

China Goldmines plc

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of China Goldmines plc will be held at Brewin Dolphin Securities, 12 Smithfield Street, London, EC1A 9BD on Friday 18 December 2009 at 9.30a.m. to transact the following business:-

Ordinary Business

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions of the Company:

1. to receive the audited accounts for the year ended 30 June 2009 together with the directors' report for that financial year and the auditors' report on those accounts;
2. to receive the directors' remuneration report for the year ended 30 June 2009;
3. to re-appoint Mazars LLP as auditors of the Company from the conclusion of the meeting to the conclusion of the next general meeting of the Company at which accounts are laid before the shareholders in accordance with the provisions of the Companies Act 2006 and to authorise the directors to fix their remuneration;
4. to re-appoint Frank Vanspeybroeck as a director of the Company, who retires under Article 90 of the Company's articles of association;
5. to re-appoint Marinko Vidovich as a director of the Company, who retires under Article 90 of the Company's articles of association;
6. to re-appoint Clive Donner as a director of the Company, who retires under Article 90 of the Company's articles of association;
7. to re-appoint Evan Kirby as a director of the Company, who retires under Article 90 of the Company's articles of association.

Special Business

To consider and, if thought fit, to pass the following resolutions of which resolutions 8 and 9 will be proposed as ordinary resolutions and resolutions 10 and 11 as special resolutions:

Ordinary Resolutions

8. That the investing strategy (as described in the document entitled "Explanatory Notes to the Annual General Meeting Resolutions", which accompanies this Notice) (the "**Investing Strategy**") be approved and that the directors of the Company be authorised to take all such steps as any of them may consider necessary or desirable to implement the Investing Strategy.

9. The directors of the Company be and are hereby generally and unconditionally authorised, in substitution for any previous authority, for the purposes of Section 551 of the Companies Act 2006 (as amended) (the “Act”) to allot shares in the Company, or to grant rights to subscribe for or to convert any security into shares in the Company (such shares and such rights to subscribe for or to convert any security into shares in the Company being “relevant securities”) on such terms and in such manner as they shall think fit up to a maximum nominal amount of £161,584.70 at any time (unless and to the extent previously revoked, varied or renewed by the Company in general meeting) during the period from the date hereof until the expiry of 15 months from the date hereof and the conclusion of the Company’s next annual general meeting (whichever is the earlier) provided that the Company may make an offer or enter into an agreement which would or might require relevant securities to be allotted, offered or otherwise dealt with or disposed of after the expiry of such authority and the directors of the Company may allot any relevant securities after the expiry of such authority pursuant to such offer or agreement as if this authority had not expired.

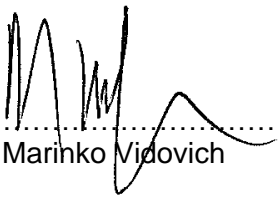
Special Resolutions

10. That, subject to and conditional upon the passing of resolution 9 above, the directors of the Company be and they are hereby given the power, in substitution for any previous authority, pursuant to Sections 570 and 573 of the Act to allot equity securities (within the meaning of Section 560 of the Act) of the Company for cash pursuant to the authority conferred by resolution 9 above as if Section 561 of the Act did not apply to any such allotment, such power to expire on the expiry of the period from the date hereof until the expiry of 15 months from the date hereof and the conclusion of the Company’s next annual general meeting (whichever is the earlier) or the revocation of the authority conferred by resolution 9 above provided that before such expiry the Company may make an offer or enter into an agreement which would or might require equity securities to be allotted after the expiry of such power and the directors of the Company may allot equity securities under this power in pursuance of any such offer or agreement as if this power had not expired. This power is limited to:
 - 10.1. the allotment of equity securities for cash where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares of 1p each in the capital of the Company where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares of 1p each held by them but subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient to deal with any fractional entitlements or any legal or practical problems under the laws of, or the requirements of any regulatory body or any recognised stock exchange in, any territory; and
 - 10.2. the allotment (other than pursuant to paragraph 10.1 above) of equity securities up to a maximum aggregate nominal amount of £24,237.70.

This power applies in relation to any sale of shares which is an allotment of equity securities by virtue of Section 560(3) of the Act as if in the first paragraph of this resolution the words “pursuant to the authority conferred by resolution 9 above” were omitted.

11. That with effect from the conclusion of the meeting:
 - 11.1. the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association (including the Company's objects clause) which, by virtue of section 28 of the Act, are to be treated as provisions of the Company's articles of association; and
 - 11.2. the articles of association presented to the meeting and initialled for identification purposes by the Chairman (the "**New Articles**") be and the same are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company (the "**Current Articles**").

By order of the Board



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Marinko Vidovich

Dated: 26 November 2009

Registered Office: Sandgate House
102 Quayside
Newcastle upon Tyne
NE1 3DX

Notes

1. Entitlement to Attend and Vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only those holders of ordinary shares of 1p each in the capital of the Company registered in the Company's Register of Members at:

- 1.1. 9.30a.m. on 16 December 2009; or
- 1.2. if this meeting is adjourned, at 9.30a.m. two working days prior to the adjourned meeting;

shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of 1p each in the capital of the Company registered in their name at that time. In each case subsequent changes to entries in the Register of Members after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

2. Appointment of Proxies

- 2.1. If you are a member of the Company at the times set out in notes 1.1 or 1.2 above (as the case may be), you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting (whether on a show of hands or on a poll) and you should have received a proxy form with this notice of meeting. A proxy need not be a member of the Company. You can only appoint a proxy using the procedures set out in these notes and the notes to your proxy form.
- 2.2. You may appoint more than one proxy, provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. A proxy need not be a member of the Company.

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

2.3.1 completed and signed;

2.3.2 sent or delivered to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY; and

2.3.3 received by Computershare Investor Services PLC no later than 9.30 a.m. on 16 December 2009 or two working days prior to any adjourned meeting or, in the case of a poll taken more than 48 hours after it is demanded, one working day before the time appointed for the taking of the poll.

2.4. 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. Any power of attorney or any 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.

2.5. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy, but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.

3. Attending in Person

The sending of a completed form of proxy to the Company's Registrar will not preclude members from attending and voting at the meeting, or any adjournment thereof, in person, should they so wish.

4. Documents on Inspection

From the date of the Notice of meeting, there will be available for inspection at the registered office of the Company during usual business hours on any week day (Saturdays, Sundays and public holidays excepted) and there will be available for inspection at the place of the meeting from at least fifteen minutes prior to and until the conclusion of the meeting:

4.1. a copy of the proposed new articles of association of the Company, together with a copy of the existing articles of association of the Company, marked to show the changes being proposed;

4.2. copies of the service contracts of executive directors of the Company; and

4.3. copies of the letters of appointment of the non-executive directors of the Company.

5. Voting

Holders of ordinary shares of 1p each are entitled to attend and vote at the meeting of the Company. The total number of issued ordinary shares of 1p each in the Company on 25 November 2009, which is the latest practicable date before the publication of this document, is 48,475,411. On a vote by show of hands every member who is present in person or by proxy shall have one vote. On a poll vote every member who is present in person or by proxy shall have one vote for every ordinary share of 1p each of which he is the holder.