

**THIS NOTICE OF MEETING IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the contents of this document and/or the action you should take, you are recommended to seek personal financial advice from your bank manager, stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 ("FSMA").

If you have sold or otherwise transferred all of your shares in Amerisur Resources plc (the "Company"), please pass this document and all accompanying documents to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected so that they can pass these documents to the person who now holds the shares.

This document contains no offer of transferable securities to the public within the meaning of Section 102B of the FSMA, the Act or otherwise. Accordingly, this document does not constitute a prospectus within the meaning of Section 85 of the FSMA and has not been drawn up in accordance with the Prospectus Rules or approved by the FCA or any other competent authority.

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**AMERISUR RESOURCES PLC**  
(INCORPORATED AND REGISTERED IN ENGLAND AND WALES  
WITH COMPANY NUMBER 04030166)

**NOTICE OF ANNUAL GENERAL MEETING  
AND  
PROPOSED CAPITAL REDUCTION TO FACILITATE  
FUTURE DIVIDEND PAYMENTS**

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Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 2 to 4 of this document and which contains, amongst other things, the Directors' unanimous recommendation that you vote in favour of the resolutions to be proposed at the Annual General Meeting ('AGM').

Notice of an Annual General Meeting of Amerisur Resources plc, to be held at Sea Containers London, 20 Upper Ground, South Bank, London SE1 9PD at 9.30 am on 14 May 2019, is set out at the end of this document. Shareholders may submit a proxy online at [www.signalshares.com](http://www.signalshares.com) or through CREST. Alternatively, shareholders may request a paper proxy form from Link Asset Services. To be valid, a proxy vote should be completed and/or returned as soon as possible and, in any event, so as to reach the Company's registrars, Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by not later than 9.30 am on 10 May 2019 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). Submission of proxy votes will not preclude shareholders from attending and voting at the Annual General Meeting should they so wish.

A copy of this document is available at the Company's website, [www.amerisurresources.com](http://www.amerisurresources.com)

**AMERISUR RESOURCES PLC**  
(INCORPORATED IN ENGLAND AND WALES UNDER THE  
COMPANIES ACT 1985 TO 2006 WITH REGISTERED NO. 04030166)

**Directors:**

Giles Clarke (Chairman)  
Dr John Wardle (Chief Executive Officer)  
Nick Harrison (Chief Financial Officer)  
Alex Snow (Senior Independent Non-executive Director)  
Chris Jenkins (Independent Non-executive Director)  
Dana Coffield (Independent Non-executive Director)  
Elodie Grant Goodey (Independent Non-executive Director)

**Registered office:**

Lakeside  
Fountain Lane  
St Mellons  
Cardiff  
CF3 0FB

8 April 2019

Dear shareholder

**Notice of Annual General Meeting****1. Introduction**

I am pleased to be writing to you with details of our Annual General Meeting which we are holding at Sea Containers London, 20 Upper Ground, South Bank, London SE1 9PD on Tuesday 14 May 2019 at 9.30 am. This letter explains the business set out in the notice of Annual General Meeting set out on pages 5 to 8 of this document.

In addition to the usual Annual General Meeting resolutions, this year we are also proposing a resolution to approve a reduction of capital. The reduction of capital is proposed to enable the Company to be in a position to pay dividends as and when the Board believes the time is right. You will find further information on this resolution in section 3.3 of this letter.

This letter explains why the Directors of the Company recommend that shareholders vote in favour of the resolutions to be proposed at the Annual General Meeting.

The Company's Annual Report and Accounts for the year ended 31 December 2018 are now available on the Company's website – [www.amerisurresources.com](http://www.amerisurresources.com), accessible under the "Investor Centre" section. For those shareholders who have elected to receive paper communications, copies of the Annual Report and Accounts are enclosed with this letter.

**2. Ordinary Resolutions at the Annual General Meeting**

Set out below are explanations of the Ordinary Resolutions contained in the notice of the Annual General Meeting.

**2.1 Resolution 1 (Annual Report and Accounts)**

The Directors are required by law to present to the meeting the Company's accounts and reports of the Directors and auditor for the year ended 31 December 2018.

