
CHURCHILL MINING PLC

REGISTERED IN ENGLAND AND WALES COMPANY NUMBER 5275606

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.00 am
DATE: 18 December 2009
VENUE: 55 Baker Street
London
W1U 7EU
United Kingdom

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+44) (0) 20 7580 6075.

Churchill Mining Plc
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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00 am on 18 December 2009 at:

BDO LLP
55 Baker Street
London
W1U 7EU
United Kingdom

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) Post to the:-
Company Secretary
Churchill Mining Plc
c/- Share Registrars Limited,
Suite E, First Floor, 9 Lion & Lamb Yard,
Farnham, Surrey GU9 7LL, United Kingdom;
- (b) facsimile to the +44 (0)1252 719 232,

so that it is received not later than 10.00 am on 16 December 2009.

Proxy Forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 10.00 am on 18 December 2009 at 55 Baker Street, London W1U 7EU, United Kingdom.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

AGENDA

ORDINARY BUSINESS

ORDINARY RESOLUTIONS

1. To receive the report of the Directors and the audited financial statements of the Company for the year ended 30 June 2009.
2. To re-elect as a Director of the Company David Francis Quinlivan, who retires by rotation under the Articles of Association of the Company and, being eligible, offers himself for re-election.
3. To re-elect Jan Castro appointed during the year and retiring as a Director in accordance with the Articles of Association of the Company at the conclusion of the meeting and, being eligible, offering himself for re-election as a Director of the Company.
4. To re-appoint BDO Stoy Hayward as auditors of the Company to act until the conclusion of the next Annual General Meeting and to authorise the Directors to determine the remuneration of the auditors.
5. That to the exclusion of and in substitution for any such authority previously conferred upon them and subsisting at the date of this Resolution (save to the extent that the same may already have been exercised and save for any such authority granted by statute), the Directors be and are hereby authorised, generally and unconditionally for the purpose of section 551 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of that Act) up to a maximum aggregate nominal amount of £350,000 provided that:
 - a. this authority shall expire on the date of the next annual general meeting of the Company; and
 - b. the Company may before such expiry date make an offer, agreement or other arrangement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer, agreement or arrangement as if the authority hereby conferred had not so expired.

SPECIAL RESOLUTION

6. That in substitution for all existing and unexercised authorities and subject to the passing of the immediately preceding Resolution, the Directors of the Company be and they are hereby empowered pursuant to section 570 of the Act to allot relevant securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by the preceding Resolution as if section 561(1) of the Act did not apply to any such allotment provided that the power conferred by the Resolution, unless previously revoked or varied by special resolution of the Company in general meeting, shall be limited:

- (a) to the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all such shareholders are proportionate (as nearly as may be) to the respective numbers of the ordinary shares held by them subject only to such exclusions or other arrangements as the Directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory, and;
- (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £160,877 in respect of any other issues for cash consideration;

and shall expire on the date of the next Annual General Meeting of the Company save that the Company may before such expiry 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 hereby had not expired.

SPECIAL BUSINESS

SPECIAL RESOLUTION

- 7. That the existing Articles of Association of the Company shall no longer apply and that in the place of those, the Articles of Association attached to these resolutions and signed by the chairman for identification purposes shall be adopted by the Company, and that the Company Secretary be instructed to file them with the Registrar of Companies.

DATED: 17 NOVEMBER 2009

BY ORDER OF THE BOARD

**STEPHEN RONALDSON/RUSSELL HARDWICK
COMPANY SECRETARY
CHURCHILL MINING PLC**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10.00 am on 18 December 2009.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

Entitlement to attend and vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members 48 hours before the time of the Meeting shall be entitled to attend and vote at the Meeting.

Appointment of proxies

If you are a member of the Company at the time set out 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 with this notice of meeting. 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 must attend the Meeting 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) 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. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the registrars of the Company, Share Registrars Limited on +44 (0)1252 821 390.

A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, 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.

Appointment of proxy using hard copy proxy form

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be completed and signed; sent or delivered to Share Registrars Limited at Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL or by facsimile transmission to +44 (0)1252 719 232; and received by Share Registrars Limited no later than 48 hours (excluding non business days) prior to the Meeting.

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.

Appointment of 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).

