



11th June 2014

Notice of General Meeting

RE: SPECIAL RESOLUTION TO RE-REGISTER THE PLC COMPANY AS A LTD COMPANY

Dear Shareholder,

The proposed **special resolution** to change Wharf Resources Plc from a PLC to LTD is due to the present economic situation and the unjust events which took place in Australia, depriving the company of stable earnings. The board have taken the view that in order to keep the company financially strong and stable; we need to implement measures to ensure that our cash exposure is minimal. For instance, if the resolution is passed auditing fees will be completely eradicated.

Notice is hereby given that a general meeting of Wharf Resources Plc will be held at Airport House, Purley Way, Croydon, CR0 0XZ on **Thursday 24th July at 11.30 hours** for the following purposes:

1. To vote and if agreed on, to pass a **special resolution** that the company will re-register as a Ltd company (**N.B. the change can only occur if a special resolution is passed**).

Please e-mail me if you wish to vote on **poll basis** or on a **show of hands**, in accordance with s.283 of the Companies Act 2006.

If you cannot attend you are entitled to appoint a proxy to attend and vote on your behalf.

NB: If you wish to vote on a show of hands at the meeting or appoint a proxy, you or your proxy will be required to be present at the meeting for the vote to count.

A proxy need not be a shareholder. If you wish to do this please let me know, give your appointed proxy a letter of authorisation and ask them to contact me when they arrive.

NB: If you wish to vote on a Poll basis and you do not wish to attend, please send your vote by email or letter to Mr Goodrich appointing him as your proxy.

By order of the board

A handwritten signature in black ink that reads "Mr Goodrich". The signature is written in a cursive, slightly slanted style.

Mike Goodrich

Company Secretary

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