

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should immediately consult a person duly authorised under the Financial Services and Markets Act 2000, as amended, who specialises in advising on the acquisition of shares and other securities.

If you have sold or transferred all your Ordinary Shares you should hand this document together with the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

The Directors of the Company are the persons responsible for the information contained in this document and to the best of their knowledge and belief (having taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Aurum Mining Plc

(Incorporated in England and Wales under the Companies Act 1985 with Registered No. 5059457)

RECOMMENDED PROPOSALS FOR THE RETURN OF 15 PENCE PER ORDINARY SHARE TO SHAREHOLDERS

and

NOTICE OF GENERAL MEETING

The distribution of this document in certain jurisdictions may be restricted by law. Persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdictions. Neither this document nor any other document issued or to be issued by or on behalf of the Company in connection with the Proposals constitutes an invitation, offer or other action on the part of the Company in any jurisdiction in which such invitation, offer or other action is unlawful.

Notice of the General Meeting to be convened at 11.00 a.m. on 12 October 2010 is set out at the end of this document. The enclosed Form of Proxy should be completed and returned in accordance with the instructions thereon to Neville Registrars at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA to arrive as soon as possible and in any event no later than 11.00 a.m. on 8 October 2010. Completion and return of a Form of Proxy will not preclude Shareholders from attending in person and voting at the General Meeting.

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EXPECTED TIMETABLE OF KEY EVENTS

Latest time for receipt of Forms of Proxy for the General Meeting	11.00 a.m. on 8 October 2010
General Meeting	11.00 a.m. on 12 October 2010
Court Hearing to settle Order for Directions	4 November 2010
Record Date and Capitalisation Issue*	16 November 2010
Court Hearing to confirm the Reduction of Capital*	17 November 2010
Expected date of Return of Capital through despatch of cheques to Shareholders*	6 December 2010

Notes:

*These dates (except those of the receipt of Forms of Proxy and of the General Meeting) are estimates only, being subject to agreement of hearing dates with the Court. The timetable assumes that the General Meeting is not adjourned as a result of there being no quorum, or for any other reason. If there is an adjournment, all subsequent dates are likely to be later than those shown. Any changes will be notified to Shareholders by an announcement on the Regulatory Information Service operated by the London Stock Exchange.

This document contains certain forward-looking statements which relate to future events. Such forward-looking statements reflect the Directors' current beliefs, are based on information currently available to the Directors and are based on reasonable assumptions at this date. While the Company makes these forward-looking statements in good faith, neither the Company, nor its Directors can guarantee that any anticipated future results will be achieved.

DEFINITIONS

Words and expressions used in this document shall have the following meanings unless the context otherwise requires.

"2010 Annual Report"	the annual report and financial statements of the Company for the year ended 31 March 2010
"Act"	the Companies Act 2006
"AIM"	the AIM market of the London Stock Exchange
"AIM Rules"	the AIM Rules for Companies
"Andash Project"	the gold copper project in the Talas Valley in Kyrgyzstan of which the Group has a 10 per cent. interest
"Aurum" or "the Company"	Aurum Mining Plc registered in England and Wales with company number 5059457
"B Shares"	the B shares of 15 pence each in the capital of the Company to be created pursuant to the Capitalisation Issue
"Board" or "Directors"	the directors of the Company
"Capitalisation Issue"	the proposed issue of one B Share for every Ordinary Share held on the Record Date to be effected by the capitalisation of part of the share premium account of the Company
"Court"	the High Court of England and Wales
"Court Hearing"	the hearing of the Company's claim for the confirmation by the Court of the Reduction of Capital
"Form of Proxy"	the form of proxy accompanying this document for use at the General Meeting
"General Meeting"	the general meeting of the Company to be held at 11.00 a.m. on 12 October 2010 at the offices of Lawrence Graham LLP, 4 More London Riverside SE1 2AU
"Group"	the Company and its subsidiaries
"Kentor"	Kentor Gold Limited
"London Stock Exchange"	London Stock Exchange plc
"Notice"	the notice set out at the end of this document convening the General Meeting
"Optionholders"	holders of Options
"Options"	options over Ordinary Shares granted pursuant to individual option deeds

