
CHURCHILL MINING PLC

REGISTERED IN ENGLAND AND WALES COMPANY NUMBER 5275606

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.00 am (BST)
DATE: 12 December 2008
VENUE: 55 Gower Street
London
WC1E 6HQ
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 (BST) on 12 December 2008 at:

Ronaldsons LLP Solicitors
55 Gower Street
London
WC1E 6HQ
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,
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 (BST) on 10 December 2008.

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 (BST) on 12 December 2008 at 55 Gower Street, London WC1E 6HQ 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 2008.
2. To re-elect as a Director of the Company Paul Gerard Mazak, who retires by rotation under the Articles of Association of the Company and, being eligible, offers himself for re-election.
3. 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.
4. 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 80 of the Companies Act 1985 to allot relevant securities (as defined in Section 80(2) of that Act) up to a maximum aggregate nominal amount of £300,000 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

5. That the Directors be and are hereby empowered, pursuant to Section 95 of the Companies Act 1985, for the period expiring on the date of the next annual general meeting of the Company and at any time thereafter pursuant to any offer, agreement or other arrangement made by the Company before the expiry of this power, to the exclusion of and in substitution for any other power granted to them and subsisting at the date of this Resolution (save to the extent that the same may already have been exercised and for any such power granted by statute), to allot, out of any relevant securities (as defined in Section 80(2) of the Companies Act 1985) which they are from time to time authorised to allot, and as if Section 89(1) of that Act and Articles within the Company's Articles of Association did not apply to such allotment, any number of equity securities up to a maximum aggregate nominal amount of £100,804.

SPECIAL BUSINESS

SPECIAL RESOLUTION

6. 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.
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DATED: 10 NOVEMBER 2008

BY ORDER OF THE BOARD

**STEPHEN RONALDSON
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 (BST) on 12 December 2008.

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 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 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.

Corporate representatives

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

(i) if a corporate member has appointed the Chairman of the Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all 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

(ii) if more than one corporate representative for the same corporate member attends the Meeting but the corporate member 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 representation letter to appoint the Chairman as a corporate representative as described in (i) above.

Issued shares and total voting rights

As at 10 November 2008, the Company's issued share capital comprised 67,202,714 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 10 November 2008 is 67,202,714.

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 2008 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 – PAUL MAZAK

The Articles of Association requires 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 Mazak retires by rotation and being eligible seeks re-election.

RESOLUTION 3 – 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 two financial years.

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

RESOLUTION 4 – TO AUTHORISE THE DIRECTORS TO ALLOT RELEVANT SECURITIES UP TO A MAXIMUM AGGREGATE NOMINAL AMOUNT OF £300,000

The Directors propose that authority to allot relevant securities up to a maximum nominal amount of £300,000 be approved.

This is an enabling resolution and the Directors currently have no plans to allot any of the 30,000,000 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 5 – TO DIS-APPLY PRE-EMPTION RIGHTS UP TO A MAXIMUM NOMINAL AMOUNT OF £100,804

If the Directors wish to allot any of the unissued shares of the Company for cash in accordance with the authority proposed in Resolution 4, 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 5 therefore seeks approval for the dis-application of pre-emption rights over 15% of the current issued share capital. This is also an enabling resolution and the Directors currently have no plans to allot any of the 10,080,400 ordinary shares that will be available otherwise than pre-emptively for cash consideration.

RESOLUTION 6 – 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, or will in the near future, come into force. The provisions of the 2006 Act are in the process of being brought into force. All provisions are anticipated to be in force by 1 October 2009. It is, therefore, proposed that the Company adopts new articles of association at the meeting to incorporate key changes introduced by the 2006 Act which are currently in 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. Provisions to make it easier for the company to communicate with shareholders by electronic means or to allow documents to be communicated electronically or by publishing documents on the company's website communications;
2. The minimum notice period for calling a general meeting other than an annual general meeting called for the passing of a special resolution has been reduced from 21 days to 14 days in line with the provisions of the 2006 Act;
3. The provision giving the chairman a casting vote in the event of an equality of votes on a shareholder resolution has been removed as it is incompatible with the provisions of the 2006 Act;
4. The articles have been updated to reflect the fact that under the 2006 Act proxies have the right to attend, vote (on a poll or a show of hands) and speak at any general meeting as well as dealing with the appointment of multiple proxies and time limits for the appointment and termination of a proxy appointment;
5. The regulations relating to the disclosure of interests have been updated;
6. The obligation on directors reaching the age of 70 to retire from office at every annual general meeting has been removed;

7. To allow the directors to authorise conflicts or potential conflicts of interest, where appropriate;
8. The provisions relating to indemnifying directors and officers have been updated and clarified;
9. References to extraordinary general meetings have been removed from the articles in line with the 2006 Act; and
10. References to extraordinary resolutions have been replaced with references to special resolutions in line with the 2006 Act.

It is expected that further amendments will be required at next year's annual general meeting to reflect further changes under the 2006 Act which will be implemented over the course of the next year.

The new articles will, subject to the passing of resolution 6, 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 (BST), on 12 December 2008 at 55 Gower Street, London WC1E 6HQ 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 2008	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect P G Mazak as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. 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"/>
4. To authorise the Directors to allot relevant securities up to a maximum aggregate nominal amount of £300,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To dis-apply pre-emption rights up to a maximum nominal amount of £100,804	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To adopt new articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this day of 2008

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 deleting either for or against. 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 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.