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Copies of this Document are being sent to Shareholders. If you have sold or otherwise transferred all of your ordinary shares in Brinkley Mining PLC please forward this Document and the accompanying form of proxy on at once to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or transferred part only of your holding in ordinary shares in Brinkley Mining PLC you should retain this Document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

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*(Brinkley Mining PLC, incorporated and registered in England with registered number 5533856)*

## **NOTICE OF 2009 ANNUAL GENERAL MEETING**

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**Notice of the Annual General Meeting of the Company to be held at 200 Strand, London, WC2R 1DJ on 25 June 2009 at 9:30 a.m. is set out at Part II of this document. A form of proxy is enclosed with this document for use at the Meeting. Forms of proxy should be completed and returned to the Company's Registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey, GU9 7EN or by fax to the following number +44 (0) 1252 719232 as soon as possible and in any event so as to be received not later than 48 hours before the time fixed for the Meeting.**

## PART I - LETTER FROM THE CHAIRMAN



*(Incorporated and registered in England with registered number 5533856)*

### **Directors:**

Richard John Linnell (*Non-Executive Chairman*)

Dunbar Hartley Dales (*Chief Executive Officer*)

Mark Gerald Fresson (*Executive Director - Finance*)

Clayton John Dodd (*Non-Executive Director*)

**Registered Office:** 5<sup>th</sup> Floor, 33 St. James's Street, London SW1A 1HD

29 May 2009

### **To the Shareholders and, for information only, to the Warrant and Option Holders**

Dear Shareholder,

### **Annual General Meeting 2009**

I am writing to you to explain the resolutions to be proposed at this year's Annual General Meeting ("AGM") to be held at 200 Strand, London WC2R 1DJ at 9:30 a.m. on 25 June 2009 and which are set out in the notice of Annual General Meeting at Part II of this document.

### **BUSINESS OF THE ANNUAL GENERAL MEETING TO BE HELD ON 25 JUNE 2009**

#### **Ordinary Business**

#### **Resolution 1 – Receiving and adopting the Accounts**

The Board recommends the receiving and adopting of the audited accounts for the financial period ended 31 December 2008, together with the Report of the Directors and the Auditor's Report.

#### **Resolutions 2 and 3 – Directors**

The Board recommends the re-election of Clayton Dodd who retires by rotation in accordance with Article 126 of the Company's Articles of Association, together with Mark Fresson who was appointed following the last annual general meeting. Each of them, being eligible, offers himself for re-election. Brief biographies of the directors are set out below:

#### **Clayton John Dodd** (*Non-Executive Director*)

Mr Dodd, aged 52, is a Chartered Accountant. He has over 20 years experience in finance and resources in Australia and overseas. He was previously Managing Director of Striker Resources NL, a diamond exploration company listed on the Australian Stock Exchange, and is currently a director of Braemore Resources Plc and an alternate director of Atomaer Holdings Pty Ltd.

**Mark Gerald Fresson** (*Financial Director*)

Mr Fresson, aged 44, is a chartered accountant, having qualified with Touche Ross in 1989. He spent ten years in various tax-related roles before joining Nomura's principal finance group in 2000 as head of tax and accounting. Mark formed part of the team that left Nomura to establish the Terra Firma Capital Partners private equity operation in 2002, where he ultimately held the position of senior tax and structuring counsel. Over the past six years Mark has been a Director of several privately-owned companies including Falkland Gold & Minerals Limited.

**Resolution 4 – Auditor's Reappointment and Remuneration**

This Resolution relates to the Auditor's re-appointment and authorises the Directors to determine their remuneration. It is usual business for the Annual General Meeting.

**Special Business**

**Resolution 5 – To increase the authorized share capital of the Company**

This is an Ordinary Resolution to increase the authorised share capital of the Company from £1,500,000 to £2,250,000.

**Resolution 6 – Adoption of New Articles of Association**

We are asking shareholders to approve a number of amendments to the Company's current Articles of Association, primarily to reflect the provisions of the Companies Act 2006. An explanation of the main changes between the proposed and existing Articles of Association is set out in the Appendix at page 7 of this document. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006 have not been noted in the Appendix.

This Special Resolution, if approved, will update the Company's Articles of Association. The proposed new Articles of Association of the Company and a copy of the existing Articles of Association marked to show the changes being proposed in Resolution 6 are available for inspection at the Company's registered office during normal office hours and at the Company's website [www.brinkley-mining.com](http://www.brinkley-mining.com).

**Resolution 7 - Section 80 authority**

This is an Ordinary Resolution authorising the directors to allot relevant securities up to the authorised but unissued share capital. The Company's current authorised share capital is £1,500,000, comprising 1,000,000,000 ordinary shares of £0.0015 each. If Resolution 5 is passed the authorised share capital of the Company will be £2,250,000 comprising 1,500,000,000 ordinary shares of £0.0015 each. The Company's issued share capital at the date of this Document is 356,336,248. The authority will expire at the commencement of the next Annual General Meeting following this meeting.

