

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 Wednesday 23 June 2010 at 10.30 a.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 2009 and the directors' report and auditors' report on them.
- 2 To approve the directors' remuneration report for the year ended 31 December 2009.
- 3 To reappoint Christopher Thomas, who retires by rotation at the meeting, as a director of the Company.
The biography of Christopher Thomas appears on page 8.
- 4 To reappoint Neil Stevenson, who retires by rotation at the meeting, as a director of the Company.
The biography of Neil Stevenson 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 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 to grant rights to subscribe for or to convert any security into such shares in the Company ("Rights"):
 - 6.1 up to an aggregate nominal amount of £172,029.74; and
 - 6.2 comprising shares up to an aggregate nominal amount of £344,059.48 (after deducting from such amount any shares allotted under the authority conferred by virtue of resolution 6.1) in connection with or pursuant to an offer or invitation by way of a rights issue (as defined below),

provided that such authorities shall expire on the earlier of the date falling six months from the expiry of the Company's current financial year and the date of the next annual general meeting of the Company after the passing of this resolution unless varied, revoked or renewed by the Company in general meeting, save that the Directors may before the expiry of the authorities granted by this resolution make a further offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares and grant Rights in pursuance of such an offer or agreement as if the authorities conferred by this resolution had not expired and the authorities granted by this resolution are in substitution for all previous authorities granted to the Directors to allot shares and grant Rights which (to the extent that they will remain in force and unexercised) are revoked but without prejudice to any allotment or grant of Rights made or entered into prior to the date of the passing of this resolution 6.

For the purpose of this resolution 6 and resolution 7.1, "rights issue" means an offer or invitation to (i) holders of ordinary shares in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on the record date for such allotment; and (ii) persons who are holders of other classes of equity securities if this is required by the rights of such securities (if any) or, if the Directors consider necessary, as permitted by the rights of those securities, to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable instrument) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory or any other matter whatever.

- 7 To empower the directors of the Company (the "Directors") (subject to the passing of resolution 6) pursuant to sections 570 and 573 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorities conferred upon them by resolution 6, provided that this power shall be limited to:
 - 7.1 the allotment of equity securities in connection with an open offer or other pre-emptive offer or issue (but in the case of the authority granted under resolution 6.2 by way of a rights issue only) to or 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, record dates or legal, regulatory or practical difficulties which may arise 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

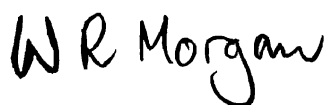
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7.2 the allotment (otherwise than pursuant to paragraph 7.1 above) of equity securities up to an aggregate nominal amount of £51,608.92,

as if section 561(1) and subsections (1)-(6) of section 562 of the Act did not apply to any such allotment, and such powers shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of the date falling six months from the end of the current financial year of the Company 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 With effect from the end of the meeting at which this resolution is passed, to adopt as the new articles of association of the Company the draft articles of association as set out in the document produced to the meeting, and, for the purposes of identification only, signed by the chairman, in substitution for, and to the exclusion of, the existing articles of association of the Company.

By order of the board



William R Morgan
Company Secretary

24 May 2010

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

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 21 June 2010; 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.

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

If a member of the Company appoints a proxy or proxies and then decides to attend the Meeting in person and vote using his poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the member's entire holding, then all proxy votes will be disregarded. If, however, the member votes at the Meeting in respect of less than the member's entire holding, then if the member indicates on his polling card that all proxies are to be disregarded, that shall be the case; but if the member does not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being case exceeding the member's entire holding.

If you do not have a proxy form and/or believe that you should have one or if you require additional forms, please contact the Company at its registered office.

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 21 June 2010.

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 Changing or revoking proxy instructions

To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see note 4 above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited at the address above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power of authority) must be included with the revocation notice.

The revocation notice must be received by Neville Registrars Limited at the address above no later than 2.30 p.m. on 21 June 2010. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to note 3 above, your appointment will remain valid.

6 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).

7 Corporate representatives

If a corporation is a member of the Company, it may by resolution of its directors or other governing body authorise one or more persons to act as its representative or representatives at the Meeting and any such representative or representatives shall be entitled to exercise on behalf of the corporation all the powers that the

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corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares.

Corporate representatives should bring with them either an original or certified copy of the appropriate board resolution or an original letter confirming the appointment, provided it is on the corporation's letterhead and is signed by an authorised signatory and accompanied by evidence of the signatory's authority.

8 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.