Changing 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 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 Share Registrars Limited on +44 (0)1252 821 390.

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.

Termination of proxy appointments

In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL or by facsimile transmission to +44 (0)1252 719 232. 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 or authority) must be included with the revocation notice.

In either case, the revocation notice must be received by Share Registrars Limited no later than 48 hours (excluding non business days) prior to the Meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Issued shares and total voting rights

As at 17 November 2009, the Company's issued share capital comprised 80,438,514 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 17 November 2008 is 80,438,514.

Communications with the Company

Except as provided above, members who have general queries about the Meeting should telephone Stephen Ronaldson on (+44) (0) 207 580 6075 (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of general meeting; or any related documents, to communicate with the Company for any purposes other than those expressly stated.

Business of the meeting

RESOLUTION 1 – FINANCIAL STATEMENTS AND REPORTS

In accordance with the Articles of Association, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2009 together with the declaration of the Directors, the Directors' report, and the auditor's report.

Shareholders may view the Company annual financial report on its website at www.churchillmining.com.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DAVID FRANCIS QUINLIVAN

The Articles of Association require that in the annual general meeting in every year one-third of the Directors for the time being, or, if their number is more than three but not a multiple of three, then the number nearest to but not exceeding one-third, must retire from office.

Mr Quinlivan retires by rotation and, being eligible, seeks re-election.

RESOLUTION 3 – RE-ELECTION OF DIRECTOR – JAN CASTRO

The Articles of Association require that when the Directors have appointed a person to the Board, any person so appointed will retire from office at the next annual general meeting and will then be eligible for election at that meeting.

Mr Castro accordingly retires and, being eligible, seeks re-election.

RESOLUTION 4 – TO RE-APPOINT BDO STOY HAYWARD AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO DETERMINE THE REMUNERATION OF THE AUDITORS

BDO Stoy Hayward has acted as the auditors for the Company for the last three financial years.

The Directors recommend that BDO Stoy Hayward be re-appointed as auditors of the Company.

RESOLUTION 5 – TO AUTHORISE THE DIRECTORS TO ALLOT RELEVANT SECURITIES UP TO A MAXIMUM AGGREGATE NOMINAL AMOUNT OF £350,000

The Directors propose that authority to allot relevant securities up to a maximum nominal amount of £350,000 be approved.

This is an enabling resolution and the Directors currently have no plans to allot any of the 35,000,000 ordinary shares that will be available for issue for non-cash consideration but they consider it desirable that the specified amount of authorised but unissued share capital is available for issue so that they can more readily take advantage of possible opportunities.

RESOLUTION 6 – TO DIS-APPLY PRE-EMPTION RIGHTS UP TO A MAXIMUM NOMINAL AMOUNT OF £160,877

If the Directors wish to allot any of the unissued shares of the Company for cash in accordance with the authority proposed in Resolution 5, the Directors require approval to allot shares for cash other than in accordance with the statutory pre-emption rights.

In line with common practice, Resolution 6 therefore seeks approval for the dis-application of pre-emption rights over 20% of the current issued share capital. This is also an enabling resolution and the Directors currently have no plans to allot any of the 16,087,700 ordinary shares that will be available otherwise than pre-emptively for cash consideration.

RESOLUTION 7 – TO ADOPT NEW ARTICLES OF ASSOCIATION

The notice of meeting includes a resolution to amend the Company's articles of association. The amended articles include amendments to ensure that they comply with the provisions of the Companies Act 2006 (the "2006 Act") which have come into force. The final provisions of the 2006 Act to come into force did so on 1 October 2009. It is, therefore, proposed that the Company adopts new articles of association at the meeting to incorporate those changes introduced by the 2006 Act which have come into force and to generally update the articles.

By way of a brief summary, the principal changes to be made to the current articles include:

1. The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and articles of association. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 significantly reduces the constitutional significance of a Company's memorandum. The Companies Act 2006 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 Companies Act 2006 the objects clause and all other provisions which are currently contained in a Company's memorandum, for existing companies at 1 October 2009, will be deemed to be contained in a Company's articles of association but the Company can remove these provisions by special resolution.

