

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (“FSMA”).

If you have sold or otherwise transferred all of your registered holding of Ordinary Shares in Minerva Resources PLC (the “Company”), please forward this document together with the accompanying Form of Proxy immediately to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or transferred only part of your registered holding of Ordinary Shares in the Company, you should retain this document and the accompanying document.

MINERVA RESOURCES PLC

*(Incorporated under the Companies Act 1985 and registered in England and Wales
with registered number 4832551)*

Notice of General Meeting

Notice of a General Meeting of the Company to be held at the Registered Office of the Company at the offices of Sprecher Grier Halberstam LLP, One America Square, Crosswall, London EC3N 2SG at 10.00 a.m. on 28 August 2008 is set out at the end of this document. Whether or not you intend to be present at the General Meeting, you will find enclosed a Form of Proxy for use at the General Meeting that you are requested to complete. The Form of Proxy, to be valid, should be completed, signed and returned to the Company’s registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received no later than 10.00 a.m. on 26 August 2008, being 48 hours before the time appointed for the holding of the meeting. 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.

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DIRECTORS, SECRETARY AND ADVISERS

Directors	Andrew Edward Daley (<i>Non-executive Chairman</i>) Terrance Alexander Ward (<i>Managing Director</i>) Roger Clegg (<i>Non-executive Director</i>) John Michael Bottomley (<i>Non-executive Director</i>)
Company Secretary and Registered Office	John Michael Bottomley One America Square Crosswall London EC3N 2SG
Nominated Adviser and Broker	WH Ireland Limited 5th Floor 24 Martin Lane London EC4R 0DR
Solicitors to the Company	Fasken Martineau Stringer Saul LLP 17 Hanover Square London W1S 1HU
Auditors	BDO Stoy Hayward LLP 55 Baker Street London W1U 7EW
Registrars	Capita Registrars Northern House Woodsome Park Fenay Bridge Huddersfield West Yorkshire HD8 0GA
Website	www.minervaresources.com

DEFINITIONS

The following definitions apply throughout this document and the Form of Proxy unless the context requires otherwise:

“CA 1985”	the Companies Act 1985;
“CA 2006”	the Companies Act 2006 to the extent it has come into force;
“Company” or “Minerva”	Minerva Resources PLC;
“Directors” or “Board”	the directors of the Company, at the date of this document whose names are set out on page 3 of this document together with, where the context so requires, their families and persons connected with them (within the meaning of section 252 of the CA 2006);
“Form of Proxy”	the form of proxy accompanying this document for use by Shareholders in connection with the GM (or any adjournment thereof);
“General Meeting” or “GM”	the general meeting of the Company to be held at the offices of Sprecher Grier Halberstam LLP, One America Square, Crosswall, London EC3N 2SG at 10.00 a.m. on 28 August 2008 (or any adjournment thereof), notice of which is set out at the end of this document, or any adjournment thereof;
“Ordinary Shares”	ordinary shares of £0.025 each in the capital of the Company;
“Resolutions”	the resolutions to be proposed at the GM and set out in the notice of the GM at the end of this document; and
“Shareholder”	a holder of Ordinary Shares.

LETTER FROM THE CHAIRMAN OF THE COMPANY
MINERVA RESOURCES PLC

(Registered in England and Wales No. 4832551)

Directors:

Andrew Edward Daley *(Non-executive Chairman)*
Terrance Alexander Ward *(Managing Director)*
Roger Clegg *(Non-executive Director)*
John Michael Bottomley *(Non-executive Director)*

Registered Office:

One America Square
Crosswall
London
EC3N 2SG

4 August 2008

To Shareholders and, for information only, to the holders of options. You are advised to read the whole of this document and not just this letter.

Dear Shareholder,

NOTICE OF GENERAL MEETING

1. Introduction

The Company has previously announced in its interim statement that it is seeking funding to continue the development of its assets and to provide additional working capital. In order to facilitate this the Company is convening a general meeting to seek Shareholder approval to increase the Company's authorised share capital, to allow the Directors to allot unissued share capital, and to allow the issue of shares on a non pre-emptive basis.

The Directors consider that it is in the best interests of the Company and its Shareholders as a whole that the Directors be authorised and enabled to allot further Ordinary Shares and unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the GM.