**2.2 Resolution 2 (Approval of Directors' remuneration report)**

In accordance with best practice in corporate governance, the Directors are voluntarily proposing a resolution to approve the Directors' remuneration report, as set out in the Annual Report and Accounts for the year ended 31 December 2018. This vote is advisory only and is not binding on the Directors.

**2.3 Resolution 3 (Election of Director – Elodie Grant Goodey)**

Elodie Grant Goodey has been appointed since the last Annual General Meeting and will stand for election as a Director in accordance with the Company's Articles of Association.

**2.4 Resolution 4 (Re-election of Director – Giles Clarke)**

Giles Clarke retires as a Director by rotation and will stand for re-election in accordance with the Company's Articles of Association.

**2.5 Resolution 5 (Re-election of Director – John Wardle)**

John Wardle retires as a Director by rotation and will stand for re-election in accordance with the Company's Articles of Association.

**2.6 Resolutions 6 and 7 (Reappointment of auditor and auditor's remuneration)**

The Company is required to appoint an auditor at each general meeting at which financial statements are presented. These resolutions propose the reappointment of the Company's existing auditor, BDO LLP, and follow standard practice in giving authority to the Board to determine its remuneration.

**2.7 Resolution 8 (Directors' authority to allot shares)**

Resolution 8 will be proposed as an ordinary resolution giving the Directors a general authority to allot further shares of the Company, having an aggregate nominal value of £405,115 (representing 405,115,000 ordinary shares of £0.001 each). This represents approximately one-third of the total ordinary share capital of the Company in issue at the date of this letter, the amounts being in accordance with institutional shareholder guidelines. The Directors have no present intention of exercising this authority. This authority will expire at the conclusion of the Annual General Meeting to be held in 2020 (save that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities in pursuance of such an offer or agreement as if the authority had not expired).

### 3. Special Resolutions at the Annual General Meeting

Set out below are explanations of the Special Resolutions contained in the notice of the Annual General Meeting.

#### 3.1 Resolutions 9 and 10 (Directors' power to issue shares)

Resolution 9 authorises the Directors in certain circumstances to allot equity securities for cash other than in accordance with the statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings). The relevant circumstances are where the allotment:

- takes place in connection with a rights issue or other pre-emptive issue; or
- is limited to a maximum nominal amount of £60,773, representing approximately 5% of the nominal value of the issued ordinary share capital of the Company as at 8 April 2019, being the latest practicable date before publication of this notice.

Resolution 10 authorises the Directors to allot further equity securities for cash in connection with acquisitions or other specified capital investments which are announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment. This authority, which is being sought in accordance with the Pre-Emption Group's Statement of Principles, is limited to a maximum nominal amount of £60,773 which represents approximately 5% of the nominal value of the issued ordinary share capital of the Company as at 8 April 2019, being the latest practicable date before publication of this notice.

The Board confirms its intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5% of the issued ordinary share capital of the Company (excluding treasury shares) should not take place without prior consultation with shareholders, except in connection with an acquisition or specified capital investment as referred to above.

The Company may hold any shares it buys back "in treasury" and then sell them at a later date for cash rather than simply cancelling them. Any such sales are required to be made on a pre-emptive, pro-rata basis to existing shareholders unless shareholders agree by special resolution to disapply such pre-emption rights. Accordingly, in addition to giving the Directors power to allot unissued ordinary shares on a non pre-emptive basis, resolutions 9 and 10 will also give Directors power to sell ordinary shares held in treasury on a non-pre-emptive basis, subject always to the limitations noted above.

The Directors consider that the power proposed to be granted by resolutions 9 and 10 is necessary to retain flexibility, although they do not have any intention at the present time of exercising such power.

Unless revoked, varied or extended, the authorities conferred by resolutions 9 and 10 will expire at the conclusion of the next Annual General Meeting of the Company or 18 months after the passing of the resolution, whichever is the earlier.

#### 3.2 Resolution 11 (Authority to purchase shares)

Under resolution 11, the Company will seek limited authority to make purchases in the market of its own ordinary shares subject to specified limits including the minimum and maximum prices which may be paid. The maximum number of ordinary shares which the Company may purchase pursuant to this authority is limited to a maximum of 121,546,000 ordinary shares, representing approximately 10% of the total ordinary share capital of the Company in issue at the date of this letter.

