

Notice of Annual General Meeting

CALEDON RESOURCES PLC (THE "COMPANY")
REGISTERED IN ENGLAND AND WALES NO 03993115

NOTICE is hereby given that the 2010 ANNUAL GENERAL MEETING of the Company will be held at the offices of Nabarro LLP, Lacon House, 84 Theobald's Road, London WC1X 8RW on 30 June 2010 at 10.00 a.m. for the purpose of considering the following:

ORDINARY BUSINESS

1. To receive and adopt the directors' report and accounts for the year ended 31 December 2009, and the auditors' report on those accounts.
2. To re-appoint BDO LLP as the auditors of the Company and to hold office from the conclusion of the meeting until the conclusion of the next annual general meeting of the Company.
3. To authorise the directors to fix the remuneration of BDO LLP as auditors of the Company.
4. To re-elect Peter Seear (executive director) who retires by rotation as an executive director of the Company.
5. To re-elect Mark Trevan (executive director) who retires by rotation as an executive director of the Company.

SPECIAL BUSINESS

As special business to consider and, if thought fit, to pass the following resolutions of which resolution 6 will be proposed as an ordinary resolution and resolutions 7 - 9 will be proposed as special resolutions.

ORDINARY RESOLUTION

6. That the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "2006 Act") in substitution for all existing authorities:
 - (a) to exercise all the powers of the Company to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (together "Relevant Securities") up to an aggregate nominal amount of £459,000; and
 - (b) to exercise all the powers of the Company to allot equity securities (within the meaning of section 560 of the 2006 Act) up to an additional aggregate nominal amount of £459,000 provided that this authority may only be used in connection with a rights issue in favour of holders of ordinary shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record dates as the directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever,

provided that the authorities in 6(a) and 6(b) shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or if earlier on the date which is 15 months after the date of the annual general meeting, except that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities or equity securities as the case may be to be allotted after such expiry and the directors may allot Relevant Securities or equity securities in pursuance of any such offer or agreement as if the authority in question had not expired.

SPECIAL RESOLUTIONS

7. That the directors be and are empowered, in accordance with section 570 of the 2006 Act, to allot equity securities (as defined in section 560(1) of the 2006 Act) for cash pursuant to the authority conferred by resolution number 6 or by way of a sale of treasury shares as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:
 - (a) the allotment of equity securities in connection with a rights issue or other pro rata offer (but, in the case of the authority granted conferred by paragraph 6(b), by way of a rights issue only) in favour of holders of ordinary shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record dates as the directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject in each case to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and
 - (b) the allotment (otherwise than pursuant to paragraph 7(a) above) of equity securities up to an aggregate nominal amount of £271,915,

and shall expire upon the expiry of the general authority conferred by resolution 6 above, except that the Company may make an offer or agreement before this power expires 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. THAT the Company be and is hereby generally and unconditionally authorised to make market purchases (as defined by section 693(4) of the Companies Act 2006) on the London Stock Exchange of ordinary shares of 0.5 pence each in the capital of the Company ("Ordinary Shares") provided that:-
 - (a) the maximum number of Ordinary Shares authorised to be purchased is 32,500,000 (representing 14.94 per cent. of the Company's issued ordinary share capital at 4 June 2010);

- (b) the minimum price which may be paid for an Ordinary Share is 0.5 pence (exclusive of expenses and advance corporation tax (if any) payable by the Company);
- (c) the maximum price which may be paid for an Ordinary Share is an amount equal to 105 per cent. of the average of the middle market quotations for an Ordinary Share derived from AIM, a market operated by the London Stock Exchange, for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased (exclusive of expenses and advance corporation tax (if any) payable by the Company); and
- (d) the authority conferred shall expire at the conclusion of the next annual general meeting of the Company except that the Company may before such expiry make a contract to purchase its own shares which will or may be completed or executed wholly or partly after the expiry of such authority, and may make purchases of Ordinary Shares in pursuance of such a contract as if such authority had not expired.

9. THAT,

- (a) the existing Articles of Association of the Company are amended by deleting all of the provisions of the Company's memorandum of association which, by virtue of section 28 of the 2006 Act, are treated as provisions of the Company's existing articles of association; and
- (b) the new Articles of Association produced to the meeting and initialled 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.

By order of the Board

JEREMY GORMAN
Company Secretary

7 June 2010

REGISTERED OFFICE
Lacon House
84 Theobald's Road
London WC1X 8RW

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form.
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand to the Company's registrars, Computershare Investor Services plc of PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH, no later than 10 a.m. on 28 June 2010.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 6 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so. If you attend the meeting in person, your proxy appointment will automatically be terminated.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, to be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at close of business on the day which is two days before the day of the meeting (or, in the event of any adjournment, at close of business on the day which is two days before the day of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
6. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by 10.00 a.m. on 28 June 2010. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
7. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
8. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.
9. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
10. If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Services Authority. As a result, any member holding 3% or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure and Transparency Rules, need not make a separate notification to the Company and the Financial Services Authority.
11. As at the date of this notice (the latest practicable date prior to the printing of this document) (i) the Company's issued share capital consists of 217,533,849 Ordinary Shares, all carrying one vote each, and (ii) the total voting rights in the Company are 217,533,849.
12. The following documents are available for inspection at the registered office address of the Company during normal business hours on each weekday (excluding public holidays):
 - (i) copies of the executive directors' service contracts with the Company;
 - (ii) copies of the non-executive directors' letters of appointment;
 - (iii) a copy of the Company's memorandum and existing articles of association; and
 - (iv) a copy of the Company's new articles of association, together with a "red line" showing changes made to the existing articles of association.