Further the Companies Act 2006 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 Companies Act 2006, are to be treated as forming part of the Company's articles of association as of 1 October 2009. Resolution 7 confirms the removal of these provisions for the Company. 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 also contain an express statement regarding the limited liability of the shareholders.

2. Articles which duplicate statutory provisions

Provisions in the current articles which replicate provisions contained in the Companies Act 2006 are in the main to be removed in the new articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a Company's constitution.

3. Change of name

Currently, a Company can only change its name by special resolution. Under the Companies Act 2006 a Company will be able to change its name by other means provided for by its articles. To take advantage of this provision, the new articles enable the Directors to pass a resolution to change the Company's name.

4. Authorised share capital and unissued shares

The Companies Act 2006 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 Companies Act 2006, save in respect of employee share schemes.

5. Redeemable shares

At present if a Company wishes to issue redeemable shares, it must include in its articles the terms and manner of redemption. The Companies Act 2006 enables Directors to determine such matters instead provided they are so authorised by the articles. The new articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the Directors would need shareholders' authority to issue new shares in the usual way.

6. Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital

Under the law currently in force a Company requires specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The current articles include these enabling provisions. Under the Companies Act 2006 a Company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly the relevant enabling provisions have been removed in the new articles.

7. Provision for employees on cessation of business

The Companies Act 2006 provides that the powers of the Directors of a Company to make provision for a person employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary, may only be exercised by the Directors if they are so authorized by the Company's articles or by the Company in general meeting. The new articles provide that the Directors may exercise this power.

8. Use of seals

A Company currently requires authority in its articles to have an official seal for use abroad. After 1 October 2009 such authority will no longer be 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.

9. Suspension of registration of share transfers

The current articles permit the Directors to suspend the registration of transfers. Under the Companies Act 2006 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.

10. General

Generally the opportunity has been taken to bring clearer language into the new articles. The new articles will, subject to the passing of resolution 7, come into effect at the conclusion of the AGM. A full copy of the amended articles of association are available from the Company's website at www.churchillmining.com or alternatively a hard copy can be requested by telephoning Stephen Ronaldson, the Company Secretary, on +44 (0)20 7580 6075.

PROXY FORM

**APPOINTMENT OF PROXY
CHURCHILL MINING PLC
COMPANY NUMBER 5275606**

ANNUAL GENERAL MEETING

I/We

of

being a member of Churchill Mining Plc entitled to attend and vote at the Annual General Meeting, hereby appoint the Chairman, or

Name of proxy

OR the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the Annual General Meeting to be held at 10.00 am on 18 December 2009 at 55 Baker Street, London W1U 7EU, United Kingdom, and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

ORDINARY BUSINESS

	FOR	AGAINST	WITHHELD
1. To receive the report of the Directors and the audited financial statements of the Company for the year ended 30 June 2009	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect D F Quinlivan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Jan Castro as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint BDO Stoy Hayward as auditors of the Company and to authorise the Directors to determine their remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorise the Directors to allot relevant securities up to a maximum aggregate nominal amount of £350,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To dis-apply pre-emption rights up to a maximum nominal amount of £160,877	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To adopt new articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this day of 2009

By:

Individuals and joint holders

Signature

Signature

Signature

Companies (affix common seal if appropriate)

Director

Director/Secretary

Sole Director/ Secretary

CHURCHILL MINING PLC
Incorporated in England and Wales with Registered Number 5275606

NOTES

1. Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend and vote at the Meeting. A member so entitled may appoint (a) prox(y)(ies), who need not be (a) member(s), to attend and vote on his/her behalf.
2. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please insert his/her name and delete "the Chairman of the Meeting or".
3. Please indicate how you wish your proxy to vote by marking the appropriate box with an "X". Unless otherwise instructed the person appointed a proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution as he/she thinks fit.
4. A corporation must seal this form of proxy or have it signed by an officer or attorney or other person authorised to sign.
5. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
6. Pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, members will be entitled to attend and vote at the meeting if they are registered on the Company's register of members 48 hours before the time appointed for the meeting or any adjournment thereof.
7. To be valid this form of proxy must reach **Share Registrars Limited**, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL not later than 48 hours (excluding non business days) before the time of the Meeting. Lodgement of a form of proxy does not preclude a member from attending the Meeting and voting in person.