Proxy

You will find enclosed the Form of Proxy for use at the Extraordinary General Meeting. Whether or not you intend to attend the Extraordinary General Meeting, you are urged to complete and return the Form of Proxy as soon as possible. To be valid, the Form of Proxy must be completed in accordance with the instructions printed on it and lodged with the Company at its Registered Office as soon as possible and, in any event, not later than 11.00 a.m. on 28 September 2013 (or such later time as the Directors may determine). The Form of Proxy may be sent by post to PO Box 240, Suite A, St Peter Port House, Sausmarez Street, St Peter Port, Guernsey, GY1 3PG, by fax to +44 1481 729200 or by email to companysecretary@shantagold.com.

The lodging of the Form of Proxy will not prevent you from attending the Extraordinary General Meeting and voting in person if you so wish. If you have any queries relating to the completion of the Form of Proxy, please contact the Company’s administrator, Provident Trustees (Guernsey) Limited (Contact: Kelly Regnard) at the following number +44 1481 726300. The Company’s administrators can only provide information regarding the completion of the Form of Proxy and cannot provide you with investment or tax advice.

A quorum consisting of two shareholders entitled to vote and attending in person or by proxy (or, in the case of a corporation, by a duly appointed representative) is required for the Extraordinary General Meeting.

The Resolution is proposed as a special resolution, which require not less than 75 per cent. of the shareholders and duly appointed proxies attending the meeting and voting on a show of hands to vote in favour (excluding any votes that are withheld) or, if a poll is demanded, not less than 75 per cent. of the total voting rights cast on the relevant resolution (excluding any votes that are withheld) to be in favour.

Recommendations

The Board considers that the proposals and subjects of the Resolution are in the best interests of shareholders as a whole. Accordingly, the Board unanimously recommends shareholders, as those Directors who own shares in the Company intend to do so in respect of their own beneficial holding, to vote in favour of the Resolution to be proposed at the Extraordinary General Meeting. **You are requested to complete and return the enclosed Form of Proxy without delay, whether or not you intend to attend the Extraordinary General Meeting.**

Yours faithfully

Anthony Durrant
Non-Executive Chairman

PART II

DEFINITIONS

“Articles”	means the articles of association or articles of incorporation of the Company in force from time to time;
“Board” or “Directors”	means the board of directors of the Company;
“Companies Law”	means the Companies (Guernsey) Law, 2008 (as amended);
“Company”	means Shanta Gold Limited;
“Extraordinary General Meeting”	means the Extraordinary General Meeting of the Company convened for 11.00 a.m. on 30 September 2013 (or any adjournment thereof), notice of which is set out at the end of this document;
“Form of Proxy”	means the form of proxy for use at the Extraordinary General Meeting;
“Memorandum”	means the memorandum of association or memorandum of incorporation of the Company in force from time to time;
“Resolution”	means the special resolution to be proposed at the Extraordinary General Meeting and contained in the notice of Extraordinary General Meeting.

PART III

SUMMARY OF AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF THE COMPANY

Set out below is a summary of the changes made to the current Memorandum and Articles of the Company to reflect changes brought about by the introduction of the Companies Law and to update and amend certain definitions and other provisions. The following description is only being provided by way of summary of the principal changes. Accordingly, Shareholders are encouraged to review the proposed new Memorandum and Articles for the purposes of ascertaining the full extent of the changes. Clean copies of the new Memorandum and Articles and copies marked up to show changes from the current Memorandum and Articles are available for inspection at the Registered office of Shanta Gold Limited.

Memorandum

Under the Companies (Guernsey) Law, 1994 (as amended) (the “1994 Law”), the naming methodology for the constitutional documents of a Guernsey company arose from the fact that a minimum of 2 persons were required in order to form a company (see sections 1(1) and 94(d) of the 1994 Law). Such persons were said to “associate” in order to form the company and therefore the memorandum and articles took on the description of memorandum and articles “of association”. The Companies Law changed this position by permitting single member companies. As a result of the fact that “association” is therefore no longer required, the description of the memorandum and articles in the Companies Law has been changed to memorandum and articles of “incorporation”.

