

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the enclosed Form of Proxy to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

HUMMINGBIRD RESOURCES PLC

(Incorporated in England and Wales under number 05467327)

Notice of Annual General Meeting

Notice of the Annual General Meeting of Hummingbird Resources plc (the “Company”), to be held at the offices of Liberum Capital Limited at Ropemaker Place, Level 12, 25 Ropemaker Street, London EC2Y 9LY on 21 November 2011 at 11 a.m. is set out on pages 6 to 8 of this document.

A Form of Proxy for use in connection with the Annual General Meeting is enclosed and should be completed and returned to the Company’s Registrar, Capita Registrars, at PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU in the prepaid envelope provided, as soon as possible and, in any event, by no later than 11 a.m. on 19 November 2011. Completion and return of a Form of Proxy will not preclude shareholders from attending and voting at the Annual General Meeting in person should they so wish. If you do not send in a valid Form of Proxy or attend the Annual General Meeting in person to vote, no-one else may vote on your behalf.

PART I

HUMMINGBIRD RESOURCES PLC

(Incorporated and registered in England and Wales with registered number 05467327)

Directors:

Ian Cockerill (*non-executive chairman*)
Daniel Betts (*chief executive*)
Stephen Betts (*non-executive director*)
William Cook (*operations director*)
Matthew Idiens (*non-executive director*)
David Pelham (*technical director*)
Roderick Smith (*non-executive director*)

Registered Office

49-63 Spencer Street
Hockley
Birmingham
B18 6DE

21 October 2011

To holders of Ordinary Shares of 1p each in the capital of the Company (“**Ordinary Shares**”) and, for information purposes only, to the holders of options to subscribe for Ordinary Shares

Dear Shareholder

Annual General Meeting of Hummingbird Resources plc (the “Company” or “Hummingbird”)

1. Introduction

I am pleased to be writing to you with details of our Annual General Meeting (“**AGM**”) which we are holding at the offices of Liberum Capital Limited at Ropemaker Place, Level 12, 25 Ropemaker Street, London EC2Y 9LY on 21 November 2011 at 11 a.m. The formal notice of Annual General Meeting is set out on pages 6 to 8 of this document.

If you would like to vote on the resolutions but cannot attend the AGM, please fill in the Form of Proxy enclosed with this document and return it as soon as possible to the Registrar at PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU in the prepaid envelope provided. The Registrar must receive the completed Form of Proxy by 11 a.m. on 19 November 2011.

If you are planning to attend the AGM, I would be grateful if you could confirm this to the Company Secretary by 6 p.m. on 19 November 2011 either by e-mail (tom@hummingbirdresources.co.uk) or by post to our Registered Office.

2. Business to be transacted at the AGM

Details of the resolutions which are to be proposed at the AGM are set out below.

Ordinary resolution 1: Annual Report 2011

The business of the AGM will begin with a resolution to lay before members the Annual Report in respect of the year ended 31 May 2011 (the “**Annual Report 2011**”). Shareholders will have the opportunity to put questions on the Annual Report 2011 to the directors before the resolution is proposed to the meeting.

Ordinary resolution 2: Reappointment of Director

Shareholders are asked to re-elect as a director Daniel Edward Betts who is retiring in accordance with Article 25 of the Company’s Articles of Association and who being eligible is offering himself for re-election.

Ordinary resolution 3: Reappointment of Director

Shareholders are asked to re-elect as a director Stephen Alexander Betts who is retiring in accordance with Article 25 of the Company’s Articles of Association and who being eligible is offering himself for re-election.

Ordinary resolution 4: Reappointment of Director

Shareholders are asked to re-elect as a director Ian David Cockerill who is retiring in accordance with Article 25 of the Company’s Articles of Association and who being eligible is offering himself for re-election.

Ordinary resolution 5: Reappointment of Director

Shareholders are asked to re-elect as a director William Benjamin Thurston Cook who is retiring in accordance with Article 25 of the Company's Articles of Association and who being eligible is offering himself for re-election.

Ordinary resolution 6: Reappointment of Director

Shareholders are asked to re-elect as a director Matthew Charles Idiens who is retiring in accordance with Article 25 of the Company's Articles of Association and who being eligible is offering himself for re-election.

