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If you have sold or otherwise transferred all of your Existing Shares, you should send this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through or to whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. If you have sold only part of your holding of Existing Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The issue of the New Ordinary Shares pursuant to the Placing will not constitute an offer to the public requiring an approved prospectus under section 85 of the Financial Services and Markets Act 2000 (as amended) and accordingly this document does not constitute a prospectus for those purposes.

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission will become effective, and dealings in the New Ordinary Shares will commence, at 8.00 a.m. on 28 August 2009.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UK Listing Authority. Neither the London Stock Exchange nor the UK Listing Authority has examined or approved the contents of this document.

EREDENE CAPITAL PLC

(incorporated under the Companies Act 1985 and registered in England and Wales under number 5330839)

**Proposed Placing of 35,512,031 new Ordinary Shares of
10 pence each at 20 pence per share**

and

Notice of General Meeting

This document should be read in its entirety. Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 5 to 10 of this document, and which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting.

Notice convening a General Meeting of the Company to be held at 7 Pilgrim Street, London EC4V 6LB at 12.00 p.m. on Thursday, 27 August 2009 is set out at the end of this document. A Form of Proxy for use in connection with the General Meeting is enclosed with this document. Whether or not you plan to attend the General Meeting, please complete and sign the Form of Proxy and return it to the Company's registrars by post to Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, B63 3DA as soon as possible, but in any event so as to be received no later than 12.00 p.m. on Tuesday, 25 August 2009. The completion and return of a Form of Proxy will not prevent you (if you are so entitled) from attending and voting at the General Meeting, or any adjournment of it, in person should you wish to do so.

The release, publication or distribution of this document into certain jurisdictions may be restricted by law, and any persons into whose possession this document comes should therefore inform themselves about and observe any applicable restrictions or requirements. No action has been taken by the Company or by Numis that would permit possession or distribution of this document in any jurisdiction where action for that purpose is required. Any failure to comply with any such restrictions or requirements may constitute a violation of the securities laws of any such jurisdiction.

IMPORTANT INFORMATION

The New Ordinary Shares will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States and, absent registration or an exemption therefrom, may not be offered or sold in the United States. The New Ordinary Shares will not be registered under any of the relevant securities laws of Canada, Australia, Japan or the Republic of South Africa. Accordingly, unless otherwise determined by the Company and permitted by applicable law and regulations, the New Ordinary Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into the United States, Canada, Australia, Japan or the Republic of South Africa. Overseas Shareholders and any other persons (including, without limitation, nominees and trustees) who have a contractual or other legal obligation to forward this document to any person within any jurisdiction (including the United Kingdom) should seek appropriate advice before taking any action.

This document does not constitute an offer to sell or the solicitation of an offer to buy New Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful. Members of the general public are not eligible to take part in the Placing. Shareholders who are not Relevant Persons are not entitled to participate. Only those persons (whether or not they are Shareholders) who are Relevant Persons are entitled to take part in the Placing.

Numis Securities Limited, which is authorised and regulated by the Financial Services Authority, is acting for the Company and for no-one else in connection with the Placing and Admission and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice in relation to the contents of this document, the Placing or any matter, transaction or arrangement referred to in this document. Numis is not making any representation or warranty, express or implied, as to the contents of this document.

This document includes statements that are, or may be deemed to be, forward-looking statements that are based on current expectations or beliefs, as well as assumptions about future events. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “anticipates”, “targets”, “aims”, “continues”, “expects”, “intends”, “hopes”, “may”, “will”, “would”, “could” or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not facts. They appear in a number of places throughout this document and include statements regarding the Directors’ intentions, beliefs or current expectations concerning, amongst other things, the Company’s results of operations, financial condition, liquidity, prospects, growth and strategies. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Any forward-looking statements contained in this document based on past trends or activities should not be taken as a representation that such trends or activities will continue in the future. Subject to any requirement under the AIM Rules or other applicable legislation or regulation, neither the Company nor Numis undertakes any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Undue reliance should not be placed on forward-looking statements, which speak only as of the date of this document. There are several factors which could cause actual results to differ materially from those expressed or implied in forward-looking statements. Among the factors that could cause actual results to differ materially from those described in the forward-looking statements are changes in expectations and assumptions used and changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates and future business combinations or dispositions.