Paragraph 3 of the Memorandum dealing with the objects of the Company has been deleted in its entirety. This is to take advantage of the Companies Law which has abolished the doctrine of “ultra vires”. In accordance with section 113 “Unless a company’s memorandum specifically limits its objects, its objects are unrestricted”. This means that under the Companies Law a company’s objects are unrestricted (i.e. it may do anything) except to the extent that it limits itself by inserting objects into its memorandum (i.e. an unrestricted company has no expressed objects). However, it should be noted that the Directors of the Company remain under a fiduciary duty to observe the limitation on their powers imposed by or deriving from the investment policy and restrictions.

Paragraphs 5, 6, 7, 8, 9 and 10 dealing with the issue of share capital have been deleted in their entirety because the concept of an “authorised share capital” has been eliminated from the Companies Law and the old requirement in the 1994 Law for a company’s memorandum to state the company’s share capital has not been transposed into the Companies Law. The Company’s ability to issue shares is now dealt with entirely in the new Articles. In addition the consideration for the issuance of a share is now dealt with in section 294 of the Companies Law.

Paragraph 11 dealing with the Company’s signature has been deleted as it is no longer a requirement to include the Company’s signature in the Memorandum. This is now included in the new Articles as described below.

New Paragraphs 6 and 7 have been inserted into the Memorandum because of the interaction of sections 15(7) and 38(7) of the Companies Law. Sections 15(2) to 15(6) explain what is required to be stated in a company’s memorandum (i.e. in the present context the Company’s name, that the Company’s registered office is in Guernsey, the Company’s company type, the Company’s liability type, the founder members’ names, addresses and signatures, the number of shares taken by each founder member on formation, their aggregate value and the amount paid up thereon). Section 15(7) goes on to provide that the memorandum may also make provision for any matter not referred to above, concerning the company, its members or officers. Section 38(7) provides that a company which wishes to make provision for a section 15(7) matter, or which wishes to alter an existing section 15(7) matter may do so, either by unanimous resolution of all its members or “in accordance with the terms of its memorandum”. Given the impracticality of unanimous resolutions, these provisions are designed to permit the use of section 38(7) at the threshold of a special resolution instead.

Articles

The definition of “CRESTCo” has been amended following the change of name of CRESTCo to Euroclear UK and Ireland Limited. This has resulted in amendments being made to Article 12 (as set out in the new Articles) to conform with the amended definition.

The definitions of “Ordinary Resolution” and “Special Resolution” have been amended to reflect the new legislative definition in both instances. The new definition of “Extraordinary Resolution” has also been included. A new defined term of “Written Resolution” has been included to reflect the new legislative definition in the Companies Law. For the avoidance of doubt, the requisite thresholds of consent to pass an ordinary resolution and a special resolution, namely a simple majority and a majority of not less than three-quarters of the votes cast respectively, remain the same under the Companies Law.

Article 3 dealing with the business of the Company has been deleted because the objects of the Company are set out in the Memorandum which upon the passing of the Resolution will be unrestricted.

A new Article 3 has been included to state that the standard articles of incorporation prescribed by the States of Guernsey Commerce and Employment Department shall not apply.

A new Article 4.1 has been included to reflect the fact that matters relating to the Company’s ability to issue shares is now dealt with entirely in the new Articles rather than the Memorandum as was the case under the 1994 Law.

Article 4.7 has been amended in order to renew the Directors’ general authority to allot and issue shares. The Directors are generally and unconditionally authorised to allot and issue, grant rights to subscribe for, or to convert securities into, an unlimited number of shares, which authority will expire 5 years after the date of adoption of the new Articles (unless previously renewed, revoked or varied by the Company in general meeting).

Article 4.3 (now renumbered as Article 4.2) dealing with the issue of preference shares as redeemable shares has been amended to reflect the fact that under the Companies Law shares of any type can now be issued as redeemable shares.

Article 4.11 dealing with the power to give financial assistance has been deleted because financial assistance is now permitted under the Companies Law subject to a solvency test without an explicit power needing to be included in the new Articles.

Article 4.5 (now renumbered as Article 4.4) has been amended to reflect the provisions of the Companies Law regarding the quorum requirements for a class meeting.

Article 4.2 has been deleted as section 29 of the 1994 Law has been repealed.

