

Notice of Annual General Meeting

NOTICE is hereby given that the Annual General Meeting of Everfor Resources plc ('the Company') will be held at 10.00am on Thursday 30 July 2009 at the registered office of the Company, 1 Red Place, Mayfair, London, W1K 6PL to transact the following:



As ordinary business:

1. To receive and adopt the directors' report and the financial statements of the Company for the year ended 31 December 2008 together with the report of the auditors.
2. To re-elect **Geoffrey Bush** who pursuant to Article 102 of the Company's Articles of Association retires by rotation as a director of the Company and being eligible offers himself for re-election as a director of the Company.
3. To appoint BDO Stoy Hayward LLP as auditors of the Company and to authorise the directors of the Company to determine their remuneration.

And as special business to consider and (if thought fit) pass the following Resolutions, of which Resolution 4 will be proposed as Ordinary Resolutions and Resolutions 5 and 6 will be proposed as Special Resolutions:

4. THAT the directors be and they are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 and in substitution for any existing power to allot relevant securities to exercise all the powers of the Company to allot relevant securities (within the meaning of the said section 80) up to an aggregate nominal amount of £49,427 during the period commencing on the date of the passing of this Resolution and expiring on a date being the earlier of 15 months from that date and the date of the next Annual General Meeting of the Company to be held in 2010, but so that this authority shall allow the Company to make, before the expiry of this authority, offers or agreements which would or might require relevant securities to be allotted after such expiry and notwithstanding such expiry the directors may allot relevant securities in pursuance of such offers or agreements. References in this Resolution to the Companies Act 1985, or to sections of the Companies Act 1985, shall, where the context requires and where appropriate, include references to the Companies Act 2006 and any corresponding or similar sections of that Act, it being the intention that, to the extent permitted by law, the authority contained in this Resolution shall continue in full force and effect notwithstanding any repeal of the Companies Act 1985 or any relevant part or section thereof.
5. THAT the directors be and they are hereby empowered, pursuant to section 95 of the Companies Act 1985 ("the Act")
 - (a) subject to the passing of Resolution 4 above, to allot equity securities (within the meaning of section 94 of the Act) for cash pursuant to the authority given by the said Resolution; and
 - (b) to transfer equity securities (within the meaning of section 94 of the Act) which are held by the Company in treasury;

in each case as if section 89(1) of the Act did not apply to any such allotments or transfers, provided that this power shall be limited to the allotment or transfer of equity securities:

- (i) in connection with or the subject of an offer or invitation, open for acceptance for a period fixed by the directors, to holders of ordinary shares and such other equity securities of the Company as the directors may determine on the register on a fixed record date in proportion (as nearly as may be) to their respective holdings of such securities or in accordance with the rights attached thereto (including equity securities which, in connection with such offer or invitation, are the subject of such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise or with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory); or
- (ii) otherwise than pursuant to sub-paragraph (i) above up to an aggregate nominal amount of £49,427;

and provided further that this power shall expire on the date being the earlier of 15 months from the date of the passing of this Resolution and the date of the next Annual General Meeting of the Company to be held in 2010, except 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 notwithstanding such expiry the directors may allot equity securities in pursuance of such offers or agreements. References in this Resolution to the Act, or to sections of the Act, shall, where the

context requires and where appropriate, include references to the Companies Act 2006 and any corresponding or similar sections of the Companies Act 2006, it being the intention that, to the extent permitted by law, the authority contained in this Resolution shall continue in full force and effect notwithstanding any repeal of the Act or any relevant part or section thereof.

6. THAT the Company be and is hereby generally and unconditionally authorised, pursuant to and in accordance with section 166 of the Companies Act 1985 ("the Act") to make market purchases (within the meaning of section 163(3) of the Act) of fully paid ordinary shares, provided that:
- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 10% of the issued ordinary share capital of the Company as at the date of the passing of this Resolution;
 - (b) the minimum price which may be paid for an ordinary share is its nominal value, exclusive of expenses;
 - (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations (as derived from the Daily Official List of the London Stock Exchange) for the ordinary shares for the five business days immediately preceding the date of purchase;
 - (d) the authority hereby conferred shall expire on a date being the earlier of 15 months from the date of the passing of this Resolution and the date of the next Annual General Meeting of the Company in 2010, unless previously revoked, varied or renewed by the Company in general meeting; and
 - (e) the Company may at any time prior to the expiry of such authority make a contract or contracts to purchase ordinary shares under such authority which will or might be completed or executed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

References in this Resolution to the Act, or to sections of the Act, shall, where the context requires and where appropriate, include references to the Companies Act 2006 and any corresponding or similar sections of the Companies Act 2006, it being the intention that, to the extent permitted by law, the authority contained in this Resolution shall continue in full force and effect notwithstanding any repeal of the Act or any relevant part or section thereof.