Ordinary resolution 7: Reappointment of Director

Shareholders are asked to re-elect as a director David Almgren Pelham who is retiring in accordance with Article 25 of the Company's Articles of Association and who being eligible is offering himself for re-election.

Ordinary resolution 8: Reappointment of Director

Shareholders are asked to re-elect as a director Roderick James Hollas Smith who is retiring in accordance with Article 25 of the Company's Articles of Association and who being eligible is offering himself for re-election.

Ordinary resolutions 9 and 10: Re-appointment of auditors and authority to determine remuneration

Shareholders will be asked to confirm the re-appointment of Baker Tilly UK Audit LLP as the Company's auditors to hold office until the conclusion of the next annual general meeting and to grant authority to the directors to determine the auditors' remuneration.

Ordinary resolution 11: Grant of authority to the Directors to allot Ordinary Shares

This resolution deals with the directors' authority to allot Relevant Securities in accordance with section 551 of the Companies Act 2006 (the "Act"). This resolution will, if passed, authorise the directors to allot:

- a. in relation to a pre-emptive rights issue only, equity securities (as defined by section 560 of the Act) up to a maximum nominal amount of £355,704 which represents approximately two thirds of the Company's issued Ordinary Shares (excluding treasury shares) as at 20 October 2011. This maximum is reduced by the nominal amount of any Relevant Securities allotted under paragraph 11b;
- b. in any other case, Relevant Securities up to a maximum nominal amount of £177,852 which represents approximately one third of the Company's issued Ordinary Shares (excluding treasury shares) as at 20 October 2011. This maximum is reduced by the nominal amount of any equity securities allotted under paragraph 11a in excess of £177,852.

Therefore, the maximum nominal amount of Relevant Securities (including equity securities) which may be allotted under this resolution is £355,704.

As at close of business on 20 October 2011, the Company did not hold any treasury shares.

This authority replaces a similar authority passed on 23 November 2010 and will expire on the date which is 18 months after the date on which the resolution is passed or, if earlier, the date of the next annual general meeting of the company.

The directors currently intend only to make use of this authority: (i) in connection with the grant of any options to the directors of the Company and employees of the Company's group; and (ii) as may be necessary to manage the Company's capital resources.

Relevant Securities means:

- Shares in the Company other than shares allotted pursuant to:
 - an employee share scheme (as defined by section 1166 of the Act);
 - a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
 - a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security.

- Any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Act). References to the allotment of Relevant Securities in the resolution include the grant of such rights.

Where the aggregate usage by the Company of the authority granted by this resolution exceeds one third of the nominal value of the Company's issued Ordinary Shares (excluding treasury shares) as at 20 October 2011 and also, in the case of issuance being in whole or part by way of a fully pre-emptive rights issue, monetary proceeds exceed one third (or such lesser relevant proportion) of the pre-issue market capitalisation, all directors wishing to remain in office will stand for re-election at the next annual general meeting of the Company following the decision to make the issue in question.

Special resolution 12: Disapplication of statutory pre-emption rights on allotment of shares

If the directors wish to allot unissued shares or other equity securities for cash or sell any shares which the Company may hold in treasury following a purchase of its own shares, the Act requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing holdings.

This resolution will, if passed, give the directors power, pursuant to the authority to allot granted by resolution 11, to allot equity securities (as defined by section 560 of the Act) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings up to a maximum nominal amount of £106,711 which represents approximately 20 per cent. of the Company's issued Ordinary Shares (excluding treasury shares) as at 20 October 2011.

The proposed resolution also disapplies the statutory pre-emption provisions in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the directors otherwise consider necessary, and allows the directors, in the case of any such offer, to make arrangements in relation to fractional entitlements or other legal or practical problems which might arise.

The total number of Ordinary Shares in issue as at 20 October 2011 is 53,355,565. The Company does not currently hold any treasury shares. This authority replaces a similar authority passed on 23 November 2010 and the power granted by this resolution will expire on the date which is 18 months after the date on which this resolution is passed or, if earlier, the date of the next annual general meeting of the company.

