

20 June 2013

AIM: CHL

CHURCHILL MINING PLC

("Churchill" or "the Company")

Notice of General Meeting

A Notice has been sent to Shareholders to convene a General Meeting of the Company, which is to be held at 4.00pm (W.S.T Perth, Western Australia) on 10 July 2013 at 41 York Street, Subiaco, Western Australia. The purpose of the meeting is for shareholders to consider the adoption of new articles of association.

The Company advises that the Notice of Meeting and proposed articles of association are also available on the Company's website: www.churchillmining.com and from its registered office at 55 Gower Street London WC1E 6HQ.

END

For further information, please contact:

Churchill Mining plc

Nicholas Smith
Russell Hardwick
+ 61 8 6382 3737

Northland Capital

Partners Limited
Luke Cairns/Edward Hutton
+44(0)20 77968800

CHURCHILL MINING PLC

REGISTERED IN ENGLAND AND WALES COMPANY NUMBER 5275606

NOTICE OF GENERAL MEETING

TIME: 4.00 pm (W.S.T) Perth, Western Australia

DATE: 10 July 2013

VENUE: 41 York Street
Subiaco
Western Australia

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61) 8 6382 3737.

Churchill Mining Plc
55 Gower Street
London
WC1E 6HQ

Website: www.churchillmining.com
Email: admin@churchillmining.com

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 4.00 pm (W.S.T) Perth, Western Australia/9.00am B.S.T on 10 July 2013 at:

41 York Street
Subiaco
Western Australia

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) Post to the:
Company Secretary
Churchill Mining Plc
c/o Share Registrars Limited,
Suite E. First Floor, 9 Lion & Lamb Yard,
Farnham, Surrey GU9 7LL United Kingdom; or
- (b) Facsimile to +44 (0)1252 719 232,

so that it is received not later than 4.00 pm (W.S.T) Perth, Western Australia)/ 9.00am B.S.T on 8 July 2013.

Proxy Forms received later than this time will be invalid.

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders will be held at 4.00 pm (W.S.T) Perth, Western Australia on 10 July 2013 at 41 York Street Subiaco, Western Australia to consider, and if thought fit, to pass the following resolution as a special resolution.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The New Articles will, subject to the passing of the resolution, come into effect at the conclusion of the General Meeting. A full copy of the New Articles are available from the Company's website at www.churchillmining.com or alternatively a hard copy can be requested by telephoning Russell Hardwick on +61 8 6382 3737 or Stephen Ronaldson, (Company Secretary), on +44 20 7580 6075.

AGENDA

SPECIAL BUSINESS

SPECIAL RESOLUTION

1. That with effect from the conclusion of this General Meeting, the draft articles of association produced to the meeting and, for the purposes of identification, signed by the Chairman be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

DATED: 19 JUNE 2013

BY ORDER OF THE BOARD

**RUSSELL HARDWICK / STEPHEN RONALDSON
COMPANY SECRETARY
CHURCHILL MINING PLC**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 4.00 pm (W.S.T) Perth, Western Australia on 10 July 2013.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the resolution in the Notice of Meeting.

Entitlement to attend and vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members 48 hours before the time of the Meeting shall be entitled to attend and vote at the Meeting.

Appointment of proxies

If you are a member of the Company at the time set out above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

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, please contact the registrars of the Company, Share Registrars Limited, on +44 (0)1252 821 390.

A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy using hard copy proxy form

The notes to the proxy form explain how to direct your proxy to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be completed and signed; sent or delivered to Share Registrars Limited at Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL or by facsimile transmission to +44 (0)1252 719 232, and received by Share Registrars Limited no later than 48 hours (excluding non business days) prior to the Meeting.

In the case of a member which is a Company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited on +44 (0)1252 821 390.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL or by facsimile transmission to +44 (0)1252 719 232. In the case of a member which is a Company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, the revocation notice must be received by Share Registrars Limited no later than 48 hours (excluding non business days) prior to the Meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Issued shares and total voting rights

As at 18 June 2013, the Company's issued share capital comprised 123,168,095 ordinary shares of £0.01 each. 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 is 123,168,095.

Communications with the Company

Except as provided above, members who have general queries about the Meeting should telephone Stephen Ronaldson on +44 (0)207 580 6075 or Russell Hardwick on +61 8 6382 3737 (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of general meeting; or any related documents to communicate with the Company for any purposes other than those expressly stated.

CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual.

CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via euroclear.com/CREST).

The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: 7RA36) by the latest time(s) for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of CREST by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service

providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

BUSINESS OF THE MEETING

RESOLUTION 1 – ADOPTION OF NEW ARTICLES OF ASSOCIATION

The notice of meeting contains a resolution to adopt new articles of association ("**New Articles**"). The Company is proposing to adopt the New Articles in order to provide its shareholders with greater control over the Company's arbitration proceedings against the Republic of Indonesia, to provide transparency in respect of significant shareholdings held in the Company, to incorporate provisions in respect of stakebuilding ahead of the proposed changes to the UK City Code on Takeovers and Mergers (the "**Takeover Code**") which are due to take effect on 30 September 2013 and to amend the size of the Company's board of directors (the "**Board**"). As the proposed changes affect various provisions in the Company's existing Articles of Association ("**Current Articles**"), it is considered more practical to seek to replace the Current Articles in full rather than to seek approval for numerous individual amendments. Copies of the New Articles are available for inspection as noted on page 11.

