

## AMERICAN ENERGY MINERAL PLC

### Notice of Annual General Meeting 2014

*TO BE HELD in Madrid, 26 June 2014*

**This document is important and requires your immediate attention**

If you are in doubt about the action you should take, you are recommended immediately to obtain your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser, who if you are taking advice in Ireland, is authorised or exempted pursuant to the European Communities (Markets in Financial Instruments) Regulations (Nos. 1 to 3) 2007 of Ireland or the Investment Intermediaries Act, 1995 of Ireland (as amended), or, if you are taking advice in the United Kingdom, is authorized under the Financial Services and Markets Act 2000 of the United Kingdom.

If you have sold or transferred all your American Energy Mineral Plc shares, please send this document, together with the accompanying Form of Proxy at once to the purchaser or transferee, or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

**THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY MAY NOT BE DISTRIBUTED, FORWARDED TO OR TRANSMITTED IN OR INTO ANY JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE OF THIS CIRCULAR AND THE ACCOMPANYING FORM OF PROXY WOULD BE UNLAWFUL.**

Your attention is drawn in particular to the letter from the Chief Executive Officer of the Company which is set out in this Circular and which recommends you vote in favour of the Resolutions to be proposed at the Annual General Meeting. You should read the whole of this Circular when considering whether to vote in favour of the Resolutions.

Notice of an Annual General Meeting to be held at 15.00 hours (Madrid time) on 26 June 2014 at Paseo de la Castellana 135, 7<sup>th</sup> floor, 28046 Madrid, Spain (the "Annual General Meeting") is set out at the end of this Circular. A Form of Proxy for use at the Annual General Meeting is enclosed. To be valid, **Forms of Proxy** should be completed in accordance with the notes to the Notice of Annual General Meeting and **returned** either electronically to [jhidalgo@aeminer.com](mailto:jhidalgo@aeminer.com) or by hand or post to Paseo de la Castellana 135, 7<sup>th</sup> floor, 28046 Madrid, Spain (the "Annual General Meeting")

### Notice of Annual General Meeting 2014

American Energy Mineral PLC  
Registered Address: 6 Northbrook Road, Dublin 6, Ireland.  
Incorporate in Ireland under register number 509457  
[www.aeminer.com](http://www.aeminer.com)

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## **Latest time for return of proxies for Annual General Meeting:**

11.00 am on Friday, 20<sup>th</sup> June 2014.

## **Annual General Meeting:**

The Annual General Meeting, which is being held at **Paseo de la Castellana 135, 7<sup>th</sup> floor, 28046 Madrid, Spain, Madrid at 15.00 hours (Madrid time) on Wednesday 26<sup>th</sup> June 2014**, is being held for the purpose of considering and, if thought appropriate, approving the Resolutions, which are set out in the Notice of Annual General Meeting in page 6 of this document.

## **Video Conference**

Shareholders will be given the opportunity to attend the Annual General Meeting by video conferencing (via Skype) and by conference call. Shareholders using Skype should use the Company's Skype account: AEM.Mineral.

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# A\_genda

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## Ordinary business.

1. To receive and approval the financial statements for the year ended 31 December 2013.
2. Appointment of re-appointment of the Auditors. Authorize the board to fix the Auditors remuneration
3. Approval Dividends of the company.
4. Re-appointment of the Board of Directors 2.014 – 2.015.

## Special Business by Resolutions.

5. Ordinary Resolution: To increase the authorised share capital.
6. Ordinary resolution: Authority to allot shares.

## Directors

### **Registered number 509457**

Víctor Sánchez Pinacho..... .Chairman-Executive Director  
Jorge Hidalgo Gómez..... Chief Executive Officer  
Jorge Sanandrés.....Chief Financial Officer  
Boris Cordovez..... Executive Director

## Group Secretary

Jorge Hidalgo Gómez

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## L<sub>etter from the CEO</sub>

5<sup>th</sup> June 2014

Dear Shareholder,

I'm writing to you to explain the resolutions to be proposed as special business at the forthcoming Annual General Meeting and to draw your attention to a resolution which will be proposed as part of the ordinary business of the AGM.