**Resolution 8 – Section 95 authority and dis-application of Section 89**

Resolution 8 is a Special Resolution authorising the Directors to issue equity securities for cash on a non pre-emptive basis pursuant to the authority conferred by resolution number 7 above. This will allow the Board to allot shares without recourse to the shareholders so that it can move quickly from time to time as it deems appropriate. This authority will expire at the commencement of the next Annual General Meeting following this meeting.

## **ANNUAL GENERAL MEETING**

A Form of Proxy for use at the meeting is enclosed with this Notice. If you would like to vote on the Resolutions but cannot come to the AGM please complete and sign the Form of Proxy and return it to the Registrars so as to arrive no later than 48 hours before the time fixed for the meeting. The return of the Form of Proxy will not, however, prevent you from attending the Meeting and voting, in person, should you wish to do so.

## **RECOMMENDATION**

The Board considers that each of the Resolutions is in the best interest of the Company and its shareholders as a whole. Your Board will be voting in favour of each Resolution and they unanimously recommend that you should vote in favour of each of them as well.

Yours faithfully

**RICHARD LINNELL**  
**CHAIRMAN**

## PART II - NOTICE OF ANNUAL GENERAL MEETING



*(Incorporated and registered in England with registered number 5533856)*

Notice is hereby given that the Annual General Meeting of the Company will be held at 200 Strand, London, WC2R 1DJ on 25 June 2009 at 9:30 a.m. to consider, and, if thought fit, pass the following Resolutions of which 1 to 4, 6 and 7 will be proposed as Ordinary Resolutions and Resolutions 5 and 8 will be proposed as Special Resolutions.

### ORDINARY BUSINESS

1. To receive and adopt the audited accounts for the financial period ended 31 December 2008, together with the Report of the Directors and the Auditors thereon.
2. To re-elect Clayton Dodd as a Director of the Company who retires in accordance with article 126 of the Articles of Association and, being eligible, offers himself for re-election.
3. To re-elect Mark Fresson who has been appointed since the last annual general meeting, as a Director of the Company.
4. To re-appoint Chapman Davis LLP as Auditors to the Company, to hold office until the conclusion of the next annual general meeting and to authorise the directors to determine their remuneration.

### SPECIAL BUSINESS

5. As an Ordinary Resolution: to increase the authorised share capital of the Company

THAT the authorised share capital of the company be increased from £1,500,000 to £2,250,000 by the creation of 500,000,000 new ordinary shares of £0.0015 each, ranking *pari passu* in all respects with the existing ordinary shares of £0.0015 each in the capital of the Company.

6. As a Special Resolution: to adopt new Articles of Association

THAT the Articles of Association produced to the Meeting and initialed by the Chairman of the Meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

7. As an Ordinary Resolution: authorising the Directors to allot shares up to the authorised but unissued share capital.

THAT the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal amount of £965,495.62 if Resolution 5 is not approved, and £1,715,495.62 if Resolution 5 is approved (in each case equal to the authorised but unissued share capital of the Company following the resolution at 5 above) provided that such authority shall expire at the commencement of the Annual General Meeting next held after the passing of this resolution save that the Company may pursuant to the authority make an offer or agreement or other arrangement before the expiry of the authority 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 or other arrangement as if the power conferred hereby had not expired.

8. As a Special Resolution: authorising the Directors to issue shares for cash on a non pre-emptive basis

THAT (subject to the passing of Resolution 7) the Directors be and are hereby empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 (2) of the Act) wholly for cash pursuant to the general authority conferred by Resolution 7 and sell relevant securities (as defined in section 94 of the Act) held by the Company as treasury shares (as defined in section 162A) for cash (as defined in section 162D(2) of the Act); as if section 89(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to allotments of equity securities and the sale of treasury shares:

- (i) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory;
- (ii) up to an aggregate nominal amount of £26,725.22 (representing approximately 5 per cent of the issued share capital as at 29 May 2009) in connection with an unapproved share option scheme of the Company; and
- (iii) otherwise than pursuant to sub-paragraphs (i) and (ii) above, up to an aggregate nominal amount of £267,252.19 (representing approximately 50 per cent of the issued share capital as at 29 May 2009).

and such power shall expire at the commencement of the Annual General Meeting next held after the passing of this resolution but so that the Company may before such expiry make an offer or agreement or other arrangement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement or other arrangement as if that the power conferred by this resolution had not expired.