The principal changes introduced in the New Articles are described below. However, changes which are of a minor, technical or clarifying nature have not been separately noted. In a number of places, the numbering in the New Articles varies from the numbering in the Current Articles (in part because the order of some of the articles has been changed for the sake of a more logical progression). The number identifying each article principally affected by the amendment corresponds to the numbering in the New Articles (unless otherwise indicated).

1. **Location of general meetings (Articles 58 and 59)**

The Current Articles allow the Directors to determine the location of the Company's general meetings. The New Articles have been amended in order to clarify that the Directors may resolve to hold general meetings in Australia as well as the United Kingdom or in any other location as determined by the Directors.

2. **Chairing of general meetings (Article 70)**

The Current Articles provide for the chairman of the Board (if any) to chair the Company's general meetings. The New Articles also allow the Directors to appoint any Director or the Company Secretary to act as chairman at the Company's general meetings. This amendment will introduce flexibility and will allow the Directors to ensure that each general meeting has an appropriate chairman.

3. **Disclosure of Interests in Shares (Article 89)**

The Current Articles contain provisions which allow the Company to issue a Disclosure Notice to a shareholder, or any other person that appears to be interested in the Company's shares, asking the recipient to confirm or state the extent to which he is interested in the issued share capital of the Company. The changes in the New Articles are intended to improve the effectiveness of such Disclosure Notices by reducing the time period in which recipients are required to respond from fourteen to five days. This amendment will allow the Company to investigate the interests in its shares in a more timely manner. The New Articles retain the sanctions in the Current Articles which can be imposed on the shareholder holding the shares referred to in the relevant Disclosure Notice if the recipient of the Disclosure Notice fails to comply with its terms.

4. Compliance with the Disclosure and Transparency Rules (Article 90)

The Disclosure and Transparency Rules require a shareholder to notify the Company if it acquires or disposes of shares which result in the relevant shareholder's voting rights (or any rights it is deemed to hold) reaching, exceeding or falling below 3% and each 1% threshold above 3%. If a shareholder fails to make a notification under the Disclosure and Transparency Rules or fails to procure such a notification, the New Articles allow the Company to impose one or more of the following sanctions as determined by the Board on the defaulting shareholder:

- a) the defaulting shareholder will not be permitted, in respect of its shares, to attend or be counted in the quorum or vote (personally or by proxy) at any general meeting or at any separate meeting of the holders of any class of shares;
- b) the Board will refuse to register any transfer of any certificated shares held by the defaulting shareholder, unless the transfer is to a genuine third party that is not connected to the defaulting shareholder or to a permitted transferee, such as a family member or a spouse or civil partner; and
- c) the defaulting shareholder will lose the right to receive any dividends or any other monies payable in respect of the relevant shares and in circumstances where an offer of the right to elect to receive shares instead of cash in respect of any dividend is or has been made, any election made by the defaulting shareholder will not be effective. This suspension will be lifted once the relevant information has been provided to the Company.

The Board will be able to determine which sanctions are applied to the defaulting shareholder and will have the discretion to suspend the sanctions in whole or in part.

The sanctions may be suspended in whole or in part by the Board at any time and, in any event, will cease to apply no more than seven days after the Board becomes satisfied that the defaulting shareholder has complied with its obligations under Rule 5 of the Disclosure and Transparency Rules or if the defaulting shareholder has transferred its shares to a genuine third party that is not connected to the defaulting shareholder on a recognised investment exchange, through a stock exchange outside the United Kingdom (if relevant) or as a result of the acceptance of an offer for the entire issued share capital of the Company or a specified portion of the issued share capital of the Company.

5. Stakebuilding and Mandatory Offers (Article 91)

The Company is not currently subject to the Takeover Code and therefore the New Articles contain new protections against stakebuilding which largely mirror the Rule 9 provisions in the Takeover Code except in relation to article 91.3 which permits acquisitions of up to 3% of the shares in a six month period where such acquisitions would otherwise result in an obligation to make an offer under article 91.

The Company will become subject to the Takeover Code from 30 September 2013 however the protections against stakebuilding have been included in the New Articles in order to protect the Company and its shareholders during this interim period. The new provisions will only be applicable until the Company becomes subject to the Takeover Code.

Under the New Articles, a shareholder, together with any persons acting in concert with that shareholder, cannot acquire an interest in shares which carry more than 29.9% of the voting rights in the Company without making a mandatory offer for the entire issued (and to be issued) share capital of the Company. There are two exceptions to this rule:

- a) the Company may, by way of a special resolution passed by independent shareholders, relieve the relevant shareholder (and its concert parties) from its obligation to make an offer for the entire issued share capital of the Company; and
- b) the relevant shareholder (and/or its concert parties) will be permitted to acquire shares that carry 30% or more of the voting rights of the Company if: (i) throughout the six months prior to the acquisition, the relevant shareholder was interested in shares carrying not less than 29% of the voting rights of the Company; and (ii) if the new acquisition would result in the relevant shareholder being interested in voting rights which represent no more than an additional 3% of the voting rights in the Company compared to the interest that they held six months previously.