“Ordinary Shares”	ordinary shares of 1p each in the capital of the Company
“Proposals”	the Capitalisation Issue, the Reduction of Capital and the Return of Capital
“Record Date”	6.00 p.m. on the day immediately preceding the date of the Court Hearing
“Reduction of Capital”	the proposed cancellation of the B Shares
“Resolution”	the resolution to be proposed at the General Meeting as set out in the Notice
“Return of Capital”	the proposed payment of capital to Shareholders following the Reduction of Capital
“Shareholders”	holders of Ordinary Shares
“Warrantholders”	holders of Warrants
“Warrant Instrument”	the warrant instrument dated 15 February 2006 entered into by the Company, as varied on 14 April 2009
“Warrants”	the warrants to subscribe for Ordinary Shares issued pursuant to the Warrant Instrument

LETTER FROM THE CHAIRMAN

Aurum Mining Plc

(Incorporated in England and Wales under the Companies Act 1985 with Registered No. 5059457)

Directors:

Sean Finlay (Non-executive Chairman)
Mark Jones (Chief Executive Officer)
Chris Eadie (Chief Financial Officer)
Haresh Kanabar (Non-executive Director)
Colin Knight (Non-executive Director)

Registered Office:

122 Great James Street
London WC1N 3ES

24 September 2010

To all Shareholders, and for information only to all Optionholders and Warrantholders

Dear Shareholder

Introduction

In accordance with its previous strategic update made on 15 July 2010 and in line with the strategy outlined in the Company's 2010 Annual Report, the Company has today announced that, following demands from a number of its major Shareholders, it is proposing to undertake a Return of Capital pursuant to which each Shareholder will receive 15 pence per Ordinary Share held by them, subject to Shareholder and Court approval.

It is currently expected that the cash payment of up to £7,723,991.25 will be made in early December 2010.

The effect of the Proposals will be as follows:

for every Ordinary Share held at the Record Date a Shareholder will receive a B Share which will be cancelled entitling the Shareholder to receive 15 pence in cash as a repayment of B Share capital

The Proposals require the approval of both Shareholders and the Court and accordingly the General Meeting is being convened at 11.00 a.m. on 12 October 2010 at the offices of Lawrence Graham LLP, 4 More London Riverside SE1 2AU. The notice of the General Meeting is set out at the end of this document.

Update on Strategic Review and Current Prospects

As outlined in the Company's 2010 Annual Report, the Board's current strategy for the Company is twofold – on the one hand it will satisfy the demands of the group of major Shareholders by returning a significant proportion of cash while on the other hand it will be preserving the status of the Company so that value can be delivered from both the residual 10 per cent. holding in the Andash Project and from the shell company that will remain once the cash is returned.

In June 2010, Aurum agreed to give Kentor a nine month option to acquire the Group's 10 per cent. stake in the Andash Project for US\$1.8m. This option is extendable for a further six months at a price of US\$150,000. The Board's current view is that, based on current developments, if the cash is realised it is likely to in the first or second quarter of the 2011 calendar year.

Once the Proposals have been completed, the Board believe that the Company will then be an attractive opportunity and manageable vehicle for a reverse takeover.

The Board is currently looking at a number of potential opportunities that may be appropriate for reversing into the Company post the return of cash to Shareholders, and a key part of this process will be providing an exit from the Company for those Shareholders who no longer wish to remain involved with the Company.

It should be noted that as outlined in the Company's 2010 Annual Report, in December 2009 Aurum became an investing company pursuant to Rule 15 of the AIM Rules. This means that, under the AIM Rules, the Company has 12 months from December 2009 in which to make an acquisition or acquisitions which would constitute a reverse takeover. Accordingly, in the event that the Company does not make such an acquisition by 22 December 2010, trading in its shares on AIM will be suspended and if no such acquisition has been made by June 2011, the Company's AIM listing will be cancelled.

Free cash in the Company as at 24 September 2010 was approximately £8.5m, net of all known contingent liabilities.