Article 7.1 dealing with disclosure of beneficial interests has been amended so that the provision also applies to any “Interested Party” (as defined therein) who had a direct or indirect interest in the Company during the three years immediately preceding the date on which any disclosure notice is issued. Article 7.3 dealing with the register of Interested Parties has been amended to remove references to the 1994 Law which are no longer applicable and to restrict access to the register to the Directors only.

Article 8.6 dealing with the closure of the register of members has been amended as the closure of the register is no longer permitted under the Companies Law.

Article 13 dealing with the alteration of capital has been generally amended to bring it into compliance with the Companies Law and, in addition, a new Article 13.4.6 has been inserted to permit the redenomination of shares. Article 13.6 dealing with the power to reduce share capital has been deleted because it is no longer a requirement of the Companies Law. Subject to any provisions to the contrary in the articles, a company can reduce its share capital by resolution of the board provided that the solvency test is passed.

Article 14.1 dealing with general meetings has been amended to bring it into compliance with the Companies Law and to remove the historical reference to the first annual general meeting.

Article 14.6 has been expanded to provide clarification regarding the notice requirements for rearranged general meetings and the timing for receipt of proxy appointments prior to any rearranged general meeting.

Article 14.7 dealing with the requisition by Shareholders of general meetings has been amended to specifically reference the requirements of the Companies Law.

Articles 14.8 and 14.9 have been deleted as sections 203, 204 and 205 of the Companies Law now set out the requirements for Shareholders who wish to requisition a general meeting.

Article 14.10 (now renumbered as Article 14.8) has been amended to clarify that a general meeting requisitioned by Shareholders will be convened in the same manner as a general meeting convened by the Board.

Article 15.1 dealing with the notice of general meetings has been amended to reflect the fact that only resolutions to which proper notice has been given can be tabled under the Companies Law.

Article 15.2 dealing with the omission to give notice of a general meeting has been redrafted to clarify that failure to provide notice shall not invalidate proceedings at a general meeting.

Article 16.1 has been amended to take account of the fact that there is no requirement under the Companies Law to distinguish between the ordinary and special business to be transacted at general meetings. Article 16.2 dealing with the quorum requirements for a general meeting has now been incorporated into Article 16.1.

Article 16.4 (now renumbered as Article 16.3) dealing with the appointment of a chairman at a general meeting of Shareholders has been amended because unless the articles state otherwise it is no longer a requirement of the Companies Law for the members to appoint a chairman of a general meeting from one of their own. This change has been made to make the operation of general meetings more efficient and to allow the chairman of the Board to chair the general meetings of the Shareholders. As a result of this change, a new Article 16.4 has been included to make it clear that the chairman of a general meeting may conduct the meeting in such manner as he sees fit. The remaining articles have been renumbered accordingly.

Article 16.6 dealing with polls has been amended to comply with the requirements of the Companies Law which state that a poll may be demanded by not less than 5 Shareholders having the right to vote on a resolution or a Shareholder or Shareholders representing not less than 10 per cent. of the total voting rights of all the Shareholders having the right to vote.

A new Article 16.12 has been included to clarify the position with regards to a Director's right to speak at a general meeting.

Articles 17.7 and 17.8 dealing with proxies have been amended and Article 19.12 deleted to give the Directors greater flexibility in how they receive and process proxy forms. In particular Shareholders will now be explicitly permitted to send their proxy forms to the Company in an electronic format. In addition in order to comply with the Companies Law it has been made clear that proxy forms must be deposited not less than 48 hours before the time for holding a general meeting unless the Directors resolve otherwise. New Articles 17.9 and 17.10 have also been included to clarify the rights of Shareholders to attend and vote notwithstanding the appointment of a proxy and to provide the Directors with the discretion to accept late service of proxy appointments.

Article 17.13 dealing with written resolutions has been included to set out the new requirements of the Companies Law as a written resolution of the shareholders no longer has to be signed by every shareholder but will be valid if signed by the requisite majority.

A new Article 17.14 has been included to deal with the practical issues for voting when two or more valid but differing appointments of a proxy are received in respect of the same share for use at the same

meeting or poll, in accordance with the Companies Law. Similar provisions have been added to Article 17.12 (now renumbered as Article 17.15) in the case of appointments by a Shareholder of a corporate representative and the procedure for voting on a show of hands where two or more representatives of one Shareholder purport to exercise a power in respect of the same shares.

