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Copies of this Document and the accompanying Form of Proxy are being sent to Shareholders. If you have sold or otherwise transferred all of your Ordinary Shares in Consolidated General Minerals Plc please forward this Document and the accompanying Form of Proxy on at once to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or transferred part only of your holding of Ordinary Shares in Consolidated General Minerals Plc you should retain this Document and the accompanying Form of Proxy and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

The distribution of this Document and the accompanying Form of Proxy in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this Document and the accompanying Form of Proxy comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This Document and the accompanying Form of Proxy does not constitute or form part of any offer to sell or issue or a solicitation of any offer to subscribe for or buy Ordinary Shares in Consolidated General Minerals Plc and nor shall it or any part of it or the fact of its distribution form the basis of, or be relied upon in connection with, any contract therefor.

Consolidated General Minerals Plc

(Incorporated and registered in England and Wales with registered number 5529561)

Notice of Annual General Meeting

Notice of the Annual General Meeting of the Company to be held at 10.00 am at the offices of Wragge Lawrence Graham & Co LLP, at 4 More London Riverside, London, SE1 2AU on Thursday 19 March 2015 is set out at Part II of this Document.

A Form of Proxy for holders of Ordinary Shares for use at the Annual General Meeting accompanies this Document and should be returned as soon as possible and, in any event, so as to be received at the offices of the Company's registrars, Computershare Investor Services Plc at The Pavilions, Bridgwater Road, Bristol BS99 6ZY by not later than 10.00 am on Tuesday 17 March 2015 or 48 hours before any adjourned meeting. Completion of a Form of Proxy will not preclude a Shareholder from attending and voting at the Annual General Meeting in person.

A summary of the action to be taken by Shareholders is set out at paragraph 4 of Part I of this Document and in the Notice set out at Part II of this Document. The return of one or more completed Forms of Proxy will not prevent you from attending the Annual General Meeting and voting in person if you wish to do so (and are so entitled).

Shareholders should note that references in this Document to the time are to the time in the United Kingdom.

DEFINITIONS

“Annual General Meeting” or “AGM”	the annual general meeting of Shareholders to be held at 10.00 am on Thursday 19 March 2015, notice of which is set out at Part II of this Document, or any adjournment of that meeting;
“CGM” or the “Company”	Consolidated General Minerals Plc (incorporated and registered in England and Wales with registered number 5529561) whose registered office is at 2nd Floor, 68 Upper Thames Street, London, EC4V 3BJ;
“Directors” or the “Board”	the directors of the Company whose names are set out on page 4 of this Document and a reference to a “Director” shall be a reference to any one of them;
“Document”	this Document;
“Form of Proxy”	the form of proxy for use by Shareholders in connection with the Annual General Meeting which is being distributed to Shareholders at the same time as this Document;
“Notice”	the notice of the Annual General Meeting of Shareholders set out at Part II of this Document;
“Ordinary Shares”	the existing ordinary shares of 1 pence each in the capital of the Company;
“Resolutions”	the resolutions set out in the Notice to be proposed at the Annual General Meeting; and
“Shareholders”	holders of Ordinary Shares in the Company.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of Forms of Proxy	10.00 am on Tuesday 17 March 2015
Record date	10.00 am on Tuesday 17 March 2015
Annual General Meeting	10.00 am on Thursday 19 March 2015

PART I

LETTER FROM THE CHAIRMAN

Consolidated General Minerals Plc

(Incorporated and registered in England and Wales with registered number 5529561)

Directors:

Robert Adair *(Non-Executive Chairman)*
Jean-Pierre Conrad *(Executive Director and Company Secretary)*
Wilhelm Wouter Trollip *(Non-Executive Director)*

Registered Office:

2nd Floor
68 Upper Thames Street
London EC4V 3BJ
United Kingdom

17 February 2015

To the holders of Ordinary Shares

Dear Shareholder,

Notice of Annual General Meeting

1. Introduction

We look forward to holding our Annual General Meeting on Thursday 19 March 2015. You will find at Part II of this Document a notice convening the Annual General Meeting at which the Resolutions will be put to Shareholders.

2. Details of Directors and their interests at the date of this document

a. Directors

Robert F.M. Adair, aged 58 (Non-Executive Chairman)

After graduating in geology from Oxford University Mr Adair qualified as a Chartered Accountant and then specialised in oil and gas taxation. He is Chairman of Petroceltic International plc, a company quoted on the Alternative Investment Market of the Irish Stock Exchange, and also the Deputy Chairman of Urban & Civic plc, which is quoted on the main market of the London Stock Exchange. He is a director of a number of other companies.

