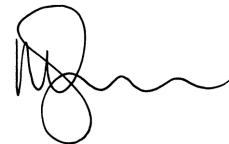


NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Carlton Resources Plc (the “**Company**”) will be held at the offices of Memery Crystal LLP, 44 Southampton Buildings, London WC2A 1AP on 23 December 2009 at 11:00am for the following purposes:

1. To receive and adopt the statement of accounts for the year ended 30 June 2009 together with the reports of the directors of the Company (the “**Directors**”) and the auditors thereon.
2. To elect Mark Burchnell, who was appointed since the last Annual General Meeting, as a Director.
3. To elect Melissa Sturgess, who was appointed since the last Annual General Meeting, as a Director.
4. To elect Richard Jarvis, who was appointed since the last Annual General Meeting, as a Director.
5. To re-elect Martyn Churchouse, who retires by rotation, as a Director.
6. To re-appoint Messrs BDO LLP as auditors to act as such until the conclusion of the next Annual General Meeting of the Company at which the requirements of section 437 of the Companies Act 2006 are complied with and to authorise the directors of the Company to fix their remuneration.



Registered Office
Fifth Floor, Manfield House
1 Southampton Street
London WC2R 0LR

By Order of the Board
Melissa Sturgess
Director

25 November 2009

Notes:

Entitlement to attend and vote

1. 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 as at:
 - (a) 11.00 am on 21 December 2009; or,
 - (b) if the Annual General Meeting is adjourned, at 11.00 am on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the Annual General Meeting

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting and you should have received a proxy form with this notice of Annual General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint the Chairman of the Annual General 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 Annual General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. 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 Company's registrars at the address set out in note 6.
5. 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:

- (a) completed and signed;
- (b) sent or delivered to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and
- (c) received by Computershare Investor Services PLC no later than 11.00 am on 21 December 2009.

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.

6. 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).

Voting rights

7. As at 5.00pm on the day immediately prior to the date of posting of this notice of Annual General Meeting, the Company's issued share capital comprised 453,969,390 ordinary shares of 0.1p 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 5.00 pm on the day immediately prior to the date of posting of this notice of Annual General Meeting is 453,969,390.