

Rambler Metals and Mining plc

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of the above named Company will be held at the offices of Seymour Pierce LLP, 20 Old Bailey, London EC4M 7EN on 10 December 2009 at 11.30 a.m. for the following purposes:

Ordinary Business

1. To receive and adopt the financial statements and reports of the Directors and auditors for the financial period ended 31 July 2009.
2. To re-appoint John Sidney Thomson as a director of the Company, who retires and offers himself for re-appointment.
3. To re-appoint David Harry Williamson Dobson as a director of the Company, who retires and offers himself for re-appointment.
4. To re-appoint Brian Hinchcliffe as a director of the Company, who retires and offers himself for re-appointment.
5. To re-appoint Leslie David Goodman as a director of the Company, who retires and offers himself for re-appointment.
6. To re-appoint PKF (UK) LLP as the auditors of the Company until the next Annual General Meeting and to authorise the Directors to fix their remuneration.

Special Business

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

7. That the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to allot equity securities (as defined in section 560 of the Act) up to a maximum aggregate nominal amount of £289,616.67; and this authority will (unless renewed) expire at the conclusion of the next Annual General Meeting of the Company but the Company may, before this authority expires, make an offer or agreement which would or might require equity securities to be allotted after such authority expires and the Directors may allot equity securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

8. That the Directors be and they are hereby generally empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by Resolution 7 above as if section 561 of the 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 an issue in favour of the holders of ordinary shares of the Company in proportion (as nearly as may be) to their respective holdings of ordinary shares, subject only to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange in any territory; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £86,885.00,

and the power hereby granted shall expire at the conclusion 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 but otherwise in accordance with the foregoing provisions of this power in which case the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

BY ORDER OF THE BOARD

Leslie Little

Company Secretary

Registered Office: Salatin House

 19 Cedar Road

 Sutton

 Surrey SM2 5DA

Notes:

1. A member entitled to attend and vote at the meeting convened by this notice is entitled to appoint a proxy to exercise all or any rights to attend, speak and vote at the meeting. The proxy need not also be a member of the company. More than one proxy may be appointed to exercise the rights attaching to different shares held by the member, but a member 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. A form of proxy is enclosed.
2. To be effective, completed forms of proxy and the power of attorney or other authority (if any) under which they are signed or a copy of that power or authority certified notarially or in accordance with the Powers of Attorney Act 1971 must be lodged in accordance with the instructions printed thereon, not later than 5.00pm (Eastern Time) on 7 December 2009, or 72 hours before the time appointed for the meeting or any adjourned meeting.
3. Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting in person should he wish to do so.
4. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members registered in the register of members of the Company as at 5.00p.m on 8 December 2009 (Eastern Time) shall be entitled to attend and vote at this meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at this meeting.
5. The specific details of the matters proposed to be put before the Meeting are set forth in the Management Information Circular accompanying this notice.