



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.

UK Correspondent Address:

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United Kingdom

Telephone: + 44 020 7629 7772

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E mail: griffin@griffinmining.com

Registered office:

Clarendon House

2 Church Street

Hamilton

HM 11

Bermuda

NOTICE OF A SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting of Griffin Mining Limited will be held at Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda on Thursday 22nd October 2015 at 11.00 am for the following purposes:

1. To re-appoint Grant Thornton UK LLP as Auditors and authorise the Directors to fix their remuneration.
2. 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: ● September 2015.

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 attached 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

FORM OF PROXY

**For use at the Special General Meeting of the Company to be held at Clarendon House,
2 Church Street, Hamilton, HM 11, Bermuda on Thursday 22nd October 2015 at 11.00 am.**

I/We.....

of.....

being the holder of Ordinary Shares in Griffin Mining Limited hereby appoint the
Chairman of the Meeting or (see note 1) appoint:

.....of.....

as my/our proxy/representative to vote on my/our behalf at the Annual General Meeting of the Company to be held on
Thursday 22nd October 2015 and at any adjournment thereof.

I/We direct that my/our vote(s) be cast in respect of the resolutions as indicated by an "X" in the appropriate box below.

RESOLUTIONS

- 1. To re-appoint Grant Thornton UK LLP as Auditors and to authorise the Directors to fix their remuneration.
- 2. To approve amendments to the Bye-laws of the Company as set out in the Schedule appended to the Notice of the Meeting

FOR

AGAINST

Signature or Common Seal (See Notes 2 and 3):

.....

Name(s): Capacity

Dated.....

Notes.

- 1. A member is entitled to appoint a proxy (who must be a member) or, in the case of a corporation, a representative (who need not be a member), of his/her own choice. If any other proxy/representative is preferred please delete the words "the Chairman of the Meeting" and insert the name of the proxy/representative of your choice and initial the alteration.
- 2. In the case of a corporation this form of proxy/representative appointment must be executed under its Common Seal or under the hand of the officer or duly authorised person who should state his capacity.
- 3. In the case of joint holders the signature of any one holder will suffice but the names of all joint holders should be stated.
- 4. Please insert an "X" in the appropriate box to indicate how you wish your vote to be cast in respect of the resolutions. In the absence of such an indication your proxy/representative will vote or abstain on such resolution at his her discretion.
- 5. To be valid this form must be completed and delivered in a sealed envelope to FREEPOST CAPITA PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU at least 48 hours before the time appointed for the holding of the meeting.

GRIFFIN MINING LIMITED

SCHEDULE 1

**TO THE NOTICE OF THE SPECIAL GENERAL MEETING OF GRIFFIN MINING LIMITED
being held Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda
on Thursday 22nd October 2015 at 11.00 am.**

**In respect of AGENDA ITEM 2:
To approve amendments to the Company's bye laws.**