Nevertheless, in this Notice, we will be able to convey the progress of the company and the issues that we must address in the next AGM.

### **1 .Delivery certificates of shareholders from Computershare:**

Since the company's new shareholder admission, "Minería Capital S.L", the company completed all the necessary arrangements in Ireland to record the new shares of the minority shareholders were not diluted with the process.

Each shareholder may also request a certificate of registration of the new shares if desired. To obtain this certificate, you can get in touch with us.

### **2. Development of the company:**

AEM had to take some measures to complete economically fixed, so AEM is a debt-free company.

Furthermore, and for the operation of the company, the new Shareholder "Mining Capital SL " to lend to the company AEM worth USD350,000 , and the company has undertaken the following actions :

- Develop work plans and environmental permits application of the four concessions in Córdoba department.
- Development of surface exploration concessions sheets on Córdoba department. Through this several works, we have converted our reserves from 111 million tons to 140 million tons of reserves on Cordoba concessions.
- Creating new corporate identity.
- Maintenance of assets and payment of fees superficial concessions.
- Administrative and labor costs.

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- Costs associated with the development of the company.

We have identified two main projects in the company:

### 1 Córdoba :

AEM is the sponsor of a project in Córdoba to develop an energy project, which includes the construction of a power plant and development of our coal concessions, so the plant will be fueled by Córdoba's coal, so that, the company has been working to ensure these four concessions without administrative obligations, and the work plans defined ready to be approved by the National Mining Agency of Colombia.

Also has been important to continue sponsoring the project, that Cordoba concessions are able to supply the coal required for the thermal Power Plant .This is possible thanks to the aforementioned work plans.

We are working to reached agreements with the main Energy operators of Colombia, and a worldwide EPC (Engineering Procurement Company) to be our partners for this project. We are already working with them to fix details.

The next steps will be:

- Development of pre-feasibility study.
- Obtaining environmental permits.
- Licensing interconnection power line.
- Hydrological Plan.
- 2nd Phase of mineral exploration plan

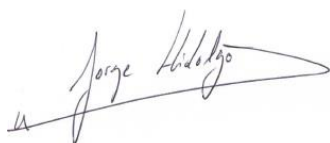
### 2. Santander:

One of the concessions already has all licenses to be opened and start mining. Several options are being considered to finally begin in the coming months.

Other concessions are with geological studies in progress for preparing work plans and environmental license (EIA) studies that will begin mining operations. This process is expected to be completed by the end of 2014. We also are in advanced conversations with some partners to develop finally Santander area.

I look forward to get our goals during the next months.

Yours sincerely,



Mr. Jorge Hidalgo Gómez  
CEO-American Energy Mineral PLC

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## N<sup>otice of the AGM</sup>

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These milestones are bringing growth to the company that had produced so far, we hope to advance them soon more details on the project development.

**Notice is hereby given that the 1<sup>st</sup> Annual General Meeting of American Energy Mineral plc**  
The Annual General Meeting, which is being held at **Paseo de la Castellana 135, 7<sup>th</sup> floor, 28046 Madrid, Spain, Madrid at 15.00 hours (Madrid time) on Thursday 26<sup>th</sup> June 2014.**

### **Ordinary business.**

**1) Approval Financial statements for year ended 31 December 2013.**

To receive and consider the financial statements for the year ended 31 December 2013.  
**(Resolution 1).**

**2) Appointment of re-appointment of the Auditors. Authorize the board to fix the Auditors remuneration (Resolution 2)**

**3) Approval Dividends. (Resolution 3)**

**4) Re-appointment of the Board of Directors 2.014 – 2.015. (Resolution 4)**

### **As Special Business:**

**2) Ordinary Resolution: To increase the share capital. (Resolution 6).**

American Energy Mineral Plc is proposing to proceed with an investment that will raise approximately 389,506,3 euros through issue of 389,506,327 new Ordinary Shares pursuant to the placing. In order to mitigate the dilutive effect of the Placing and the Re-Issue from Treasury on certain existing Ordinary Shareholders, will be issued to existing Ordinary Stockholders. Since under Irish law shares may not be issued for consideration of less than their nominal share capital value (which in the case of the Company is €0.001 per Ordinary Share), the shares to be issued for placing purposes will be offered to the shareholders at the nominal price which is €0.001 per Ordinary Share. Ordinary Shareholders entitled to participate in the placing Capitalisation will receive 0,95 new Ordinary Share for each 1 Ordinary Shares currently held. Therefore, shareholders who do not subscribe the placing will be reduced its participation in the company not more than 48,69%.