Jean-Pierre Conrad, aged 54 (Executive Director)

Mr Conrad started his career in the banking industry in Switzerland before becoming responsible for the corporate finance activities of a European clinical testing group. In 1994 he joined Marc Rich which became Glencore thereafter, responsible for corporate finance activities in the metals and minerals trading division in Switzerland. He was appointed chief financial officer of Xstrata in 1997 which transformed from an investment vehicle to a diversified natural resource group during his period in office. Since leaving Xstrata at the end of 2001, he has pursued private ventures including in the natural resource sector and has consulted for companies in turnaround or special situations. Mr Conrad is a director of Financière Mermod SA, Switzerland and African Potash Ltd, an AIM listed company.

Wouter W. Trollip, aged 63 (Non Executive Director)

Wouter Trollip, a South African citizen, is an engineer in metallurgy. He has worked in the minerals processing industry for all of his professional life, starting his career with Iscor. Wouter Trollip

thereafter spent over 15 years in the ferrochrome industry in various technical positions. In 1994 he joined BHP Billiton and was the works manager of Manganese Metal Company. From 2000 onwards, Wouter Trollip has been involved as an independent consultant in the development and construction of a number of mineral and metal processing plants in Southern Africa.

In accordance with the Company's Articles of Association, Wouter Trollip is standing for election at the Annual General Meeting as he was appointed as a Director by the Board in the period since the Company's last annual general meeting.

Also, in accordance with the Company's Articles of Association, Robert Adair and Jean-Pierre Conrad are both standing for re-election as Directors at the Annual General Meeting, as they have both served on the Board for a period of three years since re-election.

b. Directors' interests at the date of this Document

<i>Name of Director</i>	<i>Number of Ordinary Shares (percentage of issued share capital)</i>
Jean-Pierre Conrad	7,593,565 (10.44%)
Robert Adair	3,730,567 (5.13%)
Wouter Trollip	805,479 (1.11%)

3. Annual General Meeting

By way of explanation of the Resolutions:

Resolution 1 – Audited Accounts (Ordinary Resolution)

The Directors are required under the Companies Act 2006 to lay the audited accounts and reports before the Company in general meeting.

Resolution 2 – Approval of the Remuneration Report (Ordinary Resolution)

The Directors present their Remuneration Report (included within the annual report and accounts for the 18 month period ended 31 December 2013) for shareholder approval.

Resolution 3 – Appointment and Remuneration of Auditors (Ordinary Resolution)

In accordance with the Companies Act 2006, it is proposed to appoint Ernst & Young LLP as auditors of the Company at the Annual General Meeting and it is normal practice for a company's directors to be authorised to agree their fees.

Resolution 4 – Appointment of Wouter W. Trollip (Ordinary Resolution)

Resolution 4 provides for the appointment of Wouter Trollip as a Director, as he was appointed by the Board in the period since the date of the Company's last annual general meeting and under Article 95 of the Company's Articles of Association he is required to retire from office at the next following annual general meeting after his appointment. Having retired from office Wouter Trollip is eligible for appointment at the Annual General Meeting under the Company's Articles of Association.

Resolution 5 – Re-election of Robert Adair (Ordinary Resolution)

Resolution 5 provides for the re-election of Robert Adair as a Director, as he has served on the Board for a period of three years since re-election and so he is required under Article 90 of the Company's Articles of Association to retire from office at the Annual General Meeting. Having retired from office, Robert Adair is eligible for re-appointment at the Annual General Meeting under the Company's Articles of Association.

Resolution 6 – Re-election of Jean-Pierre Conrad (Ordinary Resolution)

Resolution 6 provides for the re-election of Jean-Pierre Conrad as a Director, as he has served on the Board for a period of three years since re-election and so he is required under Article 90 of the Company's Articles of Association to retire from office at the Annual General Meeting. Having retired from office, Jean-Pierre Conrad is eligible for re-appointment at the Annual General Meeting under the Company's Articles of Association.

Resolution 7 – Ratification of Share Issue (Ordinary Resolution)

Resolution 7 is required to ratify the issue of 254,591 Ordinary Shares by the Company pursuant to the open offer undertaken by the Company in 2014 after the expiry date for the authority sought at the time from Shareholders to conclude the open offer. The allotment was made shortly after the expiry of the authority. The delay in the allotment was caused by difficulties in obtaining sufficient information for the relevant Ordinary Shares to be allotted.

Shareholders will note that the Company is not seeking the usual share allotment and disapplication authorities which have been sought by the Directors at previous annual general meetings. This is because the Board consider it unnecessary to seek such authorities given the proposals described in the Company's circular of 17 February 2015 which accompanies this Document.