A new Article 17.16 has been included to reflect the provisions of the Companies Law for calculating the relevant notice periods for Articles 17.8 and 17.10 (as renumbered), which exclude any non-working day.

Article 18.1 dealing with the appointment of the Board has been amended to delete the first sentence as this is now historical.

Articles 18.6 and 18.11 dealing with the appointment of Directors have been amended to comply with the requirements of the Companies Law that directors declare that they have consented to act and are not ineligible under the Companies Law.

Article 19.3 has been amended to permit the Directors to claim all reasonable expenses properly incurred by them in seeking independent professional advice on any matter that concerns them in the furtherance of their duties as a Director.

Article 23.1 dealing with the vacation of the office of Director has been amended to comply with the Companies Law which now includes death and ineligibility as reasons for a director to vacate his office.

Article 29 dealing with dividends has been generally amended to reflect the new solvency regime for the declaration and payment of dividends and distributions under the Companies Law. Specifically, dividends and distributions (including returns of capital) may be declared by the Directors in their sole discretion from time to time and such payments will not be subject to the approval of the Shareholders.

Article 30.1 and 30.2 dealing with the share premium account have been amended as the concept of a share premium account is no longer recognised by the Companies Law.

Article 31.1 dealing with the setting aside of profits in reserves has been amended to delete reference to profits as dividends and distributions no longer have to be paid out of a particular source provided the directors satisfy the solvency test.

Article 31.2 dealing with the establishment of a capital reserve has been deleted as under the Companies Law the Directors may set aside such reserves as they resolve is appropriate.

Article 31.1 dealing with the capitalisation of profits has been amended to clarify that the Directors will have the sole power to determine whether any amount standing to the credit of a reserve should be capitalised.

Article 32 dealing with accounts has been amended to comply with the Companies Law and in particular to reflect the fact that accounts must now be laid before the annual general meeting of the shareholders and then delivered to each Shareholder within 12 months of the end of the financial period to which they relate. Article 32.4 allows the annual report and accounts to be sent to Shareholders in electronic form to an address notified by the Shareholder for that purpose.

Article 36 has been amended to comply with the Companies Law in relation to the indemnification of Directors.

A new Article 39 has been included to permit Directors to explicitly fix record dates in relation to certain corporate actions.

A new Article 40 has been included as it is now a requirement of the Companies Law that the common signature of the Company be set out in the articles of incorporation (instead of in the Memorandum).

Article 41 dealing with share offers and incorporating certain aspect of the UK Takeover Code has been deleted, as from 30 September 2013 (being the date on which the UK Takeover Code will apply to the Company), the provisions replicating these aspects of the UK Takeover Code will be redundant.

SHANTA GOLD LIMITED

(Company No. 43133)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting of Shanta Gold Limited (the “Company”) will be held at Suite A, St Peter Port House, Sausmarez Street, St Peter Port, Guernsey, GY1 2PU on 30 September 2013 at 11.00 a.m. to consider and if thought fit, to pass the following resolution which will be proposed as a special resolution as set out below:

SPECIAL RESOLUTION

To be proposed as a special resolution:

1. That, the Memorandum and Articles of the Company are amended in the terms set out in Part III of the notice of the Extraordinary General Meeting of the Company dated 4 September 2013 and set out in the amended Memorandum and Articles of the Company tabled by the Chairman at the Extraordinary General Meeting and signed by the Chairman for the purposes of identification.

By order of the Board

Registered Office

Suite A
St Peter Port House
Sausmarez Street
St Peter Port
Guernsey GY1 2PU

Dated 4 September 2013

Notes:

1. To have the right to attend and vote at the meeting you must hold shares in the Company and your name must be entered on the share register of the Company.
2. Shareholders entitled to attend and vote at the meeting may appoint one or more proxies (who need not be a Shareholder) to attend, speak and vote on their behalf, provided that if two or more proxies are to be appointed, each proxy must be appointed to exercise the rights attaching to different shares.
3. To be valid, the relevant instrument appointing a proxy (and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) must be received by the Company at its Registered Office as soon as possible and, in any event, not later than 11.00 a.m. on 28 September 2013. A Form of Proxy accompanies this notice. Completion and return of the Form of Proxy will not preclude members from attending and voting at the meeting should they wish to do so.