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PLACING STATISTICS

Placing Price	20p
Number of Existing Shares	244,728,000
Number of New Ordinary Shares being placed on behalf of the Company	35,512,031
Estimated net proceeds of the Placing receivable by the Company	approximately £7 million
Number of Ordinary Shares in issue following Admission	280,240,031
Number of New Ordinary Shares as a percentage of the Enlarged Share Capital	12.7 per cent.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of Forms of Proxy for the General Meeting	12.00 p.m. on 25 August 2009
Date and time of General Meeting	12.00 p.m. on 27 August 2009
Admission and commencement of dealings in New Ordinary Shares	8.00 a.m. on 28 August 2009
CREST accounts credited with New Ordinary Shares	28 August 2009
Despatch of definitive share certificates for New Ordinary Shares	by 11 September 2009

Note: All references in this document are to London times

LETTER FROM THE CHAIRMAN OF EREDENE CAPITAL PLC

EREDENE CAPITAL PLC

(incorporated under the Companies Act 1985 and registered in England and Wales under number 5330839)

Directors:

David Coltman (*Non-Executive Chairman*)
Alastair King (*Chief Executive*)
Gary Varley (*Executive Director*)
Sir Christopher Benson (*Non-Executive Director*)
The Hon. Charles Cayzer (*Non-Executive Director*)
Nikhil Naik (*Non-Executive Director*)

Registered office:

7 Pilgrim Street
London
EC4V 6LB

10 August 2009

To Shareholders and, for information purposes only, to holders of options over Ordinary Shares

Dear Shareholder,

Placing of New Ordinary Shares and Notice of General Meeting

1. Introduction

The Company announced earlier today that it proposes to raise approximately £7.1 million (before expenses) by way of a conditional placing of 35,512,031 New Ordinary Shares at a price of 20 pence per share.

The New Ordinary Shares have been conditionally placed solely with Relevant Persons by way of a placing carried out by Numis. The placing has been underwritten by Numis. Subject, *inter alia*, to the passing of the Resolutions at the General Meeting and to Admission, dealings in the New Ordinary Shares on AIM are expected to commence at 8.00 a.m. on 28 August 2009.

The Placing is conditional, *inter alia*, upon Shareholders passing the Resolutions at the General Meeting. The Directors intend to vote in favour of the Resolutions in respect of 2,670,710 Ordinary Shares, representing, in aggregate, approximately 1.1 per cent. of the Company's Existing Shares.

The purpose of this document is to provide you with information about the background to and the reasons for the Placing, to explain why the Independent Directors consider the Placing to be in the best interests of the Company and its Shareholders as a whole and why the Independent Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at the end of this document.

2. Background to and reasons for the Placing

Eredene raised £57.1 million (before expenses) in May 2006 through a placing on AIM. Eredene has so far allocated approximately £51 million of these funds to its current portfolio of nine investments.

As Eredene has allocated most of the funds that it raised in 2006 to its existing investments, an exercise is under way to raise capital to invest in a pipeline of potential additional investments that have been identified and evaluated by Eredene. One option which has been considered is to raise a private independent second fund to finance these and other future investments which would be managed by Eredene or a subsidiary of Eredene. Work has commenced in Europe, the Gulf, and Asia to raise such a fund, proposed to be named Eredene Infrastructure Fund II LP ("**Fund II**"), which would continue Eredene's policy of investing in Indian infrastructure and invest primarily in ports and port services, logistics and warehousing and transportation projects. Further details of some of the potential pipeline projects for Fund II to invest in are set out in paragraph 4 of this letter, and details of the proposed structure of Fund II are set out in paragraph 3 of this letter.

The Directors believe that the key benefits to the Company of raising capital through Fund II include the potential for the Company to share in management fees and carried interest entitlements and that a private fund of the type proposed would be able to attract capital from private investors seeking exposure to Indian infrastructure which the Company would not otherwise be able to access through the AIM market. Further, the Directors believe that the proposals would reduce the Company's cost base and, through the proposed carried interest arrangements summarised in paragraph 3 of this letter, serve to incentivise key executives.

The proposals in relation to Fund II will only proceed if a sufficient initial level of investment into Fund II is raised, currently proposed to be US\$30 million (although the Company, subject to agreement of the other initial investors in Fund II, may accept a lower amount) ("**First Closing**"). The Directors are aiming to achieve First Closing by the end of October 2009. It is proposed that the net proceeds of the Placing be used as seed capital for Fund II to form part of the funds required for First Closing. Further, Caledonia Investments plc ("**Caledonia**"), the Company's largest shareholder, has indicated its intention to commit approximately £1.5 million into the Placing and up to US\$15 million as a private investment in Fund II (which will include subscription for 15 per cent. of the First Closing).