4. Action to be taken by Shareholders

The Form of Proxy for use at the Annual General Meeting is being distributed to Shareholders at the same time as this Document. Whether or not Shareholders intend to be present at the meeting, Shareholders are requested to complete, sign and return the Form of Proxy to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible but, in any event, so as to arrive no later than 10.00 am on Tuesday 17 March 2015. The completion and return of a Form of Proxy will not preclude Shareholders from attending the meeting and voting in person should they wish to do so.

5. Board Recommendation

The Board recommends that Shareholders vote in favour of the Resolutions as they intend to do in respect of 12,129,611 Ordinary Shares representing approximately 16.68 per cent of the Ordinary Shares in issue.

Yours sincerely,



Robert Adair

Non-Executive Chairman

PART II

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Consolidated General Minerals Plc

(Incorporated and registered in England and Wales with registered number 5529561)

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the annual general meeting of Consolidated General Minerals Plc will be held at the offices of Wragge Lawrence Graham & Co LLP, at 4 More London Riverside, London, SE1 2AU on Thursday 19 March 2015 at 10.00 am to transact the following business:

Ordinary Business

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions of the Company:

1. to receive the audited accounts for the 18 month period ended 31 December 2013 together with the directors' report for that financial period and the auditors' report on those accounts;
2. to receive the directors' remuneration report for the 18 month period ended 31 December 2013;
3. to reappoint Ernst & Young LLP as auditors of the Company from the conclusion of the meeting to the conclusion of the next general meeting of the Company at which accounts are laid before the shareholders in accordance with the provisions of the Companies Act 2006 and to authorise the directors to fix their remuneration; and
4. to appoint Wouter W. Trollip as a director of the Company, who retires under Article 95 of the Company's Articles of Association.
5. to re-elect Robert Adair as a director of the Company.
6. to re-elect Jean-Pierre Conrad as a director of the Company.

Special business

To consider and, if thought fit, to pass the following resolution numbered 7 as an ordinary resolution of the Company.

7. That the allotment and issue by the Company on 14 March 2014 and 8 April 2014 of, in aggregate, 254,591 Ordinary Shares pursuant to the authority granted to the directors of the Company at the General Meeting of the Company held on 30 January 2014 be and is hereby ratified.

By order of the Board

Jean-Pierre Conrad
Director and Company Secretary

Dated: 17 February 2015

Registered Office:

2nd Floor
68 Upper Thames Street
London EC4V 3BJ
United Kingdom

Notes

1. Entitlement to Attend and Vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only those holders of ordinary shares of 1p each in the capital of the Company registered in the Company's Register of Members at:

- 1.1. 10.00 am on Tuesday 17 March 2015; or
- 1.2. if this meeting is adjourned, at 10.00 am (U.K. time) two working days prior to the adjourned meeting; shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of 1p each in the capital of the Company registered in their name at that time. In each case subsequent changes to entries in the Register of Members after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

2. Appointment of Proxies

- 2.1. If you are a member of the Company at the times set out in notes 1.1 or 1.2 above (as the case may be), you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting (whether on a show of hands or on a poll). A form of proxy is being distributed to Shareholders at the same time as this Document. A proxy need not be a member of the Company. You can only appoint a proxy using the procedures set out in these notes and the notes to your proxy form.
- 2.2. 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.
- 2.3. The notes to the proxy form explain how to direct your proxy to vote on each resolution or withhold their vote. To appoint validly a proxy using the proxy form, the form must be:
 - 2.3.1. completed and signed;
 - 2.3.2. sent or delivered to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY; and
 - 2.3.3. received by Computershare Investor Services PLC no later than 10.00 am on Tuesday 17 March 2015 or two working days prior to any adjourned meeting or, in the case of a poll taken more than 48 hours after it is demanded, one working day before the time appointed for the taking of the poll.
- 2.4. 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.
- 2.5. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy, but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.

3. Attending in Person

The sending of a completed form of proxy to the Company's Registrar will not preclude members from attending and voting at the meeting, or any adjournment thereof, in person, should they so wish.

4. Documents on Inspection

There will be available for inspection at the place of the meeting from at least fifteen minutes prior to and until the conclusion of the meeting:

- 4.1. copies of the service contracts of executive directors of the Company; and
- 4.2. copies of the letters of appointment of the non-executive directors of the Company.

5. Voting

Holders of ordinary shares of 1p each are entitled to attend and vote at the meeting of the Company. The total number of issued ordinary shares of 1p each in the Company on 16 February 2015, which is the latest practicable date before the publication of this document, is 72,712,377. On a vote by show of hands every member who is present in person or by proxy shall have one vote. On a poll vote every member who is present in person or by proxy shall have one vote for every Ordinary Share of 1p each of which he is the holder.