Based on the current issued share capital of the Company, the cash repayment to Shareholders would be approximately £7.25m. If all outstanding Warrants and Options were exercised prior to the Record Date, the cash payment to Shareholders would be approximately £7.72m (although in such circumstances, the Company would also receive additional cash of approximately £270,000 comprising the aggregate exercise/subscription price of such Options and Warrants).

The Proposals

The Capitalisation Issue

Pursuant to the Capitalisation Issue, Shareholders will be issued with one B Share for every Ordinary Share which they hold on the Record Date. In order to issue the B Shares fully paid up, the Company is proposing to capitalise up to £7,723,991.25 of the amount standing to the credit of the Company's share premium account.

None of the B Shares to be issued in connection with the Return of Capital will be admitted to trading on AIM and no share certificates will be issued by the Company in respect of the B Shares. The B Shares will be non-renounceable and non-transferable. The B Shares will have no right to participate in the profits of the Company and the holders of the B Shares will have no rights, in their capacity as holders of such shares, to receive notice of any general meeting of the Company or to attend, speak or vote at such meetings. On a return of capital on a winding up or otherwise there shall be paid to the holders of the B Shares 15 pence, being the paid up nominal value of each B Share, in respect of every B Share held by them.

Based on the number of Ordinary Shares currently in issue, following the Capitalisation Issue the Company will have 48,358,275 B Shares in issue. However, the Company is seeking authority to create and issue 51,493,275 B Shares to satisfy the entitlements of any Optionholders or Warrantheolders who could exercise their rights to subscribe for Ordinary Shares prior to the Record Date and thereby become entitled to participate in the Capitalisation Issue. Given the respective exercise and subscription prices of the outstanding Options and Warrants, it is anticipated that a significant proportion of such Options and Warrants are likely to be exercised ahead of the Record Date. It is anticipated that the B Shares will only be in issue for a short period of time following which they will be cancelled pursuant to the Reduction of Capital.

The Reduction of Capital

Under the Act, the Company may, with the sanction of a special resolution and the consent of the Court, reduce or cancel paid up share capital which is in excess of its requirements and may apply the sums resulting in such reduction in repaying holders of that share capital the amount paid up on the share capital held by them. Accordingly the Company is proposing, subject to the necessary approvals, to cancel the capital which will have been paid up in respect of the B Shares and which it considers to be in excess of its requirements. Upon the Reduction of Capital becoming effective Shareholders will receive 15 pence for every B Share which they hold.

To be effective it will be necessary for the Reduction of Capital to be confirmed by the Court and for the subsequent court order to be registered with the Registrar of Companies at which point the Reduction of Capital will become effective (the **"Effective Date"**). In accordance with normal practice, the Court will need to be satisfied that creditors of the Company (except for any creditor who has consented to the Reduction of Capital) will not be prejudiced by the Reduction of Capital.

Provided that the Resolution is passed, the Directors intend that an application will be made for the Court to approve the Reduction of Capital promptly following the General Meeting. Shareholders should note that if, for any reason the Court declines to approve the Reduction of Capital, then the Return of Capital will not take place. However, on the basis of the current position, the Board has no reason to believe that the Reduction of Capital would not be confirmed by the Court. Shareholders should also note that the Board reserves the right to withdraw the application for the Reduction of Capital in the event that the Board believes that the Court's requirements for the protection of the Company's creditors are unduly onerous, or if the Board believes that the Reduction of Capital will adversely affect the commercial interests of the Company.

It is anticipated that the Reduction of Capital will become effective by 30 November 2010 and that Shareholders will be sent cheques for the proceeds of the Return of Capital by 6 December 2010.

Should the Proposals become effective, based on the number of Ordinary Shares currently in issue and the maximum number of Ordinary Shares that would be in issue should all Optionholders and Warrantheolders exercise their Options and Warrant respectively prior to the Record Date, the cash balances of the Company would be reduced by up to £7,723,991.25.

