

notice of annual general meeting

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If you are in any doubt as to the action that you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your Ordinary Shares in the capital of the Company, please immediately forward this document together with the accompanying Form of Proxy as soon as possible to the relevant purchaser or transferee (or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee). However, such documents should not be forwarded to, or transmitted in or into, any jurisdiction where to do so might violate the relevant laws and regulations in that jurisdiction. If you have sold or transferred only part of your holding of Ordinary Shares you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

The London Stock Exchange has not itself examined or approved the contents of this document. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UK Listing Authority and the AIM Rules are less demanding than those of the Official List of the UK Listing Authority. The Ordinary Shares are not dealt on any other recognised investment exchange.

Sunkar Resources plc (“the Company”)

Incorporated in England & Wales, Registered Number 5759399

This document should be read in conjunction with the accompanying Form of Proxy.

Notice of the Annual General Meeting of the Company to be held at 10:00am on 23 July 2009 at the offices of *Maclay Murray & Spens LLP*, 12th Floor, One London Wall, London EC2Y 5AB is set out in this document. The accompanying Form of Proxy for use at the Annual General Meeting should be completed in accordance with the instructions printed thereon and returned as soon as possible to *Capita Registrars*, Proxies Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by not later than 10:00am on 21 July 2009. Completion and return of the Form of Proxy will not preclude shareholders from attending, speaking and voting in person at the Annual General Meeting should they wish.

This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract therefor.

The distribution of this document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document and/or the accompanying Form of Proxy comes should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

Expected Timetable

Latest time and date for receipt of Forms of Proxy for the Annual General Meeting is 10:00am on 21 July 2009.

The Annual General Meeting is to be held at 10:00am on 23 July 2009.

notice of annual general meeting (continued)

Definitions

Unless the context otherwise requires, the following definitions apply throughout this document and the Form of Proxy:

"the Act"	Companies Act 1985
"the 2006 Act"	Companies Act 2006
"the Company"	Sunkar Resources Plc
"CREST Proxy Instruction"	the appropriate CREST message to validate proxy appointment made by means of CREST
"EUI"	Euroclear UK & Ireland Limited.

Notice is Hereby Given

THAT the Annual General Meeting of the Company will be held at 10:00am on 23 July 2009 at the offices of Maclay Murray & Spens LLP, 12th Floor, One London Wall, London EC2Y 5AB for the transaction of the following business:

Ordinary Business

To consider and, if thought fit, pass Resolutions 1 to 3 as ordinary resolutions:

Resolution 1

THAT the Directors' Report and Financial Statements for the year to 31 December 2008, together with the Auditors' Report thereon, be received.

Resolution 2

THAT Mr. D Argyle, who being appointed on 18 November 2008 retires in accordance with the Company's Articles of Association and who, being eligible, offers himself for re-appointment, be re-appointed as a Director.

Resolution 3

THAT Deloitte LLP be reappointed as auditors of the Company from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the shareholders in accordance with the provisions of the Companies Act 2006 and their remuneration be fixed by the Directors.

Special Business

To consider and, if thought fit, to pass the following resolution 4 as an ordinary resolution and resolutions 5 to 7 as special resolutions:

Resolution 4

THAT the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Act up to an aggregate nominal amount of £47,955, provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the expiry of the Company's annual general meeting in 2010, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities

to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired, and provided further that that this authority shall be in substitution for any existing authority to allot shares to the extent not previously utilised.

Resolution 5

THAT, subject to the passing of resolution 4 above, the Directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) pursuant to the authority conferred by resolution 4 as if section 89(1) 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 offer of equity securities to holders of ordinary shares in proportion (as nearly as may be) to the respective number of ordinary shares held by them and to holders of other equity securities, as required by, the rights of those securities or as the directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements arising or any legal or practical problems under the laws of any overseas territories or the requirements of any regulatory body or stock exchange; and
- (b) the allotment of equity securities up to an aggregate nominal amount of £15,985, provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the expiry of the Company's annual general meeting in 2010, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired, and provided further that this authority shall be in substitution for any existing authority to allot shares to the extent not previously utilised.