By order of the Board



Tania Tchedaeva
Company Secretary
30 June 2009

NOTES:

- 1 A member who is entitled to attend and vote at the above Annual General Meeting may appoint one or more proxies to attend and (on a poll) vote on his/her behalf. A proxy need not be a member of the Company. A proxy form for use by members at this meeting accompanies this notice.
- 2 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notorially certified copy of such authority, must be deposited at the Company's registered address at 1 Red Place, London, W1K 6PL by no later than 10.00am on Tuesday 28 July 2009 or 48 hours before the time of the holding of any adjournment of the Annual General Meeting.
- 3 Completion and return of the proxy form does not preclude a member from attending and voting at the meeting in person.
- 4 In accordance with the permission in Regulation 41 of The Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), only those holders of ordinary shares who are registered on the Company's share register at 9.00am on Wednesday 29 July 2009 shall be entitled to attend the above Annual General Meeting and to vote in respect of the number of shares registered in their names at that time. Changes to entries on the share register after 9.00am on Wednesday 29 July 2009 shall be disregarded in determining the rights of any person to attend and/or vote at the Annual General Meeting.
- 5 A register of the interests of each Director in shares of the Company and copies of the Directors' contracts of service are available for inspection at the registered office of the Company during usual business hours on any week day (Saturday, Sunday and public holidays excepted) up to and including the date of the Annual General Meeting for 2009 and then at the place of the meeting fifteen minutes prior to and until the close of the meeting.
- 6 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.

Annual Report and Accounts (Resolution 1)

Shareholders will be asked to receive and adopt the annual report and accounts for the year ended 31 December 2008. Copy of the annual report and accounts is available on the Company's web-site www.everfor.com

Rotation of Directors (Resolutions 2)

The Articles of Association of the Company require that at every Annual General Meeting at least one third of the number of directors of the Company retire by rotation, being those directors who have been longest in office since their last election. Each director offering himself for re-election is eligible for re-election.

Auditors (Resolution 3)

The Company is required at each general meeting at which accounts are presented to appoint auditors to hold office until the next such meeting. BDO Stoy Hayward LLP have indicated their willingness to continue in office. Accordingly, Resolution 3 reappoints BDO Stoy Hayward LLP as auditors to the Company and authorises the directors to determine their remuneration.

Authority to Allot (Resolution 4)

This Resolution authorises the directors to issue and allot shares generally, up to maximum aggregate nominal amount of £49,427, equivalent to approximately 100% of the existing issued ordinary share capital of the Company, and is a renewal of an existing authority.

Disapplication of Pre-emption Rights (Resolution 5)

This Resolution is subject to the passing of Resolution 4 authorising the directors to issue and allot shares generally. It empowers the directors to issue and allot shares as if the pre-emption provisions of sections 89(1) of the Companies Act 1985 did not apply, in the case of an issue of shares for cash, up to maximum aggregate nominal amount of £49,427, equivalent to approximately 100% of the existing issued ordinary share capital of the Company, and is a renewal of an existing authority. The granting of such authority is now commonplace, however the level of 100% of the existing issued ordinary share capital is higher than the generally accepted market practice. The Board takes the view that in the current circumstances and given the low market capitalisation of the Company it would be in the best interests of the Company to renew and extend the authority to 100% of the existing issued ordinary share capital of the Company.

Purchase of Own Shares (Resolution 6)

The Articles of Association of the Company permit the purchase by the Company of its own shares subject to certain specified limitations. The directors consider that there may be circumstances in which it would be desirable for the Company to purchase its own shares in the market. Purchases would only be made if the directors consider such purchases to be in the best interests of the Company. There is currently no intention to effect any such repurchases. The Company would consider holding any of its own shares that it repurchases as treasury shares, which would give the Company the ability to re-issue treasury shares quickly and cost-effectively and would provide additional flexibility in the management of its capital base.

These explanatory notes have been approved by the Board.

By order of the Board



Tania Tchedaeva
Company Secretary
30 June 2009

Registered office:
1 Red Place
London W1K 6PL
Registered number 05025273