Shareholders who are subject to tax in the United Kingdom should read the section entitled "Taxation" below. **Shareholders who are in any doubt about their tax position or who are subject to tax in a jurisdiction other than the United Kingdom should consult an appropriate professional adviser.**

Warrants and Options

Should the Proposals be completed, any Optionholders and/or Warrantheolders who continue to hold Options and Warrants respectively after the implementation of the Proposals will have the exercise price of their Options and the subscription price of their Warrants adjusted so as to have a comparable commercial position to the Options and Warrants that they had immediately prior to the Capitalisation Issue.

As required under the terms of the Option Deeds and the Warrant Instrument, BDO LLP, the Company's auditors, will determine the proposed adjustments in respect of the Options and the Warrants.

The Company will be writing separately to Optionholders and Warrantheolders to provide them with details of the effect of the Proposals on the Options and/or Warrants that they hold.

General Meeting

The Proposals set out in this document require the approvals of Shareholders. Set out at the end of this document a notice convening the General Meeting to be held at 11.00 a.m. on 12 October 2010 at the offices of Lawrence Graham LLP at 4 More London Riverside, London SE1 2AU at which a special resolution will be proposed to:

1. authorise the directors to effect the Capitalisation Issue out of paid up share premium on the Ordinary Shares;
2. approve the rights and conditions of the B Shares; and
3. effect the Reduction of Capital.

Taxation

1. General

The following is a general description of certain United Kingdom tax considerations relating to the Return of Capital to Shareholders under the Proposals. It is based on current United Kingdom tax law and the current practice of HM Revenue & Customs ("HMRC"), both of which are subject to change, possibly with retrospective effect. Therefore the future United Kingdom tax treatment of the acquisition, ownership and/or disposal of Shareholder's holding of existing Ordinary Shares and B Shares may potentially be subject to change, which could impact upon the United Kingdom tax position of the Shareholder. The summary is intended to apply only to Shareholders who are resident (and, in the case of individuals, ordinarily resident) in the United Kingdom for United Kingdom tax purposes, who hold their Ordinary Shares as investments and not on trading account, and who are the beneficial owners of their Ordinary Shares. The summary is not intended to apply to certain classes of Shareholders such as dealers in securities, insurance companies, those who acquired Ordinary Shares where the right or opportunity to acquire those shares was available by reason of their or another's employment or collective investment schemes.

Any Shareholders or prospective Shareholders who are subject to tax in a jurisdiction outside the United Kingdom or who are in any doubt as to their tax position regarding the acquisition, ownership and/or disposal of their existing Ordinary Shares or the cancellation of their B Shares should consult their tax advisers.

2. Issue of B Shares

For the purposes of United Kingdom taxation of capital gains and corporation tax on chargeable gains ("CGT"), the Capitalisation Issue should be treated as a reorganisation of share capital. Accordingly, Shareholders should not be treated as making a disposal of their existing Ordinary Shares or an acquisition of B Shares. The B Shares should be treated as having been acquired at the same time as the Shareholder's holding of existing Ordinary Shares for the purposes of CGT. The Shareholder's base cost in his existing Ordinary Shares should be apportioned between his existing Ordinary Shares and his B Shares by reference to their respective market values as at the date of any disposal for CGT purposes (including on Reduction of Capital and Return of Capital).

3. Reduction of Capital and Return of Capital

Subject to the comments at paragraph 5 below, on the basis that the B Shares are not redeemable and will be treated as being paid up for "new consideration" received by the Company, the Return of Capital should not be treated as a distribution, and therefore will not give rise to any liability to United Kingdom income tax (nor corporation tax on income) in a Shareholder's hands.

The Reduction of Capital and Return of Capital by the Company should be treated as a disposal of those shares for United Kingdom tax purposes.

Accordingly, on the Reduction of Capital and Return of Capital, a Shareholder should be treated as having disposed of the B Shares for CGT purposes. This may, depending on the Shareholder's particular circumstances, give rise to a liability to tax under the UK CGT rules. Any gain or loss will generally be calculated by comparing the Return of Capital proceeds and the Shareholder's base cost as apportioned to the B Shares, as described in paragraph 2 above.