In the event that First Closing cannot be achieved within a reasonable period following the end of October 2009, the proceeds of the Placing will be used by the Company directly in order to finance projects in Eredene's current deal pipeline, in line with the Company's investment policy.

3. Proposed Structure of Fund II

It is proposed that Fund II be registered as a Scottish limited partnership and that Eredene General Partner Limited (the "**General Partner**"), a wholly owned subsidiary of the Company incorporated in Guernsey, would act as general partner of Fund II.

The Company would invest the net proceeds of the Placing into Fund II at First Closing and therefore be a seed investor in Fund II.

Under the proposals, the General Partner would, following First Closing, be entitled to a fixed share of 2 per cent. per annum on the aggregate amount of total commitments made by investors (over a commitment period of up to 5 years), reducing thereafter to 2 per cent. per annum of the acquisition costs of unrealised investments.

A second Scottish limited partnership, of which the Company would be a limited partner (the "**Founder Partner**"), would be established to participate in a carried interest profit share in Fund II. The Founder Partner would be entitled to receive a carried interest equal to 20 per cent. of Fund II's profits subject to prior distribution to the limited partners of their outstanding advances to Fund II plus a preferred return of 9 per cent. per annum on such advances. The Company would receive a 37.5 per cent. share of the carried interest from the Founder Partner, with the remainder to be shared amongst future and current executives including Alastair King, Nikhil Naik, Gary Varley and Ranveer Sharma.

It is proposed that other investors would contribute capital to and become limited partners in Fund II, and would share any remaining profits made by Fund II pro rata to their respective commitments.

4. Pipeline

Eredene's potential deal pipeline for Fund II comprises five ports, four logistics & warehousing and two transportation projects. These include the projects described below:

● **Ports and Port Services**

Ennore Container Terminal

Eredene is part of a consortium which has been short-listed (along with five other applicants) for the final stage of bidding for the development of a 1000m quay length container terminal on a Build-Operate-Transfer basis at Ennore Port near Chennai. The container terminal has a proposed capacity of up to 1.5 million Twenty Foot Equivalent Units per annum. If the tender is successful, as currently proposed the investment would comprise a 22 per cent. equity interest in the special purpose company formed to develop the container terminal, involving a capital outlay of approximately US\$30 million.

Development of port on India's south east coast

A deep draft all-weather port located on India's south east coast is to be developed on a Build-Operate-Transfer basis for a period of 30 years. Eredene has been offered an equity stake in the special purpose company developing the port, which would involve a proposed capital outlay of approximately US\$30 million. Eredene is negotiating a term sheet with the investment partner.

- **Logistics & Warehousing:**

Container freight station on India's west coast

Eredene is currently undertaking a financial and commercial analysis of this project, which relates to an established 30 acre container freight station close to India's largest private port. Eredene has been offered a 40 per cent. equity interest in this project, involving a proposed capital outlay of approximately US\$7 million.

Integrated logistics facility near Delhi

A proposed integrated logistics facility with one of Eredene's investment partners with whom Eredene has already completed two investments in its current portfolio. The facility would be located outside the 'National Capital Region' of Delhi and would provide container handling and storage facilities. Eredene is currently in discussions with the investment partner in relation to potential investment in the project.

- **Transportation:**

Rail-linked inland container depots

Eredene is currently evaluating an operating container transport business which has obtained a 20-year pan-India licence from the Indian government for operating container trains. The business would operate rail-linked inland container depots catering to both export-import and domestic traffic within India. Eredene has been offered up to a 49 per cent. equity stake in the business, which would involve a proposed capital outlay of approximately US\$45 million.

Aviation City

This project involves the development of an existing private airport into a large scale aviation services centre providing maintenance, repair and overhauling services. Eredene has been offered up to a 74 per cent. equity stake in the business, which would involve a proposed capital outlay of approximately US\$35 million.

5. Trading update

On 30 June 2009, the Company released the Group's audited annual results for the fifteen month period ending 31 March 2009. During this period, the Company made a loss of £6.4m (2007: profit of £0.2m) representing 2.61p per share (2007: gain of 0.08p per share). This loss includes non-cash movement of £5.1m following revaluations (as discussed below). As at 31 March 2009, the Group had cash balances of £26.2m (2007: £48.6m) representing 10.7p per share (2007: 19.9p) and a Net Asset Value ("NAV") attributable to equity shareholders of £53.7m (2007: £59.0m) representing 21.9p per share (2007: 24.1p).