Article 91.18 relates to proportional offers and requires any shareholder (and any persons acting in concert with the shareholder) that wishes to acquire a specified portion of the voting rights of the Company, such portion being less than 100% of the voting rights of the Company, to make its offer conditional on receiving the authority of the Company by way of a special resolution passed by independent shareholders as well as receiving acceptances in respect of shares carrying no less than 90% of the voting rights of the Company (although the latter condition can be waived with the consent of the Board).

Any offers made in accordance with article 91 will need to be made in accordance with the provisions of the Takeover Code as if the Takeover Code were directly applicable to the Company. The concept of "acting in concert" and "concert parties" is taken from the Takeover Code. Persons acting in concert are persons who, pursuant to an agreement or understanding (whether formal or informal), co-operate to obtain or consolidate control of a company or to frustrate the successful outcome of an offer for a company. Certain parties, such as the directors of a company during an offer period, will be presumed to be acting in concert.

In circumstances where shareholder consent is required in order to waive the requirement to make a mandatory offer (pursuant to article 91.2) or to permit a proportional offer to be made (pursuant to article 91.18), the offeror shareholder and any of its concert parties will not be permitted to vote on the matter.

6. Board of Directors (Article 92)

The Current Articles provide for a minimum number of directors only. In addition to this minimum number, the New Articles imposes a maximum limit on the number of directors that can be appointed to the Board at any time. The maximum number of directors has been set at six, however this number can be amended by the Company at any time by way of a special resolution. Article 92 has been amended as the Company's principal business is the international arbitration proceedings against the Republic of Indonesia and it has no other active operations, therefore it is more appropriate to limit the size of the Board in order to allow meetings to be held and decisions to be taken more efficiently.

7. Arbitration Proceedings (Article 182)

The New Articles contain provisions relating to the Company and its wholly owned subsidiary Planet Mining Pty Ltd's joint international arbitration proceedings against the Republic of Indonesia (the "**Proceedings**"). The Proceedings relate to a claim for damages following the revocation of the licenses that make up the East Kutai coal project in Indonesia. The New Articles restrict the ability of the Board to withdraw from the Proceedings without the approval of the Company by way of a special resolution. Such withdrawal is defined in the New Articles to include the conclusion of an agreement to discontinue the Proceedings or requesting the discontinuance of the Proceedings by any means, including but not limited to, any omission that would result in the Proceedings being discontinued. As the group's arbitral claims against the Republic of Indonesia has become the principal activity and focus for the Company, it is important that the shareholders of the Company are given control of the Proceedings and the new article 182 achieves this. However, article 182 will allow the Board to conclude a settlement agreement in respect of the Proceedings provided that the settlement does not result in the Company receiving a de minimis settlement from the Republic of Indonesia.

The New Articles will, subject to the passing of the resolution, come into effect at the conclusion of the General Meeting. A full copy of the New Articles are available from the Company's website at www.churchillmining.com or alternatively a hard copy can be requested by telephoning Russell Hardwick on +61 8 6382 3737 or Stephen Ronaldson, (Company Secretary), on +44 20 7580 6075.

PROXY FORM

**APPOINTMENT OF PROXY
CHURCHILL MINING PLC
COMPANY NUMBER 5275606**

GENERAL MEETING

I/We

of

being a member of Churchill Mining Plc entitled to attend and vote at the General Meeting, hereby appoint the Chairman, or

Name of proxy

OR

the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting to be held at 4.00 pm (W.S.T) Perth, Western Australia /9.00am BST on 10 July 2013 at 41 York Street Subiaco Western Australia, and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of the Resolution.

SPECIAL BUSINESS

FOR

AGAINST

WITHHELD

1. To adopt new articles of association.

Signed this

day of

2013

By:

Individuals and joint holders

Signature

Signature

Signature

Companies (affix common seal if appropriate)

Director

Director/Secretary

Sole Director/ Secretary

CHURCHILL MINING PLC
Incorporated in England and Wales with Registered Number 5275606

NOTES

1. Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend and vote at the Meeting. A member so entitled may appoint (a) prox(y)(ies), who need not be (a) member(s), to attend and vote on his/her behalf.
2. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please insert his/her name and delete "the Chairman of the Meeting or".
3. Please indicate how you wish your proxy to vote by deleting either for or against. Unless otherwise instructed the person appointed a proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution as he/she thinks fit.
4. A corporation must seal this form of proxy or have it signed by an officer or attorney or other person authorised to sign.
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 votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
6. Pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, members will be entitled to attend and vote at the meeting if they are registered on the Company's register of members 48 hours before the time appointed for the meeting or any adjournment thereof.
7. To be valid this form of proxy must reach **Share Registrars Limited**, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL not later than 48 hours (excluding non business days) before the time of the Meeting. Lodgement of a form of proxy does not preclude a member from attending the Meeting and voting in person.