3.1 Individuals

The amount of tax on any CGT gains, if any, payable by an individual Shareholder on the Reduction of Capital and Return of Capital will depend on his or her personal tax position. Any CGT gains (after taking into any available reliefs or exemptions including any annual exemption) will be taxed at a rate of 28 per cent.

If the Reduction of Capital and Return of Capital gives rise to a CGT loss in any particular case, this may be offset against other CGT gains (after taking into any available reliefs or exemptions including any annual exemption), if any, incurred by the individual Shareholder in the same or future tax years.

The treatment of an individual Shareholder on the Reduction of Capital and Return of Capital is subject to the possible application of anti-avoidance provisions described in paragraph 5 below.

3.2 Companies

A Shareholder that is subject to corporation tax is generally taxable on all of its chargeable gains, subject to certain reliefs, and exemptions, and indexation allowance where applicable. Indexation allowance may reduce any CGT gains to nil, but cannot cause a CGT gain to become a CGT loss.

Any CGT loss arising from the cancellation of B Shares and Return of Capital may be offset against other CGT gains (after taking into any available reliefs, indexation allowance, or exemptions), if any, incurred by the corporate Shareholder, or other companies within the corporate Shareholder's capital gains tax group (subject to anti avoidance provisions) in the same or future tax periods of account.

The treatment of a corporate Shareholder on the Reduction of Capital and Return of Capital is subject to the possible application of anti-avoidance provisions described in paragraph 5 below.

4. Stamp Duty and Stamp Duty Reserve Tax ("SDRT")

Set out below is a general guide to the application of United Kingdom stamp duty and SDRT to the Proposals. Special rules apply to certain categories of people (including certain market intermediaries, depositions and clearance services and their operators, nominees or agents).

No stamp duty or SDRT will be payable on the Capitalisation Issue.

The cancellation of the B Shares will not give rise to a liability to stamp duty or SDRT.

5. Anti-Avoidance Provisions

Part 15 of the Corporation Tax Act 2010 ("**CTA 2010**") (sections 731 – 751) and Chapter 1 of Part 13 of the Income Tax Act 2007 ("**Chapter 1 ITA 2007**") permits HMRC in certain circumstances to issue a Shareholder within the charge to income tax with a 'counteraction notice' adjusting the tax position of that Shareholder such that he is liable to tax on what would otherwise be a capital receipt as an income receipt. This could mean that:

1. UK corporate Shareholders could be treated as receiving a distribution which will not be subject to UK tax but will prevent them from claiming a capital loss; or
2. for UK resident individuals, a higher rate taxpayer could be subject to income tax at an effective rate of 25 per cent. of the cash received,

instead of being subject to the tax treatment described in paragraph 3 above. The Company would not expect Chapter 1 ITA 2007 nor Part 15 of the CTA 2010 to apply but Shareholders should note that the Company has not made, and does not intend to make, an application to HMRC seeking clearance that these provisions will not be applied.

Non-United Kingdom Shareholders

Shareholders who are not resident in the United Kingdom or who are citizens, residents or nationals of other countries should consult their professional advisers to ascertain whether the Proposals will be subject to any restrictions or requires compliance with any formalities imposed by the laws or regulations of, or any body or authority located in, the jurisdiction in which they are resident or to which they are subject. In particular, it is the responsibility of any Shareholder not resident in the United Kingdom or a citizen, resident or national of another country to satisfy himself as to full observance of the laws of each relevant jurisdiction in connection with the Proposals including the obtaining of any government, exchange control or other consents which may be required, or the compliance with other necessary formalities needing to be observed and the payment of any issue, transfer or other taxes or duties in such jurisdiction.

The distribution of this document in certain jurisdictions may be restricted by law. Persons into whose possession this document comes should inform themselves about and observe any such restrictions. Neither this document nor any other document issued or to be issued by or on behalf of the Company in connection with the issue or cancellation of the B Shares constitutes an invitation, offer or other action on the part of the Company in any jurisdiction in which such invitation, offer or other action is unlawful.

