

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action to be taken, you should consult your stockbroker or other financial advisor authorised pursuant to the Financial Services and Markets Act 2000 immediately.**

**If you have sold or transferred all of your ordinary shares in Templar Minerals Limited, please forward this document and the accompanying form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.**

---

**TEMPLAR MINERALS LIMITED**

**NOTICE OF  
ANNUAL GENERAL MEETING  
2009**

---

**Notice of Annual General Meeting of the Company to be held at Level 5, 22 Arlington Street, London, SW1A 1RD on Thursday 17 December 2009 at 11:00am is set out on pages 4 and 5 of this document. A form of proxy is also attached at the end of this document for use at the Meeting. Forms of proxy should be completed and returned to the Company's Registrars, Computershare Investor Services (Channel Islands) Ltd, PO Box 83, Ordnance House, 31 Pier Road, St Helier, JE4 8PW, Channel Islands or by fax to the following number +44 (0) 207 016 5101 as soon as possible and in any event so as to be received not later than 48 hours before the time fixed for the Meeting.**

# **Templar Minerals Limited**

Registered Office:  
Craigmuir Chambers  
Road Town, Tortola  
British Virgin Islands  
VG 1110

9 December 2009

## **To the Shareholders and, for information only, to the Option Holders**

Dear Shareholder,

### **Annual General Meeting**

I am writing to you to explain the resolutions to be proposed at this year's Annual General Meeting to be held at 11:00 am on Thursday 17 December 2009 and which are set out in the notice of Annual General Meeting on pages 5 and 6 of this document.

### **BUSINESS OF THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY 17 DECEMBER 2009**

#### **Ordinary Business**

#### **Resolution 1 – Receiving and adopting the Accounts**

The Board recommends the receiving and adopting of the audited accounts for the financial period ended 30 June 2009, together with the Report of the Directors and the Auditors Report.

#### **Resolutions 2 to 3 – Directors**

The Board recommends the re-election of Charles Wood and Alastair Clayton, both of whom were appointed following the last annual general meeting. Each of them, being eligible, offers himself for re-election.

Brief biographies of the directors are set out below:

#### **Charles Wood, Executive Director,**

Mr Wood holds a Bachelor of Commerce, a post graduate degree in Corporate Finance. Mr. Wood has 10 years' experience working in corporate positions across a range of industries including Agriculture, Resources and Banking. Mr Wood has worked in numerous jurisdictions in Africa, South America and Australia and has extensive experience in independent expert's reports, due diligence, capital raisings and mergers and acquisitions. Most recently Mr Wood has been responsible for the development and funding of an agribusiness project in West Africa. Mr Wood is a member of the Audit and Remuneration committee

**Alastair Clayton, Non Executive Director,**

Mr Clayton is a qualified geologist with a post graduate diploma in Finance and Economics from the Securities Institute of Australia. Mr Clayton has over 13 years experience in the mining and resources sector and has worked in Australia, Africa, Asia and Europe in both a technical and corporate capacity. He was until recently a non executive director of Bannerman Resources Ltd, a uranium development company that is currently completing a Bankable feasibility Study into the Etango Uranium deposit in Namibia and also a non executive director of Universal Coal plc which is seeking to develop coal projects in South Africa. He brings a wealth of financial and corporate expertise to the Company with particular access to European and North American markets. Mr Clayton is a member of the Audit and Remuneration committee.

**Resolution 4 – Auditor’s Reappointment and Remuneration**

This Resolution relates to the Auditors’ re-appointment and authorising the Directors to determine their remuneration. It is usual business for the Annual General Meeting.

**Resolution 5 – Renewal of the Company’s Investing Policy**

The Company is seeking the consent of its Shareholders for the renewal of its Investing Policy as set out in the Admission Document issued in connection with the admission of the Company’s ordinary shares to trading on AIM, being as follows:

**Investing Policy**

Templar Minerals Limited (“Templar”) is a company, registered in the British Virgin Islands (“BVI”) for the purpose of making investments and/or acquisitions in the natural resources sector, which may include exploration, development or production projects in the minerals, base metals, precious metals or hydrocarbons sectors.

Templar will primarily focus as an active investor on investment and acquisition opportunities in Australia, Africa, North America, South America, Asia (including the Indian sub continent) and Western Europe. As at the date of this Document the main country of operation for the Company is the United Kingdom. Templar’s interest in a proposed investment and/or acquisition may range from a minority position to 100 per cent. ownership. The proposed investments may be either quoted or unquoted and may be in companies, partnerships, earn-in joint ventures, debt or other loan structures, joint ventures or direct interests in natural resources projects.