This authority is commonly sought by listed companies. In seeking this authority the Board is not indicating any commitment to buy back ordinary shares. The Board will only exercise the authority if, in light of market conditions prevailing at the time, it considers that the purchases of ordinary shares can be expected to result in an increase in earnings per share and be in the best interests of shareholders generally. The Directors do, however, consider it desirable for this authorisation to be available to provide flexibility in the management of the Company's capital reserves. In the event of any purchase under this authority, the Directors would either hold the purchased ordinary shares in treasury or cancel them. The authority will expire at the conclusion of the next Annual General Meeting of the Company.

#### 3.3 Resolution 12 (Capital reduction)

As many shareholders will be aware, the Company's early years were largely focused on oil exploration and development. The level of oil production is now greater than in the early years and the Company and its subsidiaries on a consolidated basis (the "Group") has been profitable since 2017. However, as would be expected given the Company's historical operations, the balance sheet of Amerisur Resources plc on a standalone basis continues to show an accumulated negative retained earnings position of \$76.1m and share premium of \$144.9m as at 31 December 2018.

For technical reasons under the Companies Act 2006, the Company would be unable to pay dividends until such time as the retained earnings were positive and showed sufficient distributable reserves to permit such payment.

The majority of the Group's trading has historically taken place in the Company's subsidiary companies and, whilst the consolidated accounts of the Group show positive distributable reserves, it is the reserves of Amerisur Resources plc (i.e. the parent company of the Group) on a standalone basis that determines its ability to pay a dividend.

The Board does not currently have any plans to pay any dividends; however, the Board is of the view that it is now an appropriate time to restructure the Company's balance sheet so that the Company will have the flexibility to pay dividends in the future, should the Board consider it to be appropriate.

### 3.3 Resolution 12 (Capital reduction) continued

Accordingly, resolution 12 is proposed as a Special Resolution to approve the cancellation of the amounts standing to the credit of the Company's share premium account (the "**Capital Reduction**"). Such amounts, once cancelled, would create retained earnings, thereby eliminating the accrued deficit in the Company's retained earnings and creating positive distributable reserves.

The Capital Reduction itself will not involve any distribution or repayment of capital or share premium by the Company and will not reduce the underlying net assets of the Company. The distributable reserves arising on the Capital Reduction will support the Company's ability to pay dividends, should circumstances in the future make it desirable to do so.

The Capital Reduction is subject to the approval of the High Court of England and Wales (the "**Court**"). Application will be made to the Court following the passing of resolution 12 at the Annual General Meeting. An announcement will be made once the Capital Reduction has become effective.

The Board reserves the right to abandon or to discontinue (in whole or in part) the application to the Court in the event that the Board considers that the terms on which the Capital Reduction would be (or would be likely to be) confirmed by the Court would not be in the best interests of the Company and/or its shareholders as a whole.

## 4. Action to be taken

In line with other listed companies, we will not be issuing hard copy forms of proxy in the post. Instead, you may appoint a proxy online at [www.signalshares.com](http://www.signalshares.com) or through CREST. You will need your Investor Code, which can be found on your share certificate. If you require assistance, or if you would like to request a paper proxy form, please contact our registrars, Link Asset Services, whose contact details are set out in the notes to the notice of the Annual General Meeting set out in this document.

**Whether or not you intend to attend the Annual General Meeting, you are requested to submit a proxy vote.**

**The proxy vote must be completed and (in the case of any hard copy proxies) returned by post or hand to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and, in any event, so as to arrive not later than 9.30 am on 10 May 2019.**

The completion and return of a form of proxy will not preclude you from attending the meeting and voting in person should you wish to do so.

In order to attend the AGM, shareholders who hold their shares in a nominee account will need to provide a Letter of Representation from the nominee company. Please note that all attendees to the AGM will only be allowed entry subject to them providing photographic ID.

## 5. Recommendation

The Directors consider that each of the proposed resolutions set out in the notice of Annual General Meeting included at the end of this document are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the resolutions, as they and those connected with them intend to do in respect of their own beneficial shareholdings, which amount in aggregate to 60,863,693 ordinary shares, representing approximately 5.01% of the issued share capital of the Company.