Action to be taken

You will find enclosed a Form of Proxy for use in relation to the General Meeting. Whether or not you intend to be present in person at the General Meeting, you are requested to complete, sign and return the Form of Proxy by post or by hand to Neville Registrars at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA as soon as possible but in any event so as to arrive by not later than 11.00 a.m. on 8 October 2010. Completion and return of the Form of Proxy will not preclude you from attending the General Meeting and voting in person should you so wish.

Recommendation

The Directors are unanimously in favour of the Proposals, which they consider to be in the best interests of Shareholders. Accordingly the Directors unanimously recommend Shareholders to vote in favour of the Resolution as they intend to do so in respect of their own beneficial shareholdings which amount in aggregate to 811,333 Ordinary Shares (representing 1.68 per cent. of the existing issued Ordinary Shares).

Yours faithfully

Sean Finlay

Non-executive Chairman

Aurum Mining Plc

(Incorporated in England and Wales under the Companies Act 1985 with Registered No. 5059457)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a GENERAL MEETING of Aurum Mining plc (the "Company") will be held at the offices of Lawrence Graham LLP, 4 More London Riverside, London SE1 2AU at 11.00 a.m. on 12 October 2010 for the purpose of considering and, if thought fit, passing the following resolution as a special resolution:

Special Resolution

THAT:

- (a) the Directors be and are hereby authorised to appropriate up to £7,723,991.25 standing to the credit of the Share Premium Account of the Company and to apply such sum in paying up in full up to 51,493,275 B shares of 15 pence each (the "B Shares") having the rights and being subject to the conditions set out in paragraph (b) of this resolution and pursuant to Section 551 of the Companies Act 2006 to allot and issue such B Shares credited as fully paid up, up to an aggregate nominal amount of 15 pence per B Share, to the holders of the ordinary shares in the capital of the Company (the "Ordinary Shares") on the basis of one B Share for each Ordinary Share held and recorded on the register of members of the Company at 6.00 p.m. on the Record Date (as defined in the Circular sent to Shareholders of the Company on 24 September 2010) provided that the authority hereby conferred shall expire on 31 December 2010.
- (b) the B Shares which the Directors are authorised to allot and issue pursuant to paragraph (a) above shall have the rights and be subject to the conditions set out below:

Income

The holders of the B Shares shall not be entitled to participate in the profits of the Company.

Attendance and Voting at General Meetings

The holders of the B Shares shall not be entitled to receive notice of any general meeting of the Company or to attend, speak or vote at any such meeting.

Transfer

The B Shares are not transferable.

Form

The B Shares are non-renounceable and shall not be listed on any stock exchange nor shall any share certificates be issued in respect of such shares.

Class Rights

The Company may from time to time create, allot and issue further shares, whether ranking *pari passu* with or in priority to the B Shares, and on such creation, allotment or issue of any further shares (whether or not ranking in any respect in priority to the B Shares) shall be treated as being in accordance with the rights attaching to the B Shares and shall not involve a variation of such rights for any purpose or require the consent of the holders of the B Shares.

Any reduction by the Company of the capital paid up on the B Shares shall be in accordance with the rights attaching to the B Shares and shall not involve a variation of such rights for any purpose and the Company shall be authorised at any time to reduce its capital (subject to the confirmation of the Court in accordance with the statutes) without obtaining the consent of the holders of the B Shares.

Return of Capital

On a return of capital on a winding up of the Company or otherwise there shall be paid to each of the holders of the B Shares the sum of 15 pence per share, being the nominal value of the B Shares, such payments to be made in priority to any payments made to the holders of Ordinary Shares.

The holders of the B Shares shall not be entitled to any further right of participation in the assets of the Company;

- (c) subject to and conditional upon the allotment and issue of B Shares pursuant to the authority granted to Directors under paragraph (a) of this resolution, the share capital of the Company be reduced by cancelling and extinguishing all the issued B Shares of 15 pence each and repaying the capital thereon to the holders of such issued B Shares.

