

Letter to the Shareholders

This document is important and requires your immediate attention.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, bank manager, solicitor, tax adviser, accountant, or other independent professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares as soon as possible.

Cambridge Mineral Resources plc

(incorporated and registered in England and Wales under number 02255996)

Directors:

Mr. Philip Newman – Chairman
Mr. Michael Burton
Mr. Mark Slater
Mrs. Nevyanka Mateeva
Mr. Martin Robins

Registered Office:

12 Greenleaf House
Darkes Lane
Potters Bar
Hertfordshire
EN6 1AE

11 November 2011

Dear Shareholder,

Notice of Annual General Meeting

I am pleased to be writing to you with details of our Annual General Meeting ("AGM") which we are holding at The Royal Society of Medicine, 1 Wimpole Street, London, W1G 0AE on 5 December 2011 at 9.30am.

The formal notice of Annual General Meeting is set out on page 2 of this document.

If you would like to vote on the resolutions but cannot come to the AGM, please fill in the proxy form sent to you with this notice and return it to our registrars as soon as possible. They must receive it by 9.30am on 3 December 2011.

Yours sincerely,

Mr Philip Newman
Chairman

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Cambridge Mineral Resources plc will be held at 9.30am on 5 December 2011 at The Royal Society of Medicine, 1 Wimpole Street, London W1G 0AE for the purpose of transacting the following business. Resolutions 1 to 9 will be proposed as ordinary resolutions and resolution 10 will be proposed as a special resolution.

Ordinary business

1. To receive the Report of the Directors and the Accounts for the year ended 31 December 2009, together with the Report of the Auditors, a copy of which can be viewed and downloaded on the Company's website - www.cambmin.co.uk. The printed version of the 2009 Accounts will be included as comparative to the Report and Accounts for the year ended 31 December 2010 which are currently in preparation and will be posted to shareholders by 31 December 2011;
2. To re-elect Mr Michael Burton as a director who retires by rotation in accordance with Article 87 of the Company's Articles of Association and who, being eligible, offers himself for re-election;
3. To re-elect Mrs Nevyanka Mateeva as a director who retires by rotation in accordance with Article 87 of the Company's Articles of Association and who, being eligible, offers herself for re-election;
4. To elect Mr Philip Newman as a director;
5. To elect Mr Mark Slater as a director;
6. To elect Mr Martin Robins as a director;
7. To appoint Littlejohn LLP as auditors of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company;
8. To authorise the directors to determine the auditors' remuneration.

Special business

To consider and, if thought fit, to pass the following resolutions, as to which resolution 9 shall be proposed as an ordinary resolution and resolution 10 shall be proposed as a special resolution:

Ordinary Resolution

9. That the Directors be generally and unconditionally authorized pursuant to Section 551 of the Companies Act 2006 (the "2006 Act") 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 £2,500,000, being approximately one-half of the current nominal value of the ordinary issued share capital of the Company, provided that this authority shall, unless previously revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company following the date of the passing of this resolution or (if earlier) 12 months from the date of passing this resolution, but so that the directors 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 that offer or agreement as if the authority hereby conferred had not 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 Resolution

10. That, subject to the passing of Resolution 9, 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 9 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:
 - 10.1 the allotment of equity securities in connection with an offer by way of a rights issue;
 - 10.1.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - 10.1.2 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 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
- 10.2 the allotment (otherwise than pursuant to paragraph 11.1 above) of equity securities up to an aggregate nominal amount of £2,500,000, being approximately one-half of the current nominal value of the ordinary issued share capital of the Company. The power granted by this resolution will unless renewed, varied or revoked by the Company, expire at the conclusion of the next Annual General Meeting of the Company following the date of the passing of this resolution or (if earlier) 12 months from the date of passing this resolution, 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.

By Order of the Board

Michael Burton
Company Secretary
11 November 2011

Registered Office: 12 Greenleaf House, Darkes Lane, Potters Bar, Hertfordshire, EN6 1AE