Yours faithfully,

**Giles Clarke**  
Chairman

# AMERISUR RESOURCES PLC

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("**AGM**") of Amerisur Resources plc (the "**Company**") will be held at Sea Containers London, 20 Upper Ground, South Bank, London SE1 9PD on 14 May 2019 at 9.30 am for the following purposes:

### Ordinary Business

To consider and, if thought fit, pass the following resolutions which will be proposed as Ordinary Resolutions:

#### 1. Annual Report and Accounts

To receive the audited annual accounts of the Company for the year ended 31 December 2018, together with the Directors' report and the Auditor's report on those annual accounts.

#### 2. Approval of Directors' remuneration report

To approve the Directors' remuneration report for the year ended 31 December 2018.

#### 3. Election of Director

To elect Elodie Grant Goodey as a Director, who, having been appointed since the last Annual General Meeting, offers herself for election in accordance with the Company's Articles of Association.

#### 4. Re-election of Director

To re-elect Giles Clarke as a Director, who retires by rotation in accordance with the Company's Articles of Association.

#### 5. Re-election of Director

To re-elect John Wardle as Director, who retires by rotation in accordance with the Company's Articles of Association.

#### 6. Reappointment of auditor

To reappoint BDO LLP as auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

#### 7. Auditor's remuneration

To authorise the Directors to determine the remuneration of the auditor.

### Special Business

To consider and, if thought fit, pass the following resolutions of which resolution 8 will be proposed as an Ordinary Resolution and resolutions 9 to 12 inclusive will be proposed as Special Resolutions:

#### 8. Directors' authority to allot shares

That, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this resolution, the Directors be and they are generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "**Act**"), to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares and rights to subscribe for or to convert any security into shares of the Company being "**relevant securities**") up to an aggregate nominal amount of £405,115, provided that, unless previously revoked, varied or extended, this authority shall expire at the conclusion of the next Annual General Meeting of the Company, except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

#### 9. Directors' power to issue shares for cash for pre-emptive issues and general purposes

That, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this resolution, the Directors be and they are empowered to allot equity securities (as defined in Section 560 of the Act) of the Company wholly for cash pursuant to the authority of the Directors under Section 551 of the Act conferred by resolution 8 above (in accordance with Section 570(1) of the Act) and/or by way of a sale of treasury shares (in accordance with Section 573 of the Act), in each case as if Section 561(1) of the Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to:

- (a) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities:
  - (i) in favour of holders of ordinary shares in the capital of the Company, where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them; and
  - (ii) to holders of any other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

- (b) the allotment, otherwise than pursuant to sub-paragraph (a) above, of equity securities up to an aggregate nominal value equal to £60,773,

unless previously revoked, varied or extended, this power shall expire on the earlier of the date falling 18 months after the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted or sold after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.

## NOTICE OF ANNUAL GENERAL MEETING CONTINUED

### AMERISUR RESOURCES PLC

#### 10. Directors' power to issue shares for cash for acquisitions and other capital investments

That, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this resolution, the Directors be and they are empowered in addition to the authority granted pursuant to resolution 9 to allot equity securities (as defined in Section 560 of the Act) of the Company wholly for cash pursuant to the authority of the Directors under Section 551 of the Act conferred by resolution 8 above (in accordance with Section 570(1) of the Act) and/or by way of a sale of treasury shares (in accordance with Section 573 of the Act), in each case as if Section 561(1) of the Act did not apply to such allotment provided that:

- (a) the power conferred by this resolution shall be:
  - (i) limited to the allotment of equity securities up to an aggregate nominal value equal to £60,773; and
  - (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
- (b) unless previously revoked, varied or extended, this power shall expire on the earlier of the date falling 18 months after the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted or sold after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.