Ernst & Young India performed an independent, fair-value valuation exercise on Eredene's non-consolidated investments in India as at 31 March 2009 which led to a downward fair-value adjustment of £5.1m (2007: gain of £1.8m). This adjustment was primarily due to a decline in value of Matheran Realty due to falling land prices in Mumbai.

The Company reported continued progress in relation to its nine investments in India. During the period, the Group received its first dividend from an investee company, Sattva Vichoor CFS, which was paid less than two years after the start of construction. Three investee companies are revenue generating and a fourth is taking sales deposits. All investee companies are forecast to be revenue generating by the end of 2010.

India's political outlook is increasingly stable following the May 2009 parliamentary elections, which consolidated the Congress Party coalition's hold on power. With healthy growth rates, the Directors believe that India remains an attractive investment destination in the current global economic climate.

6. Details of the Placing

The Company proposes to raise approximately £7.1 million (before expenses) through the issue of the New Ordinary Shares at the Placing Price. The expenses of the Placing are expected to be approximately £113,000. The Placing Price represents a discount of approximately 2.4 per cent. to the closing mid-market price of 20.5 pence per Existing Share on 7 August 2009, being the last dealing day prior to the announcement of the Placing. The New Ordinary Shares will represent approximately 12.7 per cent. of the Enlarged Share Capital.

Pursuant to the terms of the Placing Agreement, Numis, as agent for the Company, has agreed to use reasonable endeavours to procure subscribers for the New Ordinary Shares at the Placing Price failing which Numis will subscribe for any remaining New Ordinary Shares itself. Numis has conducted a placing process to determine demand for participation among Relevant Persons in the Placing at the Placing Price. Members of the general public were not eligible to take part in the Placing and Shareholders who were not Relevant Persons were therefore not entitled to participate. Only those persons (whether or not they are Shareholders) who are Relevant Persons were entitled to take part in the Placing. The Company announced today that Numis has placed the New Ordinary Shares at the Placing Price, conditional upon, *inter alia*, the Resolutions being duly passed at the General Meeting.

The Placing Agreement is conditional upon, *inter alia*, the Resolutions being duly passed at the General Meeting and Admission becoming effective on or before 8.00 a.m. on 28 August 2009 (or such later date as the Company and Numis may agree, but in any event no later than 11 September 2009). The Placing Agreement contains provisions entitling Numis to terminate the Placing Agreement at any time prior to Admission in certain circumstances. If this right is exercised, the Placing will not proceed. The Placing is being underwritten by Numis.

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the New Ordinary Shares on AIM will commence at 8.00 a.m. on 28 August 2009.

The New Ordinary Shares will rank *pari passu* in all respects with the Existing Shares, including the right to receive all dividends and other distributions declared on or after the date on which they are issued. It is expected that CREST accounts will be credited with entitlements to New Ordinary Shares as soon as possible after 8.00 a.m. on the day of Admission and that share certificates (where applicable) will be despatched by 11 September 2009.

7. Related Party Transactions

The following existing substantial Shareholder has agreed to subscribe for Placing Shares in the Placing and such participation constitutes a related party transaction within the meaning of the AIM Rules:

<i>Shareholder</i>	<i>Current number of Ordinary Shares</i>	<i>Percentage of existing issued share capital</i>	<i>New Ordinary Shares subscribed for in the Placing</i>
Ruffer	51,335,124	21.0	15,000,000

The Independent Directors consider, having consulted with Numis, the Company's nominated adviser, that the terms of the subscription in this transaction are fair and reasonable insofar as Shareholders are concerned.

As Charles Cayzer is treated as being connected with Caledonia (a substantial Shareholder which has agreed to subscribe for 7,677,701 new Ordinary Shares in the Placing) for the purposes of the AIM Rules, he has abstained from the discussions and the decisions of the Board as regards the terms of the Placing and the recommendation to Shareholders contained in paragraph 10 of this letter.

8. General Meeting

Set out on pages 13 and 14 of this document is a notice convening the General Meeting to be held on 27 August 2009 at 12.00 p.m. at 7 Pilgrim Street, London EC4V 6LB, at which the Resolutions will be proposed.

