

Sunkar Resources plc

Notice of Annual General Meeting 2011

(Incorporated in England and Wales with registered number 05759399)

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This document is important and requires your immediate attention.

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.

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

Shareholders should also take notice of the notes on page 3 of this document.

Notice of the Annual General Meeting of the Company to be held at 11.00 am on 26 May 2011 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, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by not later than 11.00 am on 24 May 2011. 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.

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Expected timetable

Latest time and date for receipt of Forms of Proxy for the Annual General Meeting is 11.00 am on 24 May 2011. Annual General Meeting is to be held at 11.00 am on 26 May 2011.

Notice is hereby given that the Annual General Meeting of the Company will be held at 11.00 am on 26 May 2011 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 5 as ordinary resolutions:

Resolution 1

That the Directors' Report and Financial Statements for the year to 31 December 2010, together with the Auditors' Report thereon, be received.

Resolution 2

That Mr Charles de Chezelles, who retires by rotation in accordance with the Company's Articles of Association and who, being eligible, offers himself for re-election, be re-elected as a director of the Company.

Resolution 3

That Mr Donald Sinclair, who retires by rotation in accordance with the Company's Articles of Association and who, being eligible, offers himself for re-election, be re-elected as a director of the Company.

Resolution 4

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 determined by the directors of the Company.

Special business

To consider and, if thought fit, to pass the following Resolution 5 as an ordinary resolution and Resolution 6 as a special resolution:

Resolution 5

That, in substitution for any existing authority under section 551 of the Companies Act 2006 (the "Act") but without prejudice to the exercise of any such authority prior to the date of this resolution, the directors of the Company be generally and unconditionally authorised in accordance with that section to allot shares in the Company and to grant rights ("relevant rights") to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £79,925, such authorisation to expire at midnight on 25 August 2012 or, if earlier, at the conclusion of the next Annual General Meeting of the Company, unless previously renewed, revoked or varied by the Company in general meeting, save that the Company may at any time before the expiry of this authorisation make an offer or agreement which would or might require shares to be allotted or relevant rights to be granted after the expiry of this authorisation and the directors of the Company may allot shares or grant relevant rights in pursuance of any such offer or agreement as if the authorisation conferred hereby had not expired.

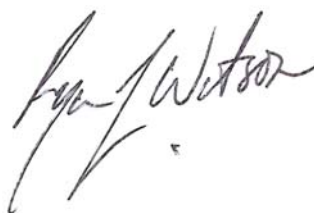
Resolution 6

That subject to the passing of resolution numbered 5 above ("Section 551 Resolution") and in substitution for any existing authority under sections 570 and 573 of the Companies Act 2006 (the "Act") but without prejudice to the exercise of any such authority prior to the date of this resolution, the directors of the Company be empowered in accordance with those sections to allot equity securities (within the meaning of section 560 (1), (2) and (3) of the Act) either pursuant to the Section 551 Resolution or by way of a sale of treasury shares, in each case as if section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities (otherwise than pursuant to sub-paragraph (b) below) up to an aggregate nominal amount of £47,955; and
- (b) the allotment of equity securities in connection with an offer to all holders of ordinary shares of 0.1p each in the capital of the Company ("Ordinary Shares") in proportion (as nearly as may be) to the respective numbers of Ordinary Shares held by them (but subject to such exclusions, limits or restrictions or other arrangements as the directors of the Company may consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in or under the laws of any territory, or the requirements of any regulatory body or any stock exchange in any territory or otherwise howsoever); and

such power shall expire at midnight on 25 August 2012 or, if earlier, at the conclusion of the next Annual General Meeting of the Company, but so that this power shall enable the Company to make an offer or agreement before such expiry which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of any such offer or agreement as if such expiry had not occurred.