#### 11. Authority to purchase shares (market purchases)

That the Company be and is hereby unconditionally and generally authorised for the purposes of Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of its ordinary shares provided that:

- (a) the maximum number of ordinary shares authorised to be purchased is 121,546,000;
- (b) the minimum price which may be paid for any such ordinary share is £0.001;
- (c) the maximum price which may be paid for an ordinary share shall be an amount equal to 105% of the average middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
- (d) this authority shall, unless previously renewed, revoked or varied, expire at the conclusion of the next Annual General Meeting, but the Company may enter into a contract for the purchase of ordinary shares before the expiry of this authority which would or might be completed (wholly or partly) after its expiry.

#### 12. Capital Reduction

That the Company's share premium account be and is hereby cancelled.

Dated: 8 April 2019

Registered office:  
Lakeside  
Fountain Lane  
St Mellons  
Cardiff  
CF3 0FB]

By order of the Board

**Brian James**  
Company Secretary

## Notes:

1. Pursuant to Part 13 of the Companies Act 2006 and to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those members registered in the register of members of the Company at the close of business on 10 May 2019 (or if the AGM is adjourned, 48 hours before the time fixed for the adjourned AGM, excluding non-working days) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM.
2. If you wish to attend the AGM in person, you should make sure that you arrive at the venue for the AGM in good time before the commencement of the meeting. In order to attend the AGM, shareholders who hold their shares in a nominee account will need to provide a Letter of Representation from the nominee company. Please note that all attendees to the AGM will only be allowed entry subject to them providing photographic ID.
3. A member who is entitled to attend, speak and vote at the AGM may appoint a proxy to attend, speak and vote instead of him. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A proxy need not be a member of the Company but must attend the AGM in order to represent you. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed. Appointing a proxy will not prevent a member from attending in person and voting at the AGM (although voting in person at the AGM will terminate the proxy appointment).
4. Shareholders may appoint a proxy, and vote, either:
  - by visiting [www.signalshares.com](http://www.signalshares.com), and following the instructions;
  - by requesting a hard copy form of proxy directly from the registrars, Link Asset Services, by telephone on 0371 664 0300. Calls cost 12 pence per minute plus your phone company's access charge. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am and 5.30 pm Monday to Friday excluding public holidays in England and Wales; or
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

You can only appoint a proxy using the procedures set out in these notes and in the notes to the proxy form.

5. To be valid, a proxy form, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, should reach the Company's registrars, Link Asset Services, of The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, by no later than 9.30 am on 10 May 2019. To submit a proxy vote online you will need to log in to your share portal account or register for the share portal if you have not already done so, via the website of our registrars, Link Asset Services, at [www.signalshares.com](http://www.signalshares.com). You will need your investor code, which can be found on your share certificate. Electronic communications are not only secure, but they are also quicker, more cost effective and in line with the Company's sustainability objectives as less resources are required compared with traditional printing and distribution methods. If you have not already done so and now wish to sign up to receive future shareholder communications electronically, you can do so via the share portal service provided by our registrars. If you previously elected to receive a printed copy of the Annual Report, this is enclosed. If you have not elected to receive a printed copy and now wish to receive one, please contact Link Asset Services by telephoning 0871 664 0300 (from the UK) (calls cost 12 pence per minute plus your phone company's access charges; lines are open 9.00 am–5.30 pm Mon–Fri excluding public holidays in England and Wales) and quoting your investor code. If calling from overseas please call +44 371 664 0300.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com/site/public/EUI](http://www.euroclear.com/site/public/EUI)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. In order for a proxy appointment or instruction 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 the issuer's agent (ID RA10) by 9.30 am on 10 May 2019. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system 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 Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

## NOTICE OF ANNUAL GENERAL MEETING CONTINUED

### AMERISUR RESOURCES PLC

**Notes:** continued

9. In the case of joint holders of shares, the vote of the first named in the register of members who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
10. A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one of two ways: either by the appointment of a proxy (described in Notes 3 to 5 above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's Articles of Association and the relevant provision of the Act.
11. The following documents are available for inspection at the registered office of the Company during the usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this notice until the conclusion of the AGM and will also be available for inspection at the place of the AGM from 9.00 am on the day of the AGM until its conclusion:
  - (a) copies of the Executive Directors' service contracts with the Company and any of its subsidiary undertakings and letters of appointment of the Non-executive Directors; and
  - (b) the register of interests of Directors in the share capital of the Company.