

Notice of AGM and Company information

Notice of annual general meeting

NOTICE IS GIVEN that an annual general meeting of HAMBLEDON MINING PLC (the "Company") will be held at the offices of Fairfax I.S. PLC at 46 Berkeley Square, Mayfair, London W1J 5AT on Friday 17 July 2009 at 2.30 p.m. for the purposes of considering and, if thought fit, passing the following resolutions:

- 1 To consider the audited accounts of the Company for the year ended 31 December 2008 and the directors' report and auditors' report on them.
- 2 To approve the directors' remuneration report for the year ended 31 December 2008.
- 3 To reappoint Nicholas Bridgen, who retires by rotation at the meeting, as a director of the Company.
The biography of Nicholas Bridgen appears on page 8.
- 4 To reappoint Baurzhan Yerkeyev, who retires by rotation at the meeting, as a director of the Company.
The biography of Baurzhan Yerkeyev appears on page 8.
- 5 To reappoint Deloitte LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting before which accounts are laid and to authorise the directors of the Company to determine the auditors' remuneration.
- 6 To authorise the directors of the Company (the "Directors") generally and unconditionally to exercise all powers of the Company to allot, grant options over, offer or otherwise deal with or dispose of relevant securities (within the meaning of section 80 of the Companies Act 1985) up to an aggregate nominal amount of £156,396.41 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of the date falling fifteen (15) months from the passing of this resolution and the date of the next annual general meeting of the Company after the passing of this resolution, save that the Directors may before the expiry of the authority granted by this resolution 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 the authority conferred by this resolution had not expired.
- 7 To empower the directors of the Company (the "Directors") (subject to the passing of resolution 6) pursuant to section 95 of the Companies Act 1985 (the "Act") to allot equity securities (within the meaning of section 94 of the Act) for cash pursuant to the authority conferred upon them by resolution 6 as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - 7.1 the allotment of equity securities in connection with a rights issue, open offer or other pre-emptive issue or offer in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory or any other matter whatever; and
 - 7.2 the allotment (otherwise than pursuant to sub-paragraph 7.1 above) of equity securities up to an aggregate nominal amount of £46,918.92,
 and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of the date falling fifteen (15) months from the passing of this resolution and the date of the next annual general meeting of the Company after the passing of this resolution, save that the Directors may, before the expiry of any power contained in this resolution, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.
- 8 To ratify the holding of this meeting on a date other than one in the period of six months beginning with the day after the Company's accounting reference date.

By order of the board



William R Morgan
Company Secretary

18 June 2009

Registered office:
Daws House
33-35 Daws Lane
London
NW7 4SD

Notice of annual general meeting

NOTES

1 General

This notice is the formal notification to shareholders of the Company's annual general meeting (the "Meeting"), its date, time and place, and the matters to be considered. If you are in doubt as to what action to take you should consult an independent adviser.

Resolutions 1 to 6 (inclusive) will be proposed as ordinary resolutions. Resolutions 7 and 8 will be proposed as special resolutions. Resolutions 2 and 8 are items of special business.

2 Entitlement to attend and vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that in order to have the right to attend, speak and vote at the Meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the Company's register of members at 6.00 p.m. on 15 July 2009; or if the Meeting is adjourned, at 6.00 p.m. two days prior to the day of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend, speak and vote at the Meeting.

3 Appointment of proxies

If you are a member of the Company at the time set out in note 2 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

A proxy does not need to be a member of the Company but will need to attend the Meeting in order to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman of the Meeting) and give your instructions directly to them.

You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A vote withheld is not a vote in law, which means that any such vote will not be counted in the calculation of votes for or against the particular resolution. If no voting indication is given on the proxy form, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote or abstain from voting as he or she thinks fit in relation to any other matter which is put before the Meeting.

The return of a proxy form will not prevent you from attending the Meeting, speaking or voting in person if you so wish.

4 Appointment of proxy using the proxy form

The notes to the proxy form explain how to direct your proxy to vote on each resolution or to withhold their vote. To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA; and
- received by Neville Registrars no later than 2.30 p.m. on 15 July 2009.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company, stating their capacity (e.g. director, secretary).