9 Documents on display

The following documents 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:

- copies of the letters of appointment of the non-executive directors of the Company; and
- a copy of the new articles of association of the Company being proposed pursuant to resolution 8 and a copy of the existing articles of association of the Company marked to show the changes being proposed.

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 2009 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 21 to 55 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 18 and 19 of this document. The vote is advisory and the directors' entitlement to remuneration is not conditional upon the resolution being passed.

Resolutions number 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. Christopher Thomas and Neil Stevenson retire by rotation and are offering themselves for re-election.

Resolution number 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

Resolution 6.1 grants the directors authority to allot shares up to an aggregate nominal amount of £172,029.74 (representing approximately one third of the Company's ordinary share capital in issue at 21 May 2010).

In line with guidance issued by the Association of British Insurers in December 2008, resolution 6.2 grants the directors authority to allot unissued share capital in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount of £344,059.48, as reduced by the nominal amount of any shares issued under resolution 6.1. This amount, before any such reduction, represents approximately two thirds of the Company's ordinary share capital in issue at 21 May 2010.

It is not the directors' current intention to allot shares pursuant to this resolution. The authorities expire at the conclusion of the next annual general meeting of the Company or six months from the expiry of the Company's current

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financial year, whichever is earlier. The resolution replaces the existing authority to allot shares but does not affect the ability to allot shares under the share option schemes.

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 £51,608.92 (representing approximately 10 per cent. of the Company's ordinary share capital in issue at 21 May 2010). 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 six months from the expiry of the Company's current financial year, whichever is the earlier.

Resolution number 8 – adoption of new articles of association by the Company

Resolution 8 proposes to adopt new articles of association (the "New Articles") with effect from the end of the meeting at which the resolution is passed. These update the Company's current articles of association (the "Current Articles") primarily to take account of the changes implemented by the last parts of the Companies Act 2006 (the "2006 Act").

The principal changes introduced in the New Articles are summarised below. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the 2006 Act, or conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Enterprise and Regulatory Reform have not been noted. The New Articles showing all the changes to the Current Articles are available for inspection, as indicated in note 9 to the notice of the Meeting.

- **The Company's objects**

The provisions regulating the operations of the Company were set out in the Company's memorandum and articles of association until 1 October 2009. The Company's memorandum contained, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake.

The 2006 Act has significantly reduced the constitutional significance of a company's memorandum. The 2006 Act provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the 2006 Act the objects clause and all other provisions which were contained in the company's memorandum, for existing companies as at 1 October 2009, were deemed to be contained in a company's articles of association but the company can remove these provisions by special resolution.

Further, the 2006 Act states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the 2006 Act, are now treated as forming part of the Company's articles of association. As the effect of this resolution will be to remove the statement currently in the Company's memorandum of association regarding limited liability, the New Articles contain an express statement regarding the limited liability of the shareholders.

- **Articles which duplicate statutory provisions**

Provisions in the Current Articles which replicate provisions contained in the 2006 Act are in the main amended to bring them into line with the 2006 Act.

- **Authorised share capital and unissued shares**

The 2006 Act abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the 2006 Act, save in respect of employee share schemes.

- **Suspension of registration of share transfers (article 17)**

The Current Articles permit the directors to suspend the registration of transfers. Under the 2006 Act, share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

- **Voting rights on a show of hands (article 28.9)**

The Companies (Shareholders' Rights) Regulations 2009 clarify the various powers of proxies in respect of resolutions taken on a show of hands. Where a proxy has been duly appointed by one member, he has one vote on a show of hands, and where he has been duly appointed by more than one member, if all his appointors instruct him to vote for and some against a resolution, on a show of hands he has one vote for and one vote against the resolution. The New Articles contain provisions which clarify these rights and also clarify how the provision giving a proxy a second vote on a show of hands should apply to discretionary powers.

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- **Vacation of office by directors (article 34)**
The Current Articles specify the circumstances in which a director must vacate office. The New Articles update these provisions to reflect the approach taken on mental and physical incapacity in the model articles for public companies produced by the Department for Business, Enterprise and Regulatory Reform.
- **Execution of documents (article 45)**
A company currently requires authority in its articles to have an official seal for use abroad. Since 1 October 2009 such authority is no longer required. Accordingly, the relevant authorisation has been removed in the New Articles.
The New Articles provide an alternative option for execution of documents (other than share certificates). Under the New Articles, when the seal is affixed to a document it may be signed by one authorised person in the presence of a witness, whereas previously the requirement was for signature by either a director and the secretary or two directors or such other person or persons as the directors may approve.
- **General**
Generally, the opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Enterprise and Regulatory Reform.