By Order of the Board

Haresh Kanabar
Secretary

Registered Office:
122 Great James Street
London WC1N 3ES

Dated 24 September 2010

Notes:

1. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. The proxy need not be a member of the company. Completion and return of a Form of Proxy will not preclude members from attending or voting in person at the meeting if they so wish.
2. Members 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. Please contact the Company's Registrars, Neville Registrars if you wish to appoint more than one proxy.
3. A vote withheld option is provided on the Form of Proxy to enable you to instruct your proxy not to vote on any particular resolution. However, it should be noted that a vote withheld in this way is not a "vote" in law and will not be counted in the calculation of the votes "For" and "Against" a resolution.
4. To be valid a Form of Proxy, together with a power of attorney or other authority, if any, under which it is executed or a notarially certified copy thereof, must be deposited at the Company's Registrars, Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA not less than 48 hours before the time for holding the meeting or adjourned meeting (save that weekends, Christmas Day, Good Friday and any bank holiday within the UK shall not count in the 48 hour period). A Form of Proxy is enclosed with this notice and instructions for use are shown on the form.
5. In the case of a corporation, the Form of Proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
6. 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 any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

7. The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company as at 11.00a.m. on 8 October 2010 shall be entitled to attend and vote, whether in person or by proxy, at the General Meeting, in respect of the number of ordinary shares in the capital of the Company registered in their name at that time. Changes to entries in the register of members after 11.00 a.m. on 8 October 2010 shall be disregarded in determining the rights of any person to attend or vote at the General Meeting.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual. CREST personal members, sponsored CREST members and 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 for them.
9. To complete a valid proxy appointment or instruction using the CREST service, the 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. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must in order to be valid, be transmitted and received by Neville Registrars (Participant ID: 7RA11) 48 hours before the time fixed for the meeting (or adjournment thereof) (save that weekends, Christmas Day, Good Friday and any bank holiday within the UK shall not count in the 48 hour period). The time of receipt of the instruction will be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which Neville Registrars 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.
10. CREST members and, where applicable, 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 apply 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 ensure that his CREST sponsor or voting service provider(s) take(s) the necessary action to ensure that a message is transmitted by means of the CREST system by a particular time. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should refer to the sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. The Company may treat a CREST Proxy Instruction as invalid as set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Aurum Mining Plc

(Incorporated in England and Wales under the Companies Act 1985 with Registered No. 5059457)

Form of Proxy

for use at the General Meeting to be held on 12 October 2010 at 11.00 a.m.

I/We (names in full) _____

PLEASE USE BLOCK CAPITALS

of _____

being a member of Aurum Mining Plc (the "Company") appoint the Chairman of the meeting or (see note 2)

as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held at the offices of the Company's solicitors at Lawrence Graham LLP, 4 More London Riverside, London SE1 2AU on 12 October 2010 at 11.00 a.m. and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolution as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

SPECIAL RESOLUTION

To:

For Against Vote
withheld

(a) approve the capitalisation of part of the amount standing to the credit of the share premium account of the Company and to authorise the Directors to allot the B Shares;

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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(b) approve the rights and conditions of the B Shares; and

(c) approve a reduction of capital of the Company by the cancellation of the B Shares.

Signature _____

Date _____ 2010

Notes

- As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. 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.
- A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name where indicated above. If you sign and return this proxy form with no name inserted above, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
- 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 Neville Registrars.
- To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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.
- To appoint a proxy using this form, the form must be completed and signed, sent or delivered to Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands BD63 3DA and received by Neville Registrars not later than 11.00 a.m. on 8 October 2010.
- In the case of a member which is a company, this 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 this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 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).
- 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.
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual. CREST personal members, sponsored CREST members and 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 for them.
- To complete a valid proxy appointment or instruction using the CREST service, the 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. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must in order to be valid, be transmitted and received by Neville Registrars (Participant ID 7RA11) 11.00 a.m. on 8 October 2010. The time of receipt of the instruction will be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Capita Registrars 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, 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 apply 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 ensure that his CREST sponsor or voting service provider(s) take(s) the necessary action to ensure that a message is transmitted by means of the CREST system by a particular time. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should refer to the sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- The Company may treat a CREST Proxy Instruction as invalid as set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

PLEASE INSERT INTO PRE-PAID ENVELOPE SUPPLIED