Any power of attorney or other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

5 Appointment of a proxy by joint members

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

6 Corporate representatives

In order to facilitate voting by corporate representatives at the Meeting, arrangements will be put in place at the Meeting so that:

Notice of annual general meeting

- if a corporate member has appointed the Chairman of the Meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that member at the Meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
- if more than one corporate representative for the same corporate member attends the Meeting but the corporate shareholder has not appointed the Chairman of the Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate members are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of appointment letter if the Chairman is being appointed as described in first bullet in this note 6.

7 Communication

You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this Notice of Meeting (or in any related document) to communicate with the Company for any purposes other than those expressly stated.

8 Documents on display

Copies of the letters of appointment of the non-executive directors of the Company will be available for inspection at the Company's registered office at Daws House, 33-35 Daws Lane, London NW7 4SD during normal business hours on any weekday (Saturdays and English public holidays excepted) from the date of this notice until the close of the Meeting and at the place of that Meeting for at least 15 minutes prior to and during the Meeting.

EXPLANATIONS OF RESOLUTIONS

Resolution number 1 – Accounts

The directors of the Company are obliged to present to shareholders the report of the directors and the accounts for the Company for the year ended 31 December 2008 and the auditors' report on those items. That report and those accounts, and the report of the Company's auditors on those accounts, are set out on pages 20 to 57 of this document.

Resolution number 2 – approval of the directors' remuneration report

The shareholders are being asked to vote on the remuneration report relating to directors. This report is set out on pages 17 and 18 of this document. The vote is advisory and the directors' entitlement to remuneration is not conditional upon the resolution being passed.

Resolutions 3 and 4 – Re-election of directors

At each annual general meeting one third of the directors for the time being (other than those appointed since the latest annual general meeting) are required to retire. If the number of relevant directors is not a multiple of three, the number nearest to but not exceeding one third of directors are obliged to retire. Directors due to retire by rotation are those who have been longest in office since their election or last re-election and as between persons who become or were last re-elected on the same day those due to retire shall (unless they otherwise agree among themselves) be determined by lot.

A retiring director is eligible for re-election. Nicholas Bridgen and Baurzhan Yerkeyev retire by rotation and are offering themselves for re-election.

Resolution 5 – reappointment of auditors

The Company is required to appoint auditors at each general meeting at which accounts are laid, to hold office until the next such general meeting.

The present auditors, Deloitte LLP, have indicated their willingness to stand for reappointment. This resolution, in accordance with standard practice, also authorises the directors to determine the level of the auditors' remuneration.

Resolution number 6 – authority to allot shares

The resolution grants the directors authority to allot relevant securities up to an aggregate nominal amount of £156,396.41 (representing approximately one third of the Company's ordinary share capital in issue at 18 June 2009).

It is not the directors' current intention to allot relevant securities pursuant to this resolution. This authority replaces the existing authority to allot relevant securities and expires at the conclusion of the next annual general meeting of the Company or 15 months from the date of passing the resolution, whichever is earlier.

Notice of annual general meeting

Resolution number 7 – disapplication of statutory pre-emption rights

This resolution disapplies the statutory pre-emption rights which would otherwise apply on an issue of shares for cash and is limited to allotments in connection with rights issues and certain other pre-emptive issues, and otherwise up to an aggregate nominal amount of £46,918.92 (representing approximately 10 per cent. of the Company's ordinary share capital in issue at 18 June 2009). This power replaces the existing disapplication of pre-emption rights and expires at the conclusion of the next annual general meeting of the Company or 15 months from the date of passing of the resolution, whichever is the earlier.

Resolution 8 – Ratification of meeting

The Company's articles of association provide for annual general meetings to be held within six months of the Company's year end. That provision reflects the requirements of the Companies Act 2006 (the "2006 Act") save that the requirement of the 2006 Act only applies once a company has laid its accounts before a general meeting in respect of the last financial year of the relevant company beginning before 6 April 2008. The accounts of the Company to be laid before the annual general meeting convened by this notice relate to the financial year beginning on 1 January 2008 and, as such, under the 2006 Act, there is no requirement to hold the annual general meeting within six months of the financial year end (instead the Company has seven months).

Given that historically the Company has held its annual general meeting in July each year, the directors have resolved to do so again. Although this is permitted by the Companies Act 2006, as noted above, the Company's articles impose a shorter period. Accordingly, it is necessary to obtain shareholders' ratification of this technical breach of the Company's articles of association. This resolution seeks such ratification. Next year's annual general meeting will be held within the six month period referred to in the Company's articles of association.