Resolution 6

THAT the Articles of Association of the Company be amended by:

- 6.1 the deletion of regulation 105.1 in its entirety.
- 6.2 the insertion of the following new articles as regulations 105.1, 105.2 and 105.3 respectively.
 - 105.1 "At each annual general meeting of the Company, the following Directors shall retire and shall be eligible for re-election:
 - 105.1.1 any Director bound to retire under Article 104;
 - 105.1.2 any Director who was not elected or re-elected at one of the preceding 2 annual general meetings;
 - 105.1.3 any Director who has held office (other than executive office or office of chairman, whether or not an executive office) for 9 years or more at the date of the meeting; and
 - 105.1.4 subject to Articles 105.2 and 105.3, one-third of the Directors for the time being who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one Director who is subject to retirement by rotation, he shall retire.
 - 105.2 Subject to the provisions of the Act, the Directors to retire by rotation shall be those who have been longest in office since the date of their original appointment or reappointment, but as between persons who were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
 - 105.3 If the Company, at the annual general meeting at which a Director retires by rotation, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost."

notice of annual general meeting (continued)

- 6.3 the deletion from regulation 154.5 of the words “,or an address to which notices and other documents and information may be sent using electronic means,”;
- 6.4 the insertion of the following new article as regulation 154.6: “The Directors may determine not to give a notice or other document or information to a member whose registered address is not within the United Kingdom and who has not given the Company a postal address in the United Kingdom as his address for the service of notices and other documents and information, notwithstanding that such member has provided an address to which notices and other documents and information may be sent using electronic means, if the Directors, acting in good faith, deem it necessary or expedient so to do to avoid breach of or non-compliance with, or the risk of breach of or non-compliance with, the laws of any jurisdiction outside the United Kingdom or the requirements of any regulatory body or stock exchange in any such jurisdiction (such laws and requirements being, together, “Local Securities Laws”). The Directors are entitled to make such a determination without first taking legal or similar advice on whether, and to what extent, such Local Securities Laws would apply where, acting in good faith, they consider the costs or other disadvantages of so doing disproportionate to the benefits which would or might otherwise be derived from the obtaining of such advice. The Directors may, but shall not be required to, take steps to secure that any notice, other document or information complies with the Local Securities Laws of one or more jurisdictions outside the United Kingdom, but if they do so they shall not thereby be required to take steps to secure compliance with the Local Securities Laws of any other jurisdiction outside the United Kingdom.”; and
- 6.5 the subsequent re-numbering of the existing regulations 154.6, 154.7, 154.8 and 154.9 as 154.7, 154.8, 154.9 and 154.10 respectively.

Resolution 7

THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Act) of ordinary shares of 0.1p each in the capital of the Company (“ordinary shares”) provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 15,984,933 (representing approximately 10 per cent. of the Company’s issued ordinary share capital as at 26 June 2009);
- (b) the minimum price, exclusive of any expenses, which may be paid for one ordinary share is 0.1p;
- (c) the maximum price, exclusive of any expenses, which may be paid for each ordinary share is 105 per cent. of the average of the middle market quotations for an ordinary share in the Company taken from the London Stock Exchange Daily Official List for the five business days prior to the day the purchase is made; and
- (d) the authority hereby conferred shall expire on the earlier of the date which is 15 months after the date of this resolution or at the expiry of the Company’s annual general meeting in 2010, save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which contract to purchase would or might require to be executed wholly or partly after the expiry of such authority, and may make the purchase of ordinary shares in pursuance of any such contract.

By order of the Board



Ryan J Wilson
Company Secretary
26 June 2009
One London Wall
London EC2Y 5AB



notes to the notice of annual general meeting

1. A member of the Company entitled to attend, speak and vote at this meeting is entitled to appoint one or more proxies to attend, speak and vote on his or her behalf. A proxy need not be a member of the Company. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. Completion and return of a Form of Proxy will not preclude a member from attending and voting at the meeting should the member so decide.
2. To be valid, the enclosed Form of Proxy must be completed and returned so as to reach the Company's Registrars, Capita Registrars, at Capita Registrars (PROXIES), The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time appointed for the Annual General Meeting (excluding weekends and public holidays).
3. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, to have the right to attend and vote at the meeting a member must first have his or her name entered in the Company's register of members by not later than 48 hours before the time fixed for the meeting (or, in the event that the meeting is adjourned, 48 hours before the time of the adjourned meeting). Changes to entries on that register after that time shall be disregarded in determining the rights of any member to attend and vote at the meeting referred to above.
4. The following documents will be available for inspection during normal business hours at the Company's registered office from 30 June, 2009 up to and including the date of the Annual General Meeting and will, on the date of the Annual General Meeting, be available for inspection at the venue of the Annual General Meeting from 9.30 a.m. on 23 July, 2009 until the end of the Annual General Meeting:
 - i. the Register of interests of the Directors and their families in the share capital of the Company;
 - ii. the contracts of service of the Directors with the Company or its subsidiary undertakings;
 - iii. a copy of the Memorandum and Articles of Association of the Company; and
 - iv. the revised articles of association proposed to be amended by Resolution 6.
5. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting 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 made by means of CREST to be valid, a CREST Proxy Instruction must be properly authenticated in accordance with EUI's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA 10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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 Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
7. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. 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(s), 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

notes to the notice of annual general meeting (continued)

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. 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 of 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 if the chairman is being appointed as described in (i) above.