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Under section 23 of the Companies (Amendment) Act 1983 of Ireland, unless otherwise authorised, before an Irish company can issue shares for cash to any investor, it must first offer these shares to existing shareholders pro-rata to their existing shareholding, therefore Resolution 1 is an ordinary resolution and therefore requires the support of the holders of more than 50% % of the Ordinary Shares present and voting (in person or by proxy) at the Annual General Meeting. The Articles of Association of the Company grant the Directors a current authority to issue shares pursuant to section 20 of the Companies (Amendment) Act) and a resolution for the purposes of section 20 therefore is being proposed.

#### **7) Ordinary resolution: Authority to allot shares. (Resolution 7).**

That the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company for the purposes of Section 20 of the Companies (Amendment) Act, 1983 to allot relevant securities (within the meaning of Section 20 of that Act) up to an amount equal to 48,69 per cent of the nominal value of the issued share capital of the Company as at the date of this resolution.

The power hereby conferred shall expire at close of business on the earlier of the next 15<sup>th</sup> July 2014 unless and to the extent that such power is renewed, revoked or extended prior to such date, save the Company may make before such expiry 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 the power conferred by this resolution had not expired.”

Irish law prohibits the issue of shares for a value of less than their nominal value, although it does permit the issue of bonus shares, which are shares issued to shareholders without charge, with the nominal value of the shares credited as paid-up by transferring reserves from one of the Company’s reserve accounts (usually the share premium account) to the share capital account.

The Placing, the Re-Issue from Treasury and the Capitalisation require the approval of Ordinary Shareholders and will be subject to the approval of the Resolutions at during the Annual General Meeting of the Company to be held at 15.00 hours (Madrid time) on 25 June 2014 at Paseo de la Castellana 135, 7<sup>th</sup> floor, 28046 Madrid, Spain (the “Annual General Meeting”)

#### **Use of Proceeds**

The proceeds of the Placing and Re-Issue from Treasury will be used for the general working capital purposes of the Company.

#### **Annual General Meeting**

The Annual General Meeting, which is being held at Paseo de la Castellana 135, 7<sup>th</sup> floor, 28046 Madrid, Spain (the “Annual General Meeting”). Madrid at 15.00 hours (Madrid time) on 26 June 2014, is being held for the purpose of considering and, if thought appropriate, approving the Resolutions, which are set out in the Notice of Annual General Meeting on pages [6] to [8] of this Circular.

#### **Action to be taken**

A Form of Proxy is enclosed which covers the Resolutions to be proposed at the Extraordinary General Meeting and which is for use by the Ordinary Shareholders.

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Completed Forms of Proxy should be returned in accordance with the instructions printed on them as soon as possible, but in any event no later than [14.00 hours] (Madrid time) on 20 June 2014.

If you are in any doubt as to what action you should take, you are recommended to consult immediately, in the case of Shareholders resident in Ireland, an organisation or firm authorised or exempted pursuant to the European Communities (Markets in Financial Instruments) Regulations (Nos. 1 to 3) 2007 or the Investment Intermediaries Act 1995 and, in the case of Shareholders resident in the United Kingdom, a firm authorised under the Financial Services and Markets Act 2000 ("FSMA") or another appropriately authorised adviser if you are in a territory outside Ireland or the United Kingdom.