The Resolutions to be proposed at the General Meeting are as follows:

● Resolution 1 – Investing policy

As an AIM quoted investing company, the Company is required to publish its investing policy and to have that policy approved by its shareholders. The Company is seeking the approval of the following investing policy, which has been modified in light of Eredene's proposed investment in Fund II to allow the Company to invest through third party funds that it manages as well as through its own funds:

Eredene Capital PLC is an equity investor in Indian infrastructure operating companies and holds its investments as part of an investment portfolio. The Company may invest through its own funds or through funds that it manages. Its investment portfolio includes minority stakes which are accounted for as investments and majority stakes which are consolidated. It has no restrictions or maximum exposure limits on its investments and would intend, on average, to hold its investments for at least seven years until the underlying business reached full maturity. Its investment policy is focused on:

- *Indian infrastructure – primarily investment in Ports and Port Services, Logistics and Warehousing, Transportation and Real Estate sectors.*
- *Investment in businesses with a potential to generate substantial capital growth providing a long-term capital appreciation and a steady dividend yield.*
- *Target individual investments typically up to US\$35 million and equity holdings of greater than 20 per cent.*
- *Active role in investments through board participation and by sourcing experienced and trusted local partners. The Management Team of Eredene has significant experience in the target sectors.*
- *Investment in a diversified portfolio of infrastructure assets and further diversification via balanced regional geographical exposure within India with a range of co-investment partners.*
- *Gearing utilised at SPV level with the investee company raising debt with no recourse to Eredene.*
- *Generating management and performance fees in return for the investment and management of third party funds.*

Resolution 1 will be proposed as an ordinary resolution. It is intended that, if Resolution 1 is passed at the General Meeting, the resolution approving the investment policy to be tabled at the Annual General Meeting of the Company to be convened on 8 September 2009 will be withdrawn.

● Resolutions 2 and 3 – Authority to allot shares and disapplication of pre-emption rights

Resolution 2 is an ordinary resolution which will authorise the Directors to allot the New Ordinary Shares. Unless revoked, varied or extended, such authority shall expire on 14 September 2009.

Resolution 3 is a special resolution which disapplies Shareholders' statutory pre-emption rights in relation to the issue of the New Ordinary Shares. Unless revoked, varied or extended, such resolution shall cease to have effect on 14 September 2009.

In accordance with section 95(5) of the Companies Act 1985, the Directors believe that the proposed disapplication of pre-emption rights as detailed in Resolution 3 will be necessary in order to carry out the Placing, which is to be effected at the Placing Price.

9. Action to be taken

A Form of Proxy for use at the General Meeting accompanies this document. The Form of Proxy should be completed in accordance with the instructions thereon and returned to the Company's registrars, Neville Registrars, as soon as possible, but in any event so as to be received by no later than 12.00 p.m. on 25 August 2009. The completion and return of a Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.

10. Recommendation

The Independent Directors consider the Placing to be in the best interests of the Company and its Shareholders as a whole and accordingly unanimously recommend Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting.

The Directors intend to vote in favour of the Resolutions at the General Meeting in respect of their beneficial holdings amounting, in aggregate, to 2,670,710 Existing Shares, representing approximately 1.1 per cent. of the Existing Shares.

Yours sincerely,

David Coltman
Chairman

DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

“Admission”	admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
“AIM”	AIM, a market operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies (including the guidance notes thereto) as published by the London Stock Exchange from time to time
“Board” or “Directors”	the directors of the Company whose names are set out on page 5 of this document
“Companies Acts”	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provision of the Companies Act 2006 for the time being in force
“Company” or “Eredene”	Eredene Capital PLC
“CREST”	the relevant system (as defined in the CREST Regulations) for paperless settlement of share transfers and the holding of shares in uncertificated form in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in the CREST Regulations)
“CREST Manual”	the rules governing the operation of CREST, consisting at the date of this document of the CREST Reference Manual, the CREST International Manual, the CREST Central Counterpart Service Manual, the CREST Rules, the CREST CSS Operations Manual and the CREST Glossary of Terms, each as amended from time to time
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (S.I. 2001/3755), as amended from time to time
“Enlarged Share Capital”	the Ordinary Shares in issue immediately following Admission
“Existing Shares”	the 244,728,000 Ordinary Shares in issue at the date of this document, all of which are admitted to trading on AIM
“Form of Proxy”	the form of proxy for use at the General Meeting
“FPO”	the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (S.I. 2005/1529)
“FSMA”	the Financial Services and Markets Act 2000
“General Meeting”	the general meeting of the Company to be held at 12.00 p.m. on 27 August 2009 to consider each of the Resolutions
“Group”	the Company, its subsidiaries and its subsidiary undertakings
“Independent Directors”	David Coltman, Alastair King, Gary Varley, Sir Christopher Benson and Nikhil Naik
“London Stock Exchange”	London Stock Exchange plc

