

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the action you should take, you are recommended to seek your own personal advice 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 shares in Eurasia Mining plc, please send this document and the Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold any part of your holding of shares in Eurasia Mining plc, please contact your stockbroker, banker or other agent through whom the sale was effected immediately.



## EURASIA MINING PLC

Company number 03010091  
("the Company")

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Eurasia Mining Plc ("the Company") will be held at Little Ship Club, Bell Wharf Lane, Upper Thames Street, London EC4R 3TB on 30 June 2010 at 11.00 am for the following purposes.

#### Ordinary Business

As ordinary business to consider and, if thought fit, pass the following as ordinary resolutions:

1. To receive and consider the audited accounts for the period ended 31 December 2009 together with the Directors' and the auditors' reports thereon.
2. To re-appoint Grant Thornton UK LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
3. To authorise the Directors to determine the remuneration of the auditors of the Company.
4. To re-appoint as a Director, Mr Dmitry Suschov, who is required under the Articles of Association of the Company to retire by rotation and who, is eligible for re-election.
5. That, in accordance with section 551 of the Companies Act 2006, ("2006 Act") the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £1,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the end of the next Annual General Meeting of the Company to be held after the date on which this resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act.

#### Special Business

As special business, to consider and, if thought fit, pass the following resolutions which will be proposed as to resolutions 6 to 9 as special resolutions:

6. THAT, subject to the passing of resolution 5, the Directors be given the general power to allot equity securities (as defined by section 560 of the 2006 Act) for cash, either pursuant to the authority conferred by resolution 5 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 an offer by way of a rights issue to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and;
- b. the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £1,000,000.

The power granted by this resolution will expire on the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if either section 89(1) of the Companies Act 1985 or section 561(1) of the 2006 Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

7. THAT:

- a. the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
  - b. the 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.
8. THAT the decision of the Directors to vary the terms of the Warrant Instrument by way of Deed Poll relating to warrants to subscribe for up to 48,000,000 ordinary shares of 0.1p each in the Company dated 29 June 2009 (the "Warrant Instrument") be amended such that the Subscription Period (as defined therein) be extended so as to expire at 5:00pm London time on 29 June 2011, be approved, and any action taken by the Directors to extend the Subscription Period and vary the terms of the Warrant Instrument accordingly, whether prior to the date of this Resolution or not, be approved and ratified.
9. THAT the decision of the Directors to vary the terms of the Deed of Grant of Warrants dated 29 June 2009 and between the Company (1) and Deloan Investments Limited (2) (the "Warrant Deed") be amended such that the Fourth Exercise Period (as defined therein) be extended so as to expire at 5:00pm London time on 29 June 2011, be approved, and any action taken by the Directors to extend the Fourth Exercise Period and vary the terms of the Warrant Deed accordingly, whether prior to the date of this Resolution or not, be approved and ratified.

Dated 4 June 2010

BY ORDER OF THE BOARD  
M J de Villiers  
Secretary

## Notes

1. A member of the Company entitled to attend and vote at the meeting convened by this Notice may appoint one or more proxies to attend and vote on a poll in his stead. A proxy need not be a member of the Company.
2. To be valid, the enclosed Form of Proxy must be completed and lodged together with the Power of Attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, at the office of the Company's Registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than forty eight hours before the time appointed for holding the meeting.
3. Completion of the Form of Proxy does not preclude a member from attending and voting at the meeting if they so wish.
4. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only shareholders registered in the register of members of the Company as at 6.00pm on 28 June 2010 (being 48 hours prior to the time fixed for the meeting), or, if the meeting is adjourned such time being not more than 48 hours prior to the time fixed for the adjourned meeting, shall be entitled to attend and vote, whether in person or by proxy, at the Annual General 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 the Annual General Meeting.
5. By attending the meeting, members agree to receive any communication at the meeting.
6. Biographical details of the Director who is being proposed for re-election by shareholders are set out in the Directors Biographies.
7. The total number of ordinary shares of 0.1p in issue as at 3 June 2010, the last practicable day before printing this document was 381,961,073 ordinary shares and the total level of voting rights was 381,961,073, none of which were attached to shares held in treasury by the Company.
8. 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.
9. 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.
10. 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.
11. Copies of the service contracts and letters of appointment of each of the Directors will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays and public holidays excluded) and at the place of the Annual General Meeting from at least 15 minutes prior to and until the conclusion of the Annual General Meeting.
12. Copies of the Articles of Association and the Warrant Instrument will be available for inspection at the Company's registered office during usual business hours until the date of the Annual General Meeting.



EURASIA MINING PLC

## FORM OF PROXY

I/We

of

(Please insert full name(s) and address(es) in block letters - see Note 1 below)

being (a) member(s) / a person nominated by (a) member(s) of the above-named Company to exercise the right to appoint a proxy, pursuant to Articles of Association of the Company, hereby appoint the Chairman of the meeting or

of

(See Note 3 below)

as my/our proxy or proxies to vote for me/us and on my/our behalf at the annual general meeting of the Company to be held on 30 June 2010 at 11.00am and at any adjournment of that meeting and to vote at that meeting as indicated below. Please indicate how you wish your proxy or proxies to vote by inserting "X" in the box below. Where no "X" is inserted, and on any other resolutions proposed at the meeting, your proxy will vote or abstain from voting as he/she thinks fit.

RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD	DISCRETIONARY
1. To approve Accounts for the year ended 31 December 2009				
2. To re-appoint Grant Thornton LLP as auditors of the Company				
3. To authorise the Directors to determine the remuneration of the auditors of the Company				
4. To re-appoint Mr Dmitry Suschov as a Director				
5. To authorise the Directors to allot relevant securities pursuant to section 551 of the Companies Act 2006				
6. To authorise the Directors to allot equity securities pursuant to section 571 of the Companies Act 2006				
7a. To delete provisions of the memorandum of the Company from its articles				
7b. To adopt new articles of association				
8. To approve any action taken by the Directors to extend the Subscription Period and vary the terms of the Warrant Instrument				
9. To approve any action taken by the Directors to extend the Fourth Exercise Period and vary the terms of the Warrant Deed with Deloan Investments				

Signed

Dated

Full name and address

PLEASE COMPLETE IN BLOCK CAPITALS

### NOTES

- To appoint as a proxy a person other than the Chairman of the meeting insert the full name in the space provided. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
  - To appoint the **Chairman** as your **sole proxy** in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy
  - To appoint a **person other than the Chairman as your sole proxy** in respect of all your shares, delete the words 'the Chairman of the meeting (or)' and insert the name of your proxy in the spaces provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy
  - To appoint **more than one proxy**, you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. If you wish to appoint the Chairman as one of your multiple proxies, simply write 'the Chairman of the Meeting'. All forms must be signed and should be returned together in the same envelope
- Unless otherwise indicated the proxy will vote as he thinks fit or, at his discretion, abstain from voting.
- The Form of Proxy below must arrive not later than 48 hours before the time set for the meeting at the Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU during usual business hours accompanied by any Power of attorney under which it is executed (if applicable)
- A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney.
- The Form of Proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
- The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
- Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
- Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the Meeting should you subsequently decide to do so
- If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, BR3 4TU.