It is intended that Templar will make investments which are in the development and/or production stages, however the Directors may decide that the Company should invest in early stage exploration assets where some exploration or development expenditure has already been made. The Directors intend to actively monitor any investments and/or acquisitions made by the Company.

Such investments may result in Templar acquiring the whole or part of a company or project, in the form of equity, joint venture debt, convertible instruments, licence rights, or other financial instruments as the Directors deem appropriate.

The Directors believe that their broad collective experience in the areas of acquisitions, accounting, corporate and financial management together with the opinion of consultant experts in the evaluation and exploitation of potential investments, which will assist them in the identification and evaluation of suitable opportunities, will enable the Company to achieve its objectives. Internationally recognised competent persons will be commissioned to prepare reports on the projects being considered by the Company, where the Directors consider it necessary. The Directors may undertake the initial project assessments themselves with additional independent technical advice as required. There is no limit on the number of projects into which the Company may invest.

The Company intends to be a long-term investor and the Directors will place no minimum or maximum limit on the length of time that any investment may be held.

As the Ordinary Shares are traded on AIM this provides a facility for Shareholders to realise their investment in the Company, the Directors may consider from time to time other means of facilitating returns to Shareholders including dividends, share repurchases, demergers, schemes of arrangement or liquidation.

## **ANNUAL GENERAL MEETING**

A Form of Proxy for use at the meeting is enclosed. Please complete and sign the Form of Proxy and return it to the Registrars so as to arrive no later than 48 hours before the time fixed for the meeting.

The return of the Form of Proxy will not, however, prevent you from attending the Meeting and voting, in person, should you wish to do so.

## **RECOMMENDATION**

The Board considers that each of the Resolutions is in the best interest of the Company and they unanimously recommend to the Shareholders that they should vote in favour of each of them.

Yours faithfully

**DAVD LENIGAS**  
Chairman

## **TEMPLAR MINERALS LIMITED**

### **Notice of Annual General Meeting**

Notice is hereby given that the Annual General Meeting of the Company will be held at Level 5, 22 Arlington Street, London, SW1A 1RD on Thursday 17 December 2009 at 11:00am to consider, and, if thought fit, pass the following Resolutions of which 1 to 5 will be proposed as Ordinary Resolutions.

#### **ORDINARY BUSINESS**

1. To receive and adopt the audited accounts for the financial period ended 31 March 2008, together with the Report of the Directors and the auditors thereon.
2. To re-elect, Charles Wood who has been appointed since the last annual general meeting, as a Director of the Company.
3. To re-elect, Alastair Clayton who has been appointed since the last annual general meeting, as a Director of the Company.
4. To re-appoint Chapman Davis LLP as auditors to the Company, to hold office until the conclusion of the next annual general meeting and to authorise the directors to determine their remuneration
5. To renew the Company's Investing Policy.

To transact any other ordinary business of the Company.

**By Order of the Board**  
**David Lenigas**  
**Chairman**

**9 December 2009**

Registered Office:  
Craigmuir Chambers  
Road Town, Tortola  
British Virgin Islands  
VG 1110

## **NOTES**

- (1) A member entitled to attend, speak and vote is entitled to appoint a proxy to attend, speak and vote on his behalf. A proxy need not be a member of the Company.
- (2) Forms of proxy, together with any power of attorney or other authority under which it is executed or a notarially certified copy thereof, must be completed and, to be valid, must reach the Registrar of the Company at Computershare Investor Services (Channel Islands) Ltd, PO Box 83, Ordnance House, 31 Pier Road, St Helier, JE4 8PW, Channel islands not less than 48 hours before the time appointed for the holding of the meeting.
- (3) If the appointor is a corporation, the form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised. Proxies may be returned to the Registrar by fax to the following number + 44 (0) 207 016 5101.
- (4) The appointment of a proxy does not preclude a member from attending and voting at the meeting.
- (5) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- (6) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (SI 2001/3755). Reg. 41(1) and (2), only those shareholders on the Register of Shareholders at 11am on 15 December 2009 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. If the meeting is adjourned by more than 48 hours, then to be so entitled, shareholder must be entered on the Company's Register of Shareholders at the time which is 48 hours before the time appointed for holding the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.
- (7) 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 the Company's Registrar at the address given in Note 2 above and make necessary arrangements.
- (8) As at the close of business on 8 December 2009, the Company's issued share capital comprised 583,050,000 ordinary shares of no par value. Each ordinary share carries the right to one vote at a general meeting of the Company, and therefore the total number of voting rights in the Company as at the time and date given above is 583,050,000.