SHANTA GOLD LIMITED

(Company No. 43133)

I/We, [Please insert shareholder name(s) using block capitals. Please note if the shareholder name(s) is not inserted the Form of Proxy cannot be used]

_____ of _____

being a member of Shanta Gold Limited (the "Company")

hereby appoint:

_____ (full name) of _____

_____ (address)


or failing him, the Chairman of the Meeting or the Company Secretary as my/our proxy to attend and vote on my/our behalf and if necessary demand a poll at the Extraordinary General Meeting of the Company to be held at Suite A, St Peter Port House, Sausmarez Street, St Peter Port, Guernsey, GY1 2PU on 30 September 2013 at 11.00 a.m. and at any adjournment thereof.

IMPORTANT: IF YOU WISH YOUR PROXY TO CAST ALL OF YOUR VOTES FOR OR AGAINST THE RESOLUTION, OR TO WITHHOLD ALL YOUR VOTES IN RESPECT OF THE RESOLUTION, YOU SHOULD INSERT AN "X" IN THE APPROPRIATE BOX. IF YOU WISH YOUR PROXY TO CAST ONLY CERTAIN VOTES FOR AND CERTAIN VOTES AGAINST, OR TO WITHHOLD ONLY CERTAIN VOTES IN RESPECT OF THE RESOLUTION, INSERT THE RELEVANT NUMBER OF SHARES IN THE APPROPRIATE BOX.

Special Resolution

	For	Against	Vote Withheld
1. That, the Memorandum and Articles of the Company are amended in the terms set out in Part III of the notice of Extraordinary General Meeting of the Company dated 4 September 2013 and set out in the amended Memorandum and Articles of the Company tabled by the Chairman at the Extraordinary General Meeting and signed by the Chairman for the purposes of identification.			

Signature _____ Date: _____ 2012

 IN ORDER TO BE VALID AT THIS MEETING THIS FORM OF PROXY MUST BE COMPLETED AND RETURNED TO THE COMPANY AT ITS REGISTERED OFFICE BY FAX +44 1481 729200 OR E-MAIL TO: COMPANYSECRETARY@SHANTAGOLD.COM, POSTING THE ORIGINAL TO: PO BOX 240, SUITE A, ST PETER PORT HOUSE, SAUSMAREZ STREET, ST PETER PORT, GUERNSEY, GY1 3PG TO ARRIVE NO LATER THAN 11.00 A.M. ON 28 SEPTEMBER 2013.

Notes:

1. Please insert your full name(s) and address(es) in BLOCK CAPITALS. In the case of joint holders, the names and addresses of all the joint holders should be stated on this Form of Proxy.
2. If you wish to appoint as a proxy a person other than the Chairman of the meeting or the Company Secretary, please insert the name of the proxy preferred in the space provided. The person to whom this proxy is given need not be a member of the Company but must attend the meeting in person to represent you. If no name is entered, the return of this Form of Proxy duly signed will authorise the Chairman of the meeting or the Company Secretary to act as your proxy.
3. The completion and return of this Form of Proxy will not prevent you from attending in person and voting at the meeting should you subsequently decide to do so.
4. In the absence of instructions, your proxy may vote or withhold from voting as he or she thinks fit on the specified resolution and, unless instructed otherwise, may also vote or withhold from voting as he or she thinks fit on any other business (including on a motion to amend a resolution, to propose a new resolution or to adjourn the meeting) which may properly come before the meeting. A vote withheld is not a vote in law. If instruction is given to withhold from voting in respect of any resolution, this instruction will be deemed to be neither a vote for or against the resolution.
5. Any alteration made to this Form of Proxy should be initialled by the person who signs it.
6. In the case of joint holders, such holders may elect one of their number to represent them and vote whether in person or by proxy in their name. In the absence of such an election, the person whose name stands first on the register of members of the Company shall alone be entitled to vote.
7. In the case of a corporation, this proxy must be given under its common seal or signed by a duly authorised officer or attorney.
8. To be valid, this Form of Proxy (together with any power of attorney or other authority under which it is signed or a copy of such authority certified notarially) must be received by the Company at its Registered Office, as soon as possible but, in any event, so as to arrive no later than 11.00 a.m. on 28 September 2013.