The Annual General Meeting of Sunkar Resources plc will be held at 10:00am on 23 July 2009 at the offices of Maclay Murray & Spens LLP, 12th Floor, One London Wall, London EC2Y 5AB. The business of the meeting will be as follows:

Ordinary Business

Resolutions 1 to 3 will be proposed as ordinary resolutions.

Resolution 1

The Board is required to present to the meeting the accounts, and the reports of the Directors and the Auditors, for the year ended 31 December 2008.

Resolution 2

Resolution 2 deals with the re-appointment of directors under the Company's Articles of Association. Article 93 of the Company's Articles of Association requires any new director recently appointed to be reappointed at the next Annual General Meeting.

Details of Mr Argyle who has offered to be re-appointed are shown on page 21 of the Annual Report 2008. Due to the valuable contribution Mr Argyle has made to date and which the Company expects him to make in the future, the Board recommends the re-election of Mr Argyle.

Resolution 3

At each annual general meeting at which accounts are laid, the Company is required to re-appoint its auditors and fix their remuneration. This resolution proposes the reappointment of Deloitte LLP as the auditors of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the Directors to fix their remuneration.

Special Business

Resolution 4

This resolution will be proposed as an ordinary resolution.

Under Section 80 of the Act, directors of a company may only allot relevant securities with the authority of shareholders in general meeting. Relevant securities as defined in the Act include the Company's ordinary shares. The Board proposes that the directors be granted such authority. Passing this resolution will provide the directors with sufficient authority to act in the best interests of shareholders should a beneficial opportunity to issue new shares arise. Shareholders last granted such general authority to the Board at the general meeting of the Company on 5 June 2008.

The authority of the Directors has been limited to the allotment of ordinary shares up to an aggregate nominal amount of £47,955 which is equal to approximately 30 per cent. of the issued ordinary share capital of the Company. The directors' authority will expire at the earlier of the conclusion of the annual general meeting of the Company in 2010.

explanatory notes (continued)

Resolution 5

This resolution will be proposed as a special resolution.

The Board seeks to retain the authority, within certain limits and expiring at the Company's annual general meeting in 2010 to allot equity securities (as defined in the Act and which include the Company's ordinary shares) for cash without first offering them to existing shareholders in proportion to their existing holdings.

If the Board considers it to be in the best interests of the Company to make a rights issue, there could still be legal, regulatory or practical reasons why it might not always be possible to issue new shares to some shareholders, particularly those resident overseas. Fractional entitlements may also make a strictly pro rata issue impractical. Paragraph (a) of Resolution 5 permits the Board to make appropriate arrangements to deal with such difficulties.

Further, there could also be circumstances where the Board considers it in the best interests of the Company to issue shares to persons other than shareholders for cash, without first offering them to existing shareholders. Resolution 5 gives the Directors that authority but limits the authority to the allotment of shares up to an aggregate nominal amount of £15,985 which is equal to approximately 10 per cent. of the issued share capital of the Company.

Shareholders last granted authority to the Directors to disapply pre-emptive rights at the general meeting of the Company on 5 June 2008.

Resolution 6

This resolution will be proposed as a special resolution.

The Company's Articles of Association, which were adopted on 5 June 2008, are subject to the 2006 Act provisions in respect of required notice of general meetings to overseas shareholders.

The new provisions prescribe that one third of the Directors shall retire by rotation at every annual general meeting of the Company. This will help ensure that the retirement of the Directors is spread out and avoid the possible requirement for the majority of the Directors to retire at the same annual general meeting.

The new provisions also give the Directors authority to determine that notices and other information must not be sent to shareholder with addresses outside the United Kingdom if to do so would risk breaching foreign securities laws. Shareholders may continue to give a postal address within the United Kingdom as their address for service of notices and other documents and information.

The Directors consider these amendments to the articles to be in the best interest of the Company and the shareholders as a whole.

Resolution 7

This resolution seeks authority for the Company to make market purchases of its own ordinary shares and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to 15,984,933 of its ordinary shares, representing approximately 10 per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at 26 June 2009.

The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under this authority. The authority will expire on the earlier of 15 months after the date of this resolution and the Company's annual general meeting in 2010.

The directors will only exercise the authority to purchase ordinary shares where they consider that such purchases will be in the best interests of the Company and its shareholders as a whole.

The Company may either cancel any shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them).