

HERENCIA RESOURCES PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Second Annual General Meeting of Herencia Resources plc will be held at the offices of Sprecher Grier Halberstam LLP at 30 Farringdon Street, London EC4A 4HJ on Monday 15th October 2007 at 4 pm for the following purposes:-

Ordinary Business

1. To re-appoint as a director of the Company, Mr M A Bohm who retires in accordance with Article 25.3 of the Company's Articles of Association and offers himself for re-election.
2. To authorise the Company generally and unconditionally to use electronic communications with its shareholders and in particular to authorise the Company to send or supply documents or information to its shareholders by making them available on a website.

Special Business

3. To consider, and if thought fit, to pass the following Resolution which is proposed as an Ordinary Resolution:-

THAT the directors be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 (the "Act"), in substitution for all previous powers granted to them, to exercise all the powers of the Company to allot and make offers to allot relevant securities (within the meaning of Section 80(2) of the Act) up to an aggregate nominal amount of £450,000; such authority shall, unless previously revoked or varied by the Company in general meeting, expire on the conclusion of the Annual General Meeting of the Company to be held in 2008 provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

4. To consider and, if thought fit, to pass the following Resolution which is proposed as a Special Resolution:-

THAT the Directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94(2) of the Act) pursuant to the authority conferred by Resolution 3 above as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall be in substitution for any previous powers conferred on the directors pursuant to the said Section 95 and shall be limited to:

- (a) the allotment of equity securities in connection with an issue in favour of shareholders where the equity securities respectively attributable to the interest of all such shareholders are proportionate (or as nearly as may be practicable) to the respective number of ordinary shares in the capital of the Company held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements of legal or practical problems under the laws of, or the requirement of, any recognised regulatory body or any stock exchange, in any territory; and
- (b) the allotment (otherwise in pursuance to sub paragraph (a) above) of further equity securities up to an aggregate nominal amount of £450,000.

and provided further that the power in this Resolution 4 shall expire at the conclusion of the annual general meeting of the Company to be held in 2008 save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted otherwise than in accordance with Section 89 of the Act after such expiry and the directors may allot equity securities pursuant thereto as if the power conferred hereby had not expired.

BY ORDER OF THE BOARD

J M Bottomley
Company Secretary
14th September 2007

30 Farringdon Street
London EC4A 4HJ

Notes

1. Any member entitled to attend and vote at the meeting may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not also be a member.
2. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by hand, or sent by post, so as to be received not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be).
3. The completion and return of a form of proxy will not preclude a member from attending in person at the meeting and voting should he wish to do so.
4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those members entered on the register of members at 4pm on 13 October 2007 shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of .01p each in the capital of the Company held in their name at that time. Changes to the register after 4pm on 13 October 2007 shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. **Resolution 2** – The Company's Articles of Association provide that the Company is permitted to communicate with shareholders using electronic means, provided that individual shareholders give their specific consent. This regime has been enhanced and revised through Schedule 5 of the Companies Act 2006 ('Schedule 5'), which came into force earlier this year, and by amendments to the Disclosure Rules and Transparency Rules of the Financial Services Authority made in December 2006.
Previously, shareholders had to ask for information to be communicated to them electronically. The new regime makes it possible for electronic communication to become the default method of communication, so shareholders must then specify if they wish to receive communications in paper form (hard copy). To enable the Company to benefit from this opportunity to provide for electronic communication as the default method of communication, the Company is proposing resolution 2 to authorise the use of its website as a means of communicating with shareholders who do not request documentation in paper form.
If approved by shareholders, the new regime will require that the Company consult with its shareholders individually as to whether they wish to receive information through the Company's website. If deemed appropriate the Company will consult shareholders in due course. If a shareholder agrees, then future communications with that shareholder will be by electronic means. If a shareholder fails to respond to the consultation within 28 days, then such a shareholder is deemed to have agreed to receive communications by electronic means.
Notwithstanding any prior request or deemed consent to receive communications electronically, a shareholder may at any time tell the Company that he or she wishes to receive all or specific information in paper form (hard copy). In addition, the Company has to notify shareholders who receive information in electronic form when certain key information is available on the Company's website. This notification will, typically, be sent around the time of the Company's annual general meeting.
The overall effect of resolution 2 will be to allow the Company to increase its use of electronic communications with shareholders. However, as indicated above, the rights of those shareholders who wish to receive documents in paper form (hard copy) will be fully protected. The Company sees a positive benefit in the increase in electronic communications, in terms of the saving of paper and production expenses.
6. **Resolution 3** – As required by the Companies Act 1985, this resolution, to be proposed as an Ordinary Resolution, relates to the grant to the Directors of authority to allot unissued Ordinary Shares until the conclusion of the Annual General Meeting to be held in 2008, unless the authority is renewed or revoked prior to such time. This authority is limited to a maximum of 450,000,000 Ordinary Shares. This authority replaces the existing authority granted at the EGM held on 26 January 2007.
7. **Resolution 4** – Section 89(1) of the Companies Act 1985 requires that if the Directors decide to allot unissued Ordinary Shares in the Company the shares proposed to be issued be first offered to existing shareholders in proportion to their existing holdings. This is known as shareholders' pre-emption rights. However, to act in the best interests of the Company the Directors may require flexibility to allot shares for cash without regard to the provisions of Section 89(1). Therefore this resolution, to be proposed as a Special Resolution, seeks authority to enable the Directors to allot equity securities up to a maximum of 450,000,000 Ordinary Shares. This authority replaces the existing authority granted at the EGM held on 26 January 2007 and expires at the conclusion of the Annual General Meeting to be held in 2008.