



GRIFFIN MINING LIMITED

Incorporated and registered with limited liability in Bermuda under the provisions of the Bermuda Companies Act 1981 as amended with registered number EC13667.

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Registered office:

Clarendon House

2 Church Street

Hamilton

HM 11

Bermuda

NOTICE OF ANNUAL GENERAL MEETING

NOTICE HAS BEEN GIVEN that the twenty seventh Annual General Meeting of Griffin Mining Limited will be held at Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda on Wednesday 16th July 2014 at 11.00 am for the following purposes:

1. To receive and adopt the Accounts for the year ended 31st December 2013 together with the Directors and Auditors Reports thereon.
2. To determine the maximum number of Directors at seven for the forthcoming year and determine that any unfilled vacancies be deemed casual vacancies for the purposes of the Company's bye-laws.
3. To re-elect Mladen Ninkov as a director of the Company.
4. To re-elect Dal Brynelsen as a director of the Company.
5. To re-elect Rupert Crowe as a director of the Company
6. To re-elect Roger Goodwin as a director of the Company.
7. To re-elect Adam Usdan as a director of the Company.
8. To re-appoint Grant Thornton UK LLP as Auditors and authorise the Directors to fix their remuneration.
9. To approve amendments to the Bye-laws of the Company as set out in the Schedule appended to this Notice.

BY ORDER OF THE BOARD

Roger Goodwin,
Secretary.

Dated: 27th May 2014.

NOTE: A member entitled to attend and vote at the above-mentioned meeting is entitled to appoint a proxy, who, except in the case of a corporation, must be a member of the Company, to attend and vote in his or her stead. To be valid, the form of proxy sent to shareholders must be completed and delivered to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU at least 48 hours before the time appointed for the holding of the meeting. Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting if he or she wishes to do so.

GRIFFIN MINING LIMITED

SCHEDULE

**TO THE NOTICE OF THE ANNUAL GENERAL MEETING OF GRIFFIN MINING LIMITED
being held Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda
on Wednesday 16th July 2014 at 11.00 am.**

**in respect of AGENDA ITEM 9:
To approve amendments to the Bye-laws of the Company**

(a) Bye-law 14

By the inclusion of the words “(which for the avoidance of doubt may be printed thereon or affixed by mechanical, electronic, laser or other means)”, such that Bye-law 14 shall henceforth read as follows:

“14 All certificates for share or loan capital or other securities of the Company (other than letters of allotment, scrip certificates and other like documents) shall, except to the extent that the terms and conditions for the time being relating thereto otherwise provide, be issued under the Seal *(which for the avoidance of doubt may be printed thereon or affixed by mechanical, electronic, laser or other means)*. The Board may by resolution determine, either generally or in any particular case, that any signatures on any such certificates need not be autographs but may be affixed to such certificates by some mechanical means or may be printed thereon or that such certificates need not be signed by any persons.”

(b) Bye-law 56 (2)

By inserting the words “(including electronic proxy)”, such that Bye-law 56(2) shall henceforth read as follows

“56(2) On a poll every Member present in person or by Attorney or by proxy *(including electronic proxy)* shall have one vote for each share held by him, but this provision shall be subject to the conditions with respect to any special voting powers or restrictions for the time being attached to any shares which may be subject to special conditions.”

(c) **Bye-law 69**

By inserting the words “Subject to Bye-Law 75A,” at the beginning of Bye-law 69.

(d) **Bye-law 71**

By inserting the words “Subject to Bye-Law 75A,” at the beginning of Bye-law 71.

(e) **Bye-law 72**

By inserting the highlighted words, such that Bye-Law 72 shall henceforth read as follows:

72 Subject to Bye-laws 6 and 75A, the instrument appointing a proxy together with such other evidence as to its due execution as the Board may from time to time require, shall be delivered at the Registered Office (or at such other place or in such other manner as may be specified in the notice convening the meeting or any notice of any adjournment or, in either case, in any document sent therewith) prior to the holding of the meeting or adjourned meeting at which the person named in the instrument proposed to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

(f) **Bye-law 75A**

By inserting a new Bye-law 75A to read as follows:

“75A Any proxy or instrument to be provided pursuant to any of Bye-laws 69 to 75, may be provided in electronic form or such other form as the Board shall determine.”

(g) **Bye-Law 124**

By deleting the number “21” in the final line of bye-law 124 and replacing therefore with the number “7” and inserting the words “or, where a Member has indicated his consent, by delivering the documents in accordance with Bye-law 126B”, such that Bye-law 124 shall henceforth read as follows:

124. A copy of every balance sheet and statement of income and expenditure, including every document required by law to be annexed thereto, which is to be laid before the Company in general meeting, together with a copy of the auditor’s report, shall be sent to each person entitled thereto at least 7 days before such meeting or, where a Member has indicated his consent, by delivering the documents in accordance with Bye-law 126B.

(h) **Bye-Law 126**

By deleting Bye-law 126 in its entirety and replacing it with the following:

126 *A notice may be given by the Company to a Member:*

- (a) *by delivering it to such Member in person in which case the notice shall be deemed to have been served upon such delivery; or*
- (b) *by sending it by post to such Member's address in the Register of Members, in which case the notice shall be deemed to have been served seven days after the date on which it is deposited, with postage prepaid, in the mail; or*
- (c) *by sending it by courier to such Member's address in the Register of Members, in which case the notice shall be deemed to have been served two days' after the date on which it is deposited, with courier fees paid, with the courier service; or*
- (d) *by transmitting it by electronic means (including facsimile and electronic mail, but not telephone) in accordance with such directions as may be given by such Member to the Company for such purpose, in which case the notice shall be deemed to have been served at the time that it would in the ordinary course be transmitted; or*

(i) **Bye-Law 126A**

By inserting a new Bye-law 126A to read as follows:

126A. Any notice required to be given to a Member shall, with respect to any shares held jointly by two or more persons, be given to whichever of such persons is named first in the Register of Members and notice so given shall be sufficient notice to all the holders of such shares.

(j) **Bye-Law 126B**

By inserting a new Bye-law 126B to read as follows:

126B. Where a Member indicates his consent (in a form and manner satisfactory to the Board), to receive information or documents by accessing them on a website rather than by other means, or receipt in this manner is otherwise permitted by the Act, the Board may deliver such information or documents by notifying the Member of their availability and including therein the address of the website, the place on the website where the information or document may be found, and instructions as to how the information or document may be accessed on the website. In the case of information or documents delivered in accordance with this Bye-law, service shall be deemed to have occurred when (a) the Member is notified in accordance with this Bye-law; and (b) the information or document is published on the website

(k) **Bye-Law 127**

By deleting Bye-law 127 in its entirety and replacing it with the following:

127 In proving service under Bye-law 126(b), (c) and (d), it shall be sufficient to prove that the notice was properly addressed, and prepaid if posted or sent by courier, and the time when it was posted, deposited with the courier or transmitted by electronic means.

(l) **Bye-Law 128A**

By inserting a new Bye-law 128A to read as follows:

“128A The Board at its discretion shall have the power to cease sending notices to Members who are untraceable. For the purposes of this Bye-law untraceable Members shall be Members:-

(a) who have no registered address in the Register of Members maintained by the Company; or

(b) in respect of whom on the last two consecutive occasions on which a dividend has been paid by the Company, a cheque either:

i. has been returned undelivered;

ii. has not been cashed; or

iii. has not been sent because on an earlier occasion a cheque for a dividend so payable has been returned undelivered, and no valid claim in respect thereof has been communicated in writing to the Company; or,

(c) in respect of whom notice of the most recent general meeting of the Company has been returned undelivered.”