By order of the Board



Ryan J Wilson
Company Secretary

18 April 2011

29-30 St. James's Street
London SW1A 1HB

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Notes

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1. As a member, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company. 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 the rights attached to any one share. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. 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 Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.
 2. A form of proxy is enclosed. To be valid, your proxy form and any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority should be sent to the Company's registrars, Capita Registrars at, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to arrive by not later than 11.00 am on 24 May 2011.
 3. If you appoint a proxy, this will not prevent you from attending, speaking and voting in person at the meeting if you wish to do so.
 4. In accordance with Regulation 41 of the Uncertified 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 no later than 6.00 pm on 24 May 2011 or, if this meeting is adjourned, at 6.00 pm on the day two days prior to 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.
 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, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") 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 11.00 am on 24 May 2011. 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.
 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. Except as provided above, members who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted);
 - calling the Capita Registrars' shareholder helpline on 0871 664 0300 (Calls cost 10 pence per minute plus network extras) (from outside the UK +44 (0) 20 8639 3399). Lines are open Monday – Friday 8.30am – 5.30pm; or
 - contacting Capita Registrars by email at ssd@capitaregistrars.com.
- You may not use any electronic address provided either in this notice of meeting or any related documents (including the proxy form) to communicate with the Company for any purpose other than those expressly stated.
10. The following documents will be available for inspection during normal business hours on any day (Saturdays, Sundays and public holidays excepted) at the Company's registered office from 19 April 2011 up to and including the date of the meeting and will on the date of the meeting be available for inspection at the venue of the meeting for at least 15 minutes prior to the meeting until the end of the meeting:
 - the contracts of service of the directors with the Company or its subsidiary undertakings; and
 - a copy of the articles of association of the Company.

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Explanatory notes

to the notice of Annual General Meeting

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The Annual General Meeting of Sunkar Resources plc will be held at 11.00 am on 26 May 2011 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 5 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 2010.

Resolutions 2 and 3

Resolutions 2 and 3 deal with the re-election of Mr de Chezelles and Mr Sinclair as directors under the Company's articles of association who retire by rotation.

Biographies of Mr de Chezelles and Mr Sinclair are contained on page 24 of the Company's Annual Report and Accounts 2010. Due to the valuable contribution which each of these directors has made to date and which the Company expects them to make in the future, the Board recommends the re-election of these directors.

Resolution 4

At each annual general meeting at which accounts are laid, the Company is required to reappoint its auditors and determine their remuneration. Resolution 4 proposes the reappointment of Deloitte LLP as the auditors of the Company and 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 of the Company (the "Directors") to determine their remuneration.

Special business

Resolution 5

Resolution 5, which will be proposed as an ordinary resolution, authorises the Directors to allot unissued ordinary shares of 0.1 pence (the "Ordinary Shares") in the Company up to a maximum nominal amount of £79,925 which represents approximately fifty per cent. of the issued Ordinary Shares in the Company as at 18 April 2011.

Shareholders granted general authority to the Directors to allot up to approximately fifty per cent. of the issued share capital of the Company at the annual general meeting of the Company on 14 May 2010. Resolution 5 seeks to renew this authority. Please see discussion in the explanation note to Resolution 6 below regarding this authority.

The authority sought under Resolution 5 will expire on the conclusion of the next annual general meeting of the Company or 15 months from the passing of the resolution (whichever is the sooner).

Resolution 6

This resolution will be proposed as a special resolution.

Under Section 561 of the Companies Act 2006 (the "Act"), if the Directors wish to allot any of the unissued Ordinary Shares for cash they must, in the first instance, offer them to existing shareholders in proportion to their shareholding. There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of Ordinary Shares without a pre-emptive offer to existing shareholders. Shareholders last granted authority to the Directors to dis-apply pre-emptive rights at the annual general meeting of the Company on 14 May 2010 and Resolution 6 seeks to renew it at approximately thirty per cent. of the issued Ordinary Shares in the Company as at 18 April 2011. It is necessary to renew and extend the Board's authority to allot the Company's share capital under Resolution 5 and to waive pre-emption rights in relation thereto, to enable the allotment of further shares in connection with, inter alia, one or more possible fundraisings by the Company in the future to raise funds to accelerate development of the Company's assets and to meet general working capital requirements. The Directors believe that an authority to issue approximately thirty per cent. of the Company's issued share capital for cash without first offering the securities to existing holders is in the best interests of shareholders as it will give the Company flexibility to access funds at short notice. The Directors have no intention, at present, of exercising the full extent of this authority. The authority would only be exercised if the Directors believe that to do so would be in the best interests of the Company and its shareholders as a whole.

The authority sought under Resolution 6 will expire on the conclusion of the next annual general meeting of the Company or 15 months from the passing of the resolution (whichever is the sooner).