Form of Proxy

For use at the Annual General Meeting of Hambledon Mining plc (the "Company") convened for Friday 17 July 2009 at 2.30 p.m. at the offices of Fairfax I.S. PLC at 46 Berkeley Square, Mayfair, London W1J 5AT.

I/We.....(see note 3)
(BLOCK LETTERS PLEASE)

of.....
being a member of the Company, hereby appoint the Chairman of the meeting, or (see notes 4 and 5)

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at the offices of Fairfax I.S. PLC at 46 Berkeley Square, Mayfair, London W1J 5AT on 17 July 2009 at 2.30 p.m. on the following resolutions, to be submitted to the meeting and at any adjournment of the meeting, and any other business which may properly come before the meeting and any adjournment of the meeting.

Please tick this box if you are appointing more than one proxy (see note 5):

I/We request such proxy to vote on the following resolutions as mentioned below (see note 6).

		For	Against	Withheld
1	To consider the audited accounts of the Company for the year ended 31 December 2008 and the directors' report and auditors' report on them.			
2	To approve the directors' remuneration report for the year ended 31 December 2008.			
3	To reappoint Nicholas Bridgen, who retires by rotation at the meeting, as a director of the Company.			
4	To reappoint Baurzhan Yerkeyev, who retires by rotation at the meeting, as a director of the Company.			
5	To reappoint Deloitte LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid and to authorise the directors to determine the auditors' remuneration.			
6	To authorise the directors to allot relevant securities up to an aggregate nominal amount of £156,396.41.			
7	Subject to the passing of resolution 6, to empower the directors to allot equity securities for cash on a pre-emptive basis and otherwise up to a maximum of £46,918.92.			
8	To ratify the holding of the 2009 annual general meeting other than on a date during the period of six months beginning with the day after the Company's accounting reference date.			

Resolutions 1 to 6 (inclusive) will be proposed as ordinary resolutions. Resolutions 7 and 8 will be proposed as special resolutions. Resolutions 2 and 8 are items of special business.

Signature.....(see note 7) Dated.....day of.....2009

Joint holders (if any)

Name Name

Name Name

Notes:

- A member of the Company at the time set out in note 9 below is entitled to appoint a proxy to exercise all or any of his/her/its rights to attend, speak and vote at the meeting. Such a member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. If you are considering appointing more than one proxy, please refer to notes 4 and 5 below. A proxy does not need to be a member of the Company.
- To be valid, this form of proxy must be lodged with the Company's Registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA, not later than 48 hours before the time of the meeting, or any adjournment of the meeting at which it is to be used, together, if appropriate, with any power of attorney or other authority under which it is signed (or a notarially certified copy of such power) or, where the proxy form has been signed by an officer on behalf of a corporation a notarially certified copy of the authority under which it is signed.
- Please complete in BLOCK CAPITALS with your full name and address. Completion and return of the form of proxy will not preclude a member from attending or voting in person at the meeting (in substitution for the proxy), if they so wish.
- You may, if you wish, in the space provided insert the name(s) of the person(s) of your choice to attend and vote at the meeting on your behalf. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman of the meeting) and give your instructions directly to them. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this form of proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- To appoint more than one proxy (an) additional proxy form(s) may be obtained by photocopying this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms of proxy must be signed and should be returned together in the same envelope.
- Please indicate with an 'X' in the appropriate space how you wish your votes to be cast. Unless otherwise instructed the proxy will exercise his/her discretion as to whether, and if so how, he/she/it will vote. A vote "Withheld" is not a vote in law and will not be counted in the calculation of votes "For" and "Against" and the member concerned will not be taken to have given his/her/its discretion to the proxy/proxies, on how to vote.
- Signatures need not be witnessed. In the case of a joint holding, a form of proxy need only be signed by one joint holder. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior). In the case of a member which is a company, this form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company, stating their capacity (e.g. director, secretary).
- Any alterations made in this proxy should be initialled by the person who signed or executed this form of proxy.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that in order to have the right to attend, speak and vote at the meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the Company's register of members at 6.00 p.m. on 15 July 2009; or if the meeting is adjourned, at 6.00 p.m. two days prior to the day of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend, speak and vote at the meeting.



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BUSINESS REPLY SERVICE
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**Neville Registrars Limited
Neville House
18 Laurel Lane
Halesowen
West Midlands
B63 3DA**

First Fold

Second Fold