Notes to the Notice of Annual General Meeting

1. A member of the Company entitled to attend and vote at this meeting is entitled to appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting, using the attached Form of Proxy. A proxy need not also be a member. If a member appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. If a member wishes to appoint more than one proxy and so requires additional proxy forms, the member should contact Neville Registrars on 0121 585 1131. 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 Form of Proxy and any power of attorney or other authority under which it is signed (or a notarially certified copy of such authority) must be completed and returned so as to reach: (i) the Company's Registrars in accordance with the reply details, or (ii) by hand to Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof.
3. A corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in respect of the same shares.
4. The Company, pursuant to resolution 41(1) of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company at 9:30a.m. on 3 December 2011 (or, if the meeting is adjourned, at 9.30a.m. on the day two days prior to the adjourned meeting) be entitled to attend and vote at the Annual General Meeting (and for the purpose of determining the number of votes a member may cast). Changes to the register of members after the relevant time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Services Authority. As a result, any member holding 3% or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure and Transparency Rules, need not make a separate notification to the Company and the Financial Services Authority.
6. The following documents will be available for inspection during normal business hours on any week day at the Company's registered office up until the date of the Annual General Meeting and at the place of the meeting from 30 minutes before the start of the meeting on 5 December 2011 until the end of the meeting:
 - i) a copy of the Memorandum and Articles of Association of the Company;
 - ii) the contracts of service and letters of appointment between the Company or its subsidiary undertakings and its Directors.
7. To appoint proxies or give/amend an instruction to an appointed proxy via the CREST system, the CREST message must be received by the issuer's agent (ID: 7RA 11) by 9:30a.m. on 3 December 2011 and the time of receipt will be taken as the time (as determined by the timestamp applied by the CREST Applications Host) that the issuer's agent is able to retrieve the message. CREST Personal Members or other CREST Sponsored Members, and CREST Members who have appointed voting service providers, should refer to their sponsor/voting service provider for advice on appointing proxies via CREST. Regulation 35 of the Uncertificated Securities Regulations 2001 will apply to all proxy appointments sent by CREST. For information on CREST procedures and system timings, please refer to the CREST Manual.

NOTICE OF AVAILABILITY

The Notice of Meeting and Report and Accounts are available on the Company's website at <http://www.cambmin.co.uk>

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Submission of a proxy form does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, please insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. 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. All forms must be signed and should be returned together in the same envelope. Specifying a number of shares each proxy appointment relates to in excess of those held by you may result in the appointment being invalid. Unless the proxy form states the number of shares this proxy appointment relates to, it will be deemed to relate to all the shares in the Company held by you.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using this form, the form must be:
 - 6.1 completed and signed;
 - 6.2 sent or delivered to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA; and
 - 6.3 received by Neville Registrars Limited no later than 9.30 am on 3 December 2011.
7. In the case of a member which is a company, this 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.
8. Any power of attorney or any other authority under which this proxy form is signed (or a notarially certified copy of such power or authority or a copy certified in some other way approved by the board) must be included with the proxy form.
9. 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. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Neville Registrars Limited (ID: 7RA11) by no later than 9:30am on 3 December 2011. Please refer to the Notes of the Notice of Annual General Meeting for further information on proxy appointments through CREST.

FORM OF PROXY

Cambridge Mineral Resources plc

Registered in England and Wales Company No. 2255996

I/We _____ being a member of the Company and entitled to vote at the Annual General Meeting, hereby appoint

or failing him/her, the Chairman of the Meeting (see note 3) as my/our proxy, to attend and vote for me/our and on my/our behalf at the Annual General Meeting of the Company, to be held on 5 December 2011 at The Royal Society of Medicine, 1 Wimpole Street, London, W1G 0AE at 9.30 a.m. and at any adjournment thereof.

Ordinary Resolutions

- | | FOR | AGAINST | WITHHELD |
|--|--------------------------|--------------------------|--------------------------|
| 1. To receive the Report of the Directors and the Accounts for the year ended 31 December 2009, together with the Report of the Auditors | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To re-elect Mr Michael Burton as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-elect Mrs Nevyanka Mateeva as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To elect Mr Philip Newman as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To elect Mr Mark Slater as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To elect Mr Martin Robins as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To appoint Littlejohn LLP as auditors of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- | | FOR | AGAINST | WITHHELD |
|---|--------------------------|--------------------------|--------------------------|
| 8. To authorise the directors to determine the auditors' remuneration | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To authorise the directors to allot shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special Resolution

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| 10. To disapply statutory pre-emption rights | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--|--------------------------|--------------------------|--------------------------|

Enter number of shares in relation to which your proxy is authorised to vote or leave blank to authorise your proxy to act in relation to your full entitlement

Signature

Date: D D / M M / Y Y Please also tick this box if you are appointing more than one proxy

259P

Business Reply
Licence Number
BM3865



NEVILLE REGISTRARS LIMITED
NEVILLE HOUSE
18 LAUREL LANE
HALESOWEN
WEST MIDLANDS
B63 3BR