“New Ordinary Shares”	the 35,512,031 new Ordinary Shares to be issued pursuant to the Placing
“Notice of General Meeting”	the notice of the general meeting of the Company which appears at the end of this document
“Numis”	Numis Securities Limited of 10 Paternoster Square, London EC4M 7LT
“Ordinary Shares”	ordinary shares of 10 pence each in the capital of the Company
“Placing”	the conditional placing by Numis of the New Ordinary Shares pursuant to the Placing Agreement
“Placing Agreement”	the conditional agreement dated 10 August 2009 between the Company and Numis relating to the Placing
“Placing Price”	20 pence per New Ordinary Share
“Relevant Persons”	persons (i) who are investment professionals within Article 19(1) of the FPO; or (ii) who are persons falling within Article 49(1) of the FPO; or (iii) whom it may otherwise be lawful for the Company to communicate with in respect of the Placing and are persons who fall within section 86(7) of FSMA
“Resolutions”	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting
“Shareholders”	holders of Ordinary Shares
“Shares”	shares of any class in the Company’s share capital
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland
“United States” or “US”	the United States of America, its territories and possessions

NOTICE OF GENERAL MEETING

EREDENE CAPITAL PLC

(incorporated under the Companies Act 1985 and registered in England and Wales under number 5330839)

NOTICE IS HEREBY GIVEN that a General Meeting of Eredene Capital PLC (the "Company") will be held at 7 Pilgrim Street, London EC4V 6LB on Thursday, 27 August 2009 at 12.00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions of which Resolutions 1 and 2 will be proposed as ordinary resolutions and Resolution 3 will be proposed as a special resolution:

Ordinary resolution

1. **THAT**, the investing policy of the Company, as set out in the circular to members of the Company dated 10 August 2009, be and it is hereby approved.
2. **THAT**, conditional only upon the Placing Agreement (as such term is defined in the circular to members of the Company dated 10 August 2009 (the "Circular")) becoming unconditional in all respects (save only for the passing of the Resolutions and Admission, as such terms are defined in the Circular) and not being terminated in accordance with its terms (and in addition to any existing authority under section 80 of the Companies Act 1985 (the "1985 Act") which may have been given to the directors prior to the date of the passing of this resolution) the directors be authorised under section 80 of the 1985 Act to exercise all the powers of the Company to allot relevant securities (as defined in that section) of the Company provided that this authority shall be limited to the allotment of relevant securities up to a nominal amount of £3,551,204 in connection with the Placing (as such term is defined in the Circular) and unless previously renewed, revoked, varied or extended this authority shall expire on 14 September 2009.

Special resolution

3. **THAT**, conditional only upon the passing of resolution 2 and the Placing Agreement (as such term is defined in the circular to members of the Company dated 10 August 2009 (the "Circular")) becoming unconditional in all respects (save only for the passing of the Resolutions and Admission as such terms are defined in the Circular) and not being terminated in accordance with its terms (and in addition to any existing power which may have been given to the directors prior to the date of the passing of this resolution pursuant to section 95 of the Companies Act 1985 (the "1985 Act")), section 89(1) of the 1985 Act shall not apply to any allotment of equity securities made by the directors pursuant to the authority conferred by resolution 2, and unless previously renewed, revoked, varied or extended this resolution shall cease to have effect on 14 September 2009.

10 August 2009

By order of the Board

Gary Varley
Company Secretary
Registered Office:
7 Pilgrim Street
London
EC4V 6LB

Notes:

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Neville Registrars on 0121 585 1131.
2. To be valid, the completed proxy form must be received by post at the offices of the Company's registrars, Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, B63 3DA, not later than 48 hours before the time appointed for the meeting or any adjourned meeting together with the power of attorney or other authority (if any) under which it is signed (or, in the case of an authority signed by an agent of a member who is not a corporation, an office copy of a copy certified by that member, a solicitor, a notary public or stockbroker or in the case of an authority signed by an officer or agent of a corporation, a notarially certified copy).
3. The return of a completed proxy form will not prevent a shareholder attending the meeting and voting in person if he/she wishes to do so.
4. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the Register of Members of the Company at 12.00 p.m. on 25 August 2009 (or, in the event of any adjournment, 48 hours before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. As at 7 August 2009 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 244,728,000 ordinary shares, carrying one vote each. Therefore, the total number of voting rights in the Company as at 7 August 2009 is 244,728,000.