The directors have no immediate plans to make use of this authority other than in those circumstances which are referred to in the explanation relating to resolution 11 above.

Special resolution 13: Purchases of own shares by the Company

Resolution 13 to be proposed at the AGM seeks authority from holders of Ordinary Shares of the Company to make market purchases of Ordinary Shares, such authority being limited to the purchase of 10 per cent. of the Ordinary Shares in issue as at 20 October 2011. The maximum price payable for the purchase by the Company of Ordinary Shares will be limited to an amount equal to 105 per cent. of the average market value of an ordinary share for the five business days prior to the day the purchase is made. The minimum price payable by the Company for the purchase of Ordinary Shares will be 1p per share (being the amount equal to the nominal value of an ordinary share). The authority to purchase Ordinary Shares will only be exercised if the directors consider that it is in the best interests of the Company and the Shareholders as a whole. The Company may either cancel any Ordinary Shares which it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them). If the Company were to purchase any Ordinary Shares pursuant to this authority it would consider holding them as treasury shares. This would enable the Company to re-issue treasury shares quickly and cost-effectively and would provide the Company with additional flexibility in the management of its capital base.

Options to subscribe for up to 4,470,000 Ordinary Shares have been granted and are outstanding as at 20 October 2011 representing approximately 8.4 per cent. of the issued ordinary share capital of the Company at that date. If the directors were to exercise in full the power for which they are seeking authority under resolution 13, the options outstanding as at 20 October 2011 would represent approximately 9.3 per cent. of the ordinary share capital of the Company in issue following such exercise.

3. Action to be taken

You are entitled to appoint one or more proxies to attend and vote at the AGM on your behalf. You will find enclosed with this document a Form of Proxy for use in connection with the AGM. Whether or not you propose to attend the AGM in person, you are requested to complete and return the Form of Proxy to the Registrar at PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU in the prepaid envelope provided as soon as possible and, in any event, so as to be received no later than 11 a.m. on 19 November 2011. Completion and return of a Form of Proxy will not stop you from attending the AGM and voting in person should you so wish.

4. Recommendation

The directors consider that all of the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of all of the resolutions, as the directors intend to do in respect of their own beneficial holdings.

Yours faithfully,

Ian Cockerill
Non-executive Chairman

PART II

HUMMINGBIRD RESOURCES PLC

(Incorporated and registered in England and Wales with registered number 05467327)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Hummingbird Resources plc (the “Company”) will be held at the offices of Liberum Capital Limited at Ropemaker Place, Level 12, 25 Ropemaker Street, London EC2Y 9LY on 21 November 2011 at 11 a.m. for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions, numbers 1 to 11 of which will be proposed as ordinary resolutions and numbers 12 and 13 of which will be proposed as special resolutions:

1. That the Company’s annual accounts for the financial year ended 31 May 2011, together with the directors’ report and the auditor’s report on those accounts, be received.
2. That Daniel Edward Betts be reappointed as a director in accordance with Article 25 of the Company’s Articles of Association.
3. That Stephen Alexander Betts be reappointed as a director in accordance with Article 25 of the Company’s Articles of Association.
4. That Ian David Cockerill be reappointed as a director in accordance with Article 25 of the Company’s Articles of Association.
5. That William Benjamin Thurston Cook be reappointed as a director in accordance with Article 25 of the Company’s Articles of Association.
6. That Matthew Charles Idiens be reappointed as a director in accordance with Article 25 of the Company’s Articles of Association.
7. That David Almgren Pelham be reappointed as a director in accordance with Article 25 of the Company’s Articles of Association.
8. That Roderick James Hollas Smith be reappointed as a director in accordance with Article 25 of the Company’s Articles of Association.
9. That Baker Tilly UK Audit LLP be re-appointed as the Company’s auditors to hold office from the conclusion of this meeting until the conclusion of the next meeting at which the accounts are laid before the Company.
10. That the directors be authorised to agree and fix the auditors’ remuneration.
11. That the directors be generally and unconditionally authorised to allot Relevant Securities (as defined in the notes to this resolution):
 - a. comprising equity securities (as defined by section 560 of the Companies Act 2006) up to an aggregate nominal amount of £355,704 (such amount to be reduced by the nominal amount of any Relevant Securities allotted under paragraph 11b. below) in connection with an offer by way of a rights issue:
 - i. to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - ii. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- b. in any other case, up to an aggregate nominal amount of £177,852 (such amount to be reduced by the nominal amount of any equity securities allotted under paragraph 11a. above in excess of £177,852),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is 18 months after the date on which this resolution is passed or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