*Registered Office*  
5<sup>th</sup> Floor  
33 St. James's Street  
London  
SW1A 1HD

**Mark Fresson**  
Company Secretary  
by order of the Board  
29 May 2009

**NOTES**

- (1) A member entitled to attend, speak and vote is entitled to appoint a proxy to attend, speak and vote on his behalf. A proxy need not be a member of the Company.
- (2) Forms of proxy, together with any power of attorney or other authority under which it is executed or a notarially certified copy thereof, must be completed and, to be valid, must reach the Registrar of the Company at Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey, GU9 7EN not less than 48 hours before the time appointed for the holding of the meeting.
- (3) If the appointor is a corporation, the form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised. Proxies may be returned to the Registrar by fax to the following number + 44 (0)1252 719232.
- (4) The appointment of a proxy does not preclude a member from attending and voting at the meeting.
- (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 vote of the other registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- (6) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (SI 2001/3755). Reg. 41(1) and (2), only those shareholders on the Register of Shareholders at 9:30 a.m. on 23 June 2009 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. If the meeting is adjourned by more than 48 hours, then to be so entitled, shareholder must be entered on the Company's Register of Shareholders at the time which is 48 hours before the time appointed for holding the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.
- (7) 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, you should contact the Company's Registrar at the address given in Note 2 above and make necessary arrangements.
- (8) As at the close of business on 29 May 2009, the Company's issued share capital comprised 356,336,248 ordinary shares of £0.0015 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 the time and date given above is 356,336,248.

**APPENDIX**  
**EXPLANATORY NOTES OF PRINCIPAL CHANGES TO THE**  
**COMPANY'S ARTICLES OF ASSOCIATION**

Provisions in the current Articles of Association (the “**Current Articles**”) which replicate provisions contained in the Companies Act 1985 are amended in the proposed new Articles of Association (the “**New Articles**”) to bring them into line with the Companies Act 2006. Examples include provisions as to the form of resolutions, the variation of class rights and the period of notice required to convene general meetings. The main changes made to reflect this approach are detailed below.

**1. Form of resolution**

The Current Articles enable members to act by written resolution. Under the Companies Act 2006 public companies can no longer pass written resolutions. These provisions have therefore been removed in the New Articles.

**2. Variation of class rights**

The Current Articles contain provisions regarding the variation of class rights. The proceedings and specific quorum requirements for a meeting convened to vary class rights are contained in the Companies Act 2006. The relevant provisions have therefore been amended in the New Articles.

**3. Convening extraordinary and annual general meetings**

The provisions in the Current Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are being amended to conform to new provisions in the Companies Act 2006. In particular a general meeting to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.

**4. Votes of members**

The time limits for the appointment or termination of a proxy appointment in the case of a poll taken more than 48 hours after a general meeting at which a resolution is considered has been changed and cannot now be more than 24 hours before the time for the taking of a poll.

**5. Conflicts of interest**

The Companies Act 2006 sets out directors' general duties which largely codify the existing law but with some changes. Under the Companies Act, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The Companies Act 2006 allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The Companies Act 2006 also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The New Articles give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the New Articles should contain provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the directors.

## **6. Notice of board meetings**

Under the Current Articles, when a director is abroad he can request that notice of directors' meetings are sent to him at a specified address and if he does not do so he is not entitled to receive notice while he is away. This provision has been removed, as modern communications mean that there may be no particular obstacle to giving notice to a director who is abroad. It has been replaced with a more general provision that a director is treated as having waived his entitlement to notice, unless he supplies the Company with the information necessary to ensure that he receives notice of a meeting before it takes place.

## **7. Distribution of assets otherwise than in cash**

The Current Articles contain provisions dealing with the distribution of assets in kind in the event of the Company going into liquidation. These provisions have been removed in the New Articles on the grounds that a provision about the powers of liquidators is a matter for insolvency law rather than the articles and that the Insolvency Act 1986 confers powers on the liquidator which would enable it to do what is envisaged by the Current Articles.

## **8. Electronic and web communications**

Provisions of the Companies Act 2006 which came into force in January 2007 enable companies to communicate with members by electronic and/or website communications. The New Articles continue to allow communications to members in electronic form and, in addition, they also permit the Company to take advantage of the new provisions relating to website communications. Before the Company can communicate with a member by means of website communication, the relevant member must be asked individually by the Company to agree that the Company may send or supply documents or information to him by means of a website, and the Company must either have received a positive response or have received no response within the period of 28 days beginning with the date on which the request was sent. The Company will notify the member (either in writing, or by other permitted means) when a relevant document or information is placed on the website and a member can always request a hard copy version of the document or information.

## **9. Directors**

The Companies Act 2006 contains no restrictions on a director remaining in, or being appointed to office after the age of 70. Provisions in the Current Articles setting out special steps to appoint or re-elect in such circumstances have been removed in the New Articles.

The Companies Act 2006 has in some areas widened the scope of the powers of a company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors. In addition, the existing exemption allowing a company to provide money for the purpose of funding a director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies.

## **10. General**

Generally the opportunity has been taken to bring clearer language into the New Articles.