**This notice constitute and form part of an offer or invitation to purchase otherwise acquire subscribe for, sell, otherwise dispose of or issue, and solicitation for offer to sell, otherwise dispose of, issue, purchase, otherwise acquire or subscribe for, any Ordinary Shares offered or issued under the Placing, the Re-Issue from Treasury or the Capitalisation or any interest in Ordinary Shares offered or issued under the Placing, the Re-Issue from Treasury or Capitalisation.**

### **Recommendation from the Board of Directors**

The Board of Directors considers the Placing, the Re-Issue from Treasury, the Capitalisation and the passing of the Resolutions to be in the best interest of Shareholders as a whole. Accordingly, the Directors recommend that Ordinary Shareholders vote in favour of the Resolutions at the Annual General Meeting.

### **Notes from the secretary:**

Jorge Hidalgo-Secretary

### **Entitlement to attend and vote**

Only those Shareholders who are holders of fully paid units of Ordinary Shares shall be entitled to attend and vote at the Annual General Meeting. Shareholders holding fully paid 'A' Ordinary Shares shall be entitled to attend, but not vote, at the Annual General Meeting.

### **Attending in person**

The Annual General Meeting will be held at 15:00 hours (Madrid time) on 24 June 2014. If you wish to attend the Extraordinary General Meeting in person, you are recommended to attend at least 15 minutes before the time appointed for holding of the Annual General Meeting to allow time for registration.

### **Video Conference and Conference Call Participation**

Shareholders will be given the opportunity to attend the Annual General Meeting by video conferencing (via Skype) and by conference call. Shareholders using Skype should use the Company's Skype account: AEM.Mineral.

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### **Voting by Corporate Representatives**

Any corporation sole or body corporate which is a member of the Company may, by a document executed by or on behalf of such corporation sole or resolution of its directors or other governing

body of such body corporate, authorise such individual as it thinks fit to act as its representative at the Annual General Meeting of the Company.

Any individual so authorised shall not be entitled to appoint a proxy but shall otherwise be entitled to exercise the same powers on behalf of the corporation sole or body corporate which he represents as that representative could exercise if he were an individual member of the Company present in person.

### **Appointment of proxies**

A Shareholder who is entitled to attend, speak, ask questions and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend, speak, ask questions and vote instead of him. A Shareholder may appoint more than one proxy to attend, speak, ask questions and vote at the Annual General Meeting in respect of shares held in different securities accounts. A Shareholder acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different Shares held by that Shareholder. A proxy need not be a Shareholder of the Company.

A Form of Proxy for use by Ordinary Shareholders is enclosed with this Notice of Annual General Meeting (or is otherwise being delivered to Shareholders). Completion of a Form of Proxy (or submission of proxy instructions electronically) will not prevent a Shareholder from attending the Extraordinary General Meeting and voting in person should they wish to do so.

### **Completion of Forms of Proxy**

To be valid, Forms of Proxy and any power or other authority under which it is executed (or a duly certified copy of any such power or authority) must be sent electronically to [jhidalgo@aeminer.com](mailto:jhidalgo@aeminer.com) or be lodged by hand or by post with the Company at Paseo de la Castellana 135, 7<sup>th</sup> Floor, 28046 Madrid, Spain not later than 48 hours before the Extraordinary General Meeting or adjourned Annual General Meeting or (in the case of a poll taken otherwise than at or on the same day as the Annual General Meeting or adjourned Annual General Meeting) at least 48 hours before the taking of the poll at which it is to be used.

### **Voting on a Poll**

Pursuant to Section 138 of the Companies Act, 1963 where a poll is taken at the Annual General Meeting, a Shareholder, present in person or by proxy, holding more than one Ordinary Share need not cast all his / her votes in the same way.

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**Purchase of new shares at 0,001 euro each share (Nominal Value) for shareholders.**

Due to the company is available to issue new be issued with first offering them to existing Ordinary Shareholders in proportion to their current shareholding.

Each shareholder will be able to execute their right to increase their number of shares. To do so, we are at your disposition to solve any question about. Therefore, we will give you up the information to proceed with the purchase at your request.

Contact: [pcontreras@aeminer.com](mailto:pcontreras@aeminer.com)

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