12. That, subject to the passing of resolution 11, the directors be and are hereby empowered, pursuant to section 570 of the Act, to allot:

- a. equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by resolution 11 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities pursuant to an offer or issue by way of rights, open offer or other pre-emptive offer:

- (i) to the holders of ordinary shares and other persons entitled to participate therein in proportion (as nearly as may be practicable) to their respective holdings; and
- (ii) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- b. the allotment (otherwise than pursuant to paragraph 12a. above) of equity securities up to an aggregate nominal amount of £106,711.

The power granted by this resolution will expire on the date which is 18 months after the date on which this resolution is passed or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save 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 the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if either section 89(1) of the Companies Act 1985 or section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

13. That the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 to make market purchases (as defined in section 693 of the said Act) of Ordinary Shares of 1p each in the capital of the Company ("**Ordinary Shares**") provided that:

- a) the maximum number of Ordinary Shares hereby authorised to be purchased is 5,335,557;
- b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 1p per share, being the nominal amount thereof;

- c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is an amount equal to 105 per cent. of the average market value of an ordinary share for the five business days prior to the day the purchase is made;
- d) the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the end of the next Annual General Meeting of the Company and the date which is 18 months after the date on which this resolution is passed;
- e) the Company may make a contract to purchase its own Ordinary Shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own Ordinary Shares in pursuance of any such contract; and
- f) Ordinary Shares purchased pursuant to the authority conferred by this resolution shall be either (i) cancelled immediately upon completion of the purchase or (ii) be held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Companies Act 2006.

Dated: 21 October 2011

Registered Office:

49-63 Spencer Street
Hockley
Birmingham
B18 6DE

By order of the Board:

Thomas Hill
Secretary

Notes

1. Copies of the following documents will be available for inspection at the Company's registered office at 49-63 Spencer Street, Hockley, Birmingham, B18 6DE during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the conclusion of the Annual General Meeting and at the place of the Annual General Meeting itself from 15 minutes before the Annual General Meeting until the conclusion of the Annual General Meeting:
 - a) the service contracts between the Company and each of the executive directors of the Company; and
 - b) the letters of appointment between the Company and each of the non-executive directors of the Company.
2. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote (on a show of hands and on a poll) on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Where more than one proxy is appointed, a member must specify the number of shares the rights in respect of which each proxy is entitled to exercise. A proxy need not be a shareholder of the Company. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this notice.
3. To be valid, the Form of Proxy must be received by the Registrar at PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 11 a.m. on 19 November 2011.
4. The return of a completed Form of Proxy will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
5. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered in the register of members of the Company as at 6.00 p.m. on 19 November 2011 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at such time. If the Annual General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting is 6.00 p.m. on the day preceding the date fixed for the adjourned meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. As at 20 October 2011 (being the latest practicable date prior to the publication of this document), the Company's issued share capital consists of 53,355,565 Ordinary Shares of £0.01 each and which each carry one vote. Therefore, the total voting rights in the Company as at 20 October 2011 are 53,355,565.
7. Corporate shareholders are entitled to appoint a corporate representative to exercise all or any of their rights to attend and to speak and vote (on a show of hands and on a poll) on their behalf at the meeting. A corporate shareholder may appoint more than one corporate representative in relation to the Annual General Meeting. Where more than one corporate representative is appointed on a vote by show of hands, each corporate representative has the same voting rights as the corporate shareholder would be entitled to. Where more than one corporate representative is appointed on a poll vote, if all corporate representatives exercise their power in the same way, the power is exercised in that way; if they do not exercise the power in the same way as each other, the power is not treated as exercised.

