

Central Asia Gold

Notice to attend

an extraordinary general meeting in

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Central Asia Gold AB (publ)

PRESS RELEASE DATED NOVEMBER 24, 2008

The shareholders in Central Asia Gold AB (publ) (below referred to as the “Company”) are hereby given notice to attend an extraordinary general meeting at 3.00 p.m. on 22 December 2008 at the offices of the law firm Delphi on Regeringsgatan 30-32 in Stockholm, Sweden. Registration for the meeting commences at 2.30 p.m.

NOTICE

Shareholders wishing to participate in the meeting must:

- (i) be entered in the shareholders’ register, kept by the VPC (the Swedish Central Securities Depository & Clearing Organization), on the record day which is 16 December 2008. Shareholders who have had their share registered in the name of a nominee must, well in advance of 16 December 2008, through the nominee, temporarily register the shares in their own name in order to be entitled to participate in the meeting.
- (ii) notify the Company of their attendance no later than 18 December 2008. Notification can be made via telephone +46 (0) 8 624 26 80, via telefacsimile +46 (0) 8 624 37 20, via e-mail on address EGM@centralasiagold.se or via letter to Central Asia Gold AB, Brovägen 9, SE-182 76 Stocksund, Sweden. Notification must include full name, personal ID number or corporate registration number, address and telephone number and, as applicable, information about proxy, representative and assistant. In order to facilitate entry to the meeting, notification should, as applicable, be accompanied by power of attorneys, registration certificates and other authorization documents. Power of attorney forms can be downloaded from the Company’s website www.centralasiagold.se.

At the time of the notice to attend, the total number of shares and votes in the company amounts to 530 127 076.

AGENDA PROPOSAL

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting register
4. Election of one or two persons to attest the minutes of the meeting
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda
7. Presentation by the managing director
8. Resolution on amendments to the articles of association
9. Resolution on a reduction in the share capital
10. Resolution on a new share issue
11. Resolution on a new issue of warrants
12. Resolution on a distribution of shares in the subsidiary Kopylovskoye AB to the shareholders
13. Closure of the meeting

Item 8. Resolution on amendments to the articles of association

Due to the board of directors' proposal to decide on a reduction in the share capital and a new share issue, the board proposes that the general meeting decides on amendments to the Company's articles of association. The wording in item 4 is proposed to be changed from "The share capital amounts to no less than SEK 46 000 000 and no more than SEK 184 000 000" to "The share capital amounts to no less than SEK150 000 000 and no more than SEK 600 000 000" and the wording in item is proposed to be changed from "The number of shares shall be no less than 230 000 000 and no more than 920 000 000" to "The number of shares shall be no less than 3 000 000 000 and no more than 12 000 000 000". The amendments to the articles of association under this item 8 are conditional upon the meeting deciding in accordance with the board's proposal in items 9-11.

Item 9. Resolution on a reduction in the share capital

The board proposes that the general meeting decides on a reduction in the share capital by 15 öre per share, which means a total of SEK 79 519 061.40, to be placed in a fund to be used in accordance with a resolution of a general meeting. The reduction means that a corresponding amount is transferred to the Company's non-restricted equity. It is proposed that the reduction be carried out without cancelling shares, whereupon the share's quota value will decrease from 20 öre to 5 öre per share.

The purpose of the reduction in the share capital is to enable the execution of the board's proposal for an issue in kind in accordance with the issue price, stated in items 10-11 of the proposal. The reduction in the share capital under this item 9 is conditional upon the share capital being increased, through the issue in kind proposed in items 10-11, by an amount which at least equals the proposed reduction in the share capital, i.e. SEK 79 519 061.40.

