

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) or, if you are resident outside the United Kingdom, another appropriately qualified independent financial adviser.**

If you have sold or otherwise transferred all of your shares in Condor Resources plc, you should send this document, together with the accompanying form of proxy, at once to the purchaser or transferee or to the stockbroker, bank or other agent through or to whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## **CONDOR RESOURCES PLC**

(incorporated under the Companies Acts 1985 to 1989 and registered in England and Wales with registered number 05587987)

### **Annual General Meeting**

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A notice convening the third annual general meeting of the Company to be held at 11.00 a.m. on 21 July 2009 at 6 New Street Square, London EC4A 3LX is set out at the end of this document. Whether or not you intend to be present at the annual general meeting, please complete and return the form of proxy accompanying this document as soon as possible and in any event so as to arrive no later than 11.00 a.m. on 17 July 2009.



# Condor Resources Plc

6 New Street Square  
London  
EC4A 3LX

Telephone +44 020 7427 6400  
Fax: +44 020 7427 6600

25 June 2009

Dear Shareholder

## **Annual General Meeting**

I am pleased to enclose the notice of our annual general meeting of the Company to be held at 6 New Street Square, London EC4A 3LX at 11.00 a.m. on 21 July 2009. I also enclose a proxy form and a copy of the Annual Report and Accounts of the Company for the financial year ended 31 December 2008. In addition to the ordinary business of the meeting, as set out in items 1 to 4 of the notice of meeting, there are a number of items of special business.

Resolution 5 will increase the share capital of the Company from £10,000,000 to £20,000,000 by the creation of an additional 1,000,000,000 ordinary shares of £0.01 each.

Resolutions 6 and 7 will allow your directors to allot relevant securities up to an aggregate amount of £5,000,000 without first offering them to shareholders. This proposal is made to allow the Board the flexibility to raise further funds for the Company, whether by way of placings with new or existing shareholders and/or rights offerings to existing shareholders, to ensure the business can fulfil its obligations and for normal corporate purposes.

I do hope you will be able to join me at the AGM.

## **Recommendation**

The directors of the Company consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely

Mark Child

Chairman

# CONDOR RESOURCES PLC

(Incorporated in England as a limited company under the Companies Acts 1985 to 1989 with registered number 05587987)

## NOTICE OF AN ANNUAL GENERAL MEETING

Notice is hereby given that the third annual general meeting of Condor Resources plc (the "**Company**") will be held on 21 July 2009 at 6 New Street Square, London EC4A 3LX at 11.00 a.m. for the following purposes:

### AGENDA

#### ***Ordinary business***

1. To receive the Company's annual accounts for the financial year ended 31 December 2008 and the reports of the directors and auditors thereon.
2. To re-appoint Klaus Eckhof as a director of the Company.
3. To re-appoint Mazars LLP as auditors of the Company until the next AGM.
4. To authorise the Directors to set the auditor's remuneration.

#### ***Special business***

To consider and, if thought fit, to pass the following resolutions which, in the case of resolutions 5 and 6 are to be proposed as ordinary resolutions and, in the case of resolution 7, is to be proposed as a special resolution:

5. The authorised share capital of the Company be and it is increased from £10,000,000 to £20,000,000 by the creation of an additional 1,000,000,000 shares of £0.01 each in the capital of the Company ranking pari passu in all respects with the existing 1,000,000,000 shares of £0.01 each in the capital of the Company;
6. That the directors be generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Companies Act 1985) up to an aggregate nominal amount of £5,000,000 provided that this authority shall expire fifteen months from the date of passing this resolution, or if earlier, at the conclusion of the annual general meeting of the Company held in the year 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 this authority had not expired and so that this authority is in substitution for and shall replace all existing authorities pursuant in Section 80 which, to the extent not exercised prior to the passing of this Resolution, are hereby revoked.
7. That, subject to the passing of resolution 6 and in place of all existing powers, the directors be empowered pursuant to Section 95 of the Companies Act 1985 to allot

equity securities (within the meaning of Section 94(2) to Section 94(3A) of the Companies Act 1985) for cash pursuant to the authority conferred by resolution 6 as if Section 89(1) of the Companies Act 1985 did not apply to such allotment provided that this power shall be limited to allotments of equity securities up to an aggregate nominal amount of £5,000,000, and shall expire fifteen months from the date of passing this resolution, or, if earlier, at the conclusion of the next annual general meeting of the Company held in the year 2010 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired and so that this power is in substitution for and shall replace all existing powers which to the extent not exercised prior to the passing of this resolution, are hereby revoked.

25 June 2009

On behalf of the Board



Mark Child  
*Chairman*

*Registered Office:*  
Condor Resources plc  
6 New Street Square  
London  
EC4A 3LX

## Notes to the Notice of Annual General Meeting

### **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 at:

11.00am on 17 July 2009; or,

if this Meeting is adjourned, at 11.00am on the day two days prior to the adjourned meeting,

shall be entitled to attend and vote at the 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 Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

3. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please read the section "Nominated persons" below.

4. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the 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 Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

5. 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, you should contact Share Registrars (Telephone 01252 821390).

6. 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 you either select the "Discretionary" option or 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.

### **Appointment of proxy using hard copy proxy form**

7. 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, delivered or faxed (01252 719232) to Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL; and
- (c) received by Share Registrars Limited no later than 11.00am on 17 July 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.

#### **Appointment of proxy by joint members**

8. 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).

#### **Changing proxy instructions**

9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### **Termination of proxy appointments**

10. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL. In the case of a member which is a company, the revocation notice 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 revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, the revocation notice must be received by Share Registrars Limited no later than 11.00am on 17 July 2009.

Appointment of a proxy 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.

### **Nominated persons**

11. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (**Nominated Person**):

You may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (**Relevant Member**) to be appointed or to have someone else appointed as a proxy for the Meeting.

If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.

Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.