Items 10-11. Resolution on a new share issue and a new issue of warrants

In general

On 3 November 2008, the Company entered into a share purchase agreement with the owners of the Russian company New Mining Company Limited (“New Mining”) which contains the main terms for a merger between the Company and New Mining. The merger will result in New Mining becoming a wholly-owned subsidiary of the Company. Under the share purchase agreement, the consideration for all outstanding shares in New Mining will be 3 000 000 000 newly issued shares in the Company and 500 000 000 newly issued warrants in the Company. These shares and warrants shall be issued to the two existing shareholders of New Mining; the Russian company New Geoprojects Limited which own 74.9 per cent. of the shares in New Mining and the Russian citizen Andrej Kondratjukin who owns the remaining 25.1 per cent. of the shares in New Mining. As payment for the newly issued shares and the warrants, the Company will receive non-cash property in the form of all outstanding shares in New Mining. The value of the non-cash property, based on the market value of the Company’s shares as of 20 November 2008, amounts to approximately SEK 480 million. The final value of the non-cash property may however be changed depending on the market value of the Company’s shares at the time of the execution of the transaction

New share issue and new issue of warrants

The board proposes that the general meeting decides that the Company shall issue no more than 3 000 000 000 shares and no more than 500 000 000 warrants. The right to subscribe for shares and warrants shall be granted to New Geoprojects and Andrej Kondratjukin and shall be allocated as follows: 2 247 000 000 shares and 374 500 000 warrants, respectively, to New Geoprojects Limited and 753 000 000 shares and 125 500 000 warrants, respectively, to Andrej Kondratjukin. Over-subscription cannot occur. After the completion of the share issue, the Company’s share capital will increase by no more than SEK 150 000 000 and the number of shares will increase by no more than 3 000 000 000, which equals a dilution of approximately 85 per cent. of the Company’s share capital and total number of votes. This dilution has been calculated as the number of shares and votes, which at the most can be issued, divided by the total number of shares and votes after such an issue. The issue price, based on the market value of the Company’s shares on 20 November 2008, shall be 16 öre per share. The final issue price may be subject to change depending on the current market value of the Company’s shares at the time of execution of the transaction. Subscription for new shares, and warrants, shall be made on a special subscription list no later than on 13 January 2009.

Each one of the 500 000 000 warrants shall convey the right to subscription for one (1) share in the Company (each with a quota value of 5 öre). Subscription for shares through the warrants shall be open from and including registration of the warrants with the Swedish Company Registration Office to and including 31 January 2012. Thus the term is approximately three years from the time of issuing. The exercise price (the issue price) for each share shall be 20 öre per share (however not lower than the share’s quota value).

Upon full exercise of the warrants in accordance with the present proposal for decision, the Company's share capital may be increased by SEK 25 000 000 divided on 500 000 000 shares, which means a dilution of approximately 12.4 per cent. of the total number of outstanding shares and votes. This dilution has been calculated as the number of shares and votes which can be issued divided by the total number of shares and votes after the issue at hand.

Payment for the newly issued shares and warrants shall be made in conjunction with the allocation of these, by transferring 100 per cent. of the outstanding shares in the New Mining Company Limited to the Company.

Item 12. Resolution on a distribution of shares in the subsidiary Kopylovskoye AB to the shareholders

The board proposes that the general meeting resolves on a distribution in kind in the form all the Company's shares in Kopylovskoye AB. The distribution will be made to existing shareholders. Shares issued under a decision pursuant to items 10-11 will thus not be comprised by the decision on distribution. After the planned division of shares in Kopylovskoye AB, the Company's holding will amount to 530 625 000 shares in total. The distribution of shares in Kopylovskoye AB will be made in proportion to each individual shareholder's holding in the Company. For each share in the Company, one (1) share in Kopylovskoye AB is received. 30 December 2008 is proposed as the record date of the distribution. If the general meeting decides in favour of the proposal, distribution of the shares in Kopylovskoye AB is estimated to be sent out by VPC AB (the Swedish Central Securities Depository & Clearing Organization) Monday 5 January 2009. Decisions under this item 12 are conditional upon a decision on a new issue in accordance with items 10-11 is carried out.

GENERAL

The board of directors' proposal under items 8-12, documents pursuant to chapter 13, items 6-8, chapter 14, items 8-10, and chapter 18, items 4 and 6 of the Swedish Companies Act, will be kept available at the Company's office at Brovägen 9, Stocksund, Sweden, from and including 8 December 2008 and will be sent in connection therewith to the shareholders who so request and state their postal address. The documents will also be available on the Company's website, www.centralasiagold.se. All of the above documents will also be presented at the general meeting.

Stockholm, November 2008

The Board of Directors