2. General Meeting

You will find set out at the end of this document a notice convening the GM to be held at the offices of Sprecher Grier Halberstam LLP, One America Square, Crosswall, London EC3N 2SG at 10.00 a.m. on 28 August 2008, for the purpose of considering, and, if thought fit, passing:

- (i) Resolution 1, which is an ordinary resolution to approve an increase in the authorised share capital of the Company from £5,000,000 to £10,000,000 by the creation of an additional 200,000,000 Ordinary Shares, representing an increase of 100 per cent. over the current authorised share capital of the Company – the principal reason for this increase is to enable the Directors to issue the further Ordinary Shares so as to fund its operations;
- (ii) Resolution 2, which is an ordinary resolution to authorise the Directors under section 80 of the CA 1985 to allot unissued Ordinary Share capital up to an aggregate nominal value of £4,100,000, being 147 per cent. of the current issued share capital – if passed, this authority will expire on the earlier of 31 March 2009 and the conclusion of the annual general meeting of the Company in 2009 and will give the Directors authority to allot 164,000,000 Ordinary Shares; and
- (iii) Resolution 3, which is a special resolution, subject to Resolutions 1 and 2 above being passed, to disapply the provisions of section 89 of the CA 1985 (statutory pre-emption provisions) to empower the Directors to allot equity securities in up to an aggregate nominal value of £4,100,000 – if given, this authority will expire at the same time as the authority to be given by Resolution 2 expires.

3. Action to be taken

Shareholders will find enclosed with this document a Form of Proxy for use in connection with the GM.

Shareholders, whether or not they propose to attend the General Meeting in person, are requested to complete, sign and return the Form of Proxy, in accordance with the instructions printed thereon, so as to be received by the Company's registrars, Capital Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and, in any event, by not later than 10.00 a.m. on 26 August 2008. Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting in person if they wish to do so.

4. Recommendation

The Directors consider that it is in the best interests of the Company and its Shareholders as a whole that the Directors should have flexibility to allot further Ordinary Shares.

The Directors unanimously recommend that Shareholders vote in favour of the Resolutions, as they have undertaken to do so in respect of their own beneficial holdings of Ordinary Shares, representing in aggregate approximately 2.3 per cent. of the issued share capital of the Company at the date of this document.

Yours faithfully

Andrew Edward Daley
Chairman

NOTICE OF GENERAL MEETING

MINERVA RESOURCES PLC

(Registered in England and Wales under number 4832551)

Notice is hereby given that a General Meeting of Minerva Resources PLC (the “Company”) will be held at the offices of Sprecher Grier Halberstam LLP, One America Square, Crosswall, London EC3N 2SG at 10.00 a.m. on 28 August 2008 for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolutions 1 and 2 will be proposed as ordinary resolutions and Resolution 3 will be proposed as a special resolution:

ORDINARY RESOLUTIONS

- 1 **THAT** the authorised share capital of the Company be increased from £5,000,000 to £10,000,000 by the creation of an additional 200,000,000 ordinary shares of £0.025 each, such shares to form one class with and to rank *pari passu* in all respects with the existing ordinary shares of £0.025 each in the Company’s share capital and having the rights and being subject to the restrictions set out in the articles of association of the Company.
- 2 **THAT** the Directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the “CA 1985”) to allot relevant securities (as defined in section 80(2) of the CA 1985) of the Company up to a maximum aggregate nominal amount of £4,100,000 provided that:
 - (a) this authority shall expire at the conclusion of the annual general meeting of the Company in 2009 or, if earlier, 31 March 2009, unless previously revoked, varied or renewed by the Company in general meeting;
 - (b) the Company shall be entitled to make, prior to the expiry of such authority, any offer or agreement which would or might require relevant securities to be allotted after the expiry of such authority and the Directors may allot any relevant securities pursuant to such offer or agreement as if such authority had not expired; and
 - (c) all prior authorities to allot relevant securities pursuant to section 80 of the CA 1985 be revoked but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.

SPECIAL RESOLUTION

- 3 **THAT** subject to and conditional upon Resolutions 1 and 2 in the notice of meeting dated 4 August 2008 being duly passed as ordinary resolutions and such resolutions becoming effective:
 - (a) the Directors be granted power pursuant to section 95 of the Companies Act 1985 (the “CA 1985”) to allot equity securities (as defined in section 94(2) of the CA 1985) for cash pursuant to the authority conferred by resolution 2 as if section 89(1) of the CA 1985 did not apply to any such allotment provided that this power shall be limited to the allotment for cash of equity securities up to an aggregate nominal amount of £4,100,000, and this power shall expire at the conclusion of the annual general meeting of the Company in 2009 or, if earlier, 31 March 2009 unless previously varied, revoked or renewed by the Company in general meeting provided that the Company may, before such expiry, make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if the power hereby conferred had not expired; and
 - (b) all prior powers granted under section 95 of the CA 1985 be revoked provided that such revocation shall not have retrospective effect.

Dated 4 August 2008

By Order of the Board
MINERVA RESOURCES PLC
John Michael Bottomley
Secretary

Registered Office
One America Square, Crosswall
London
EC3N 2SG

NOTES

Entitlement to attend and vote

1. 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 at:
 - 10.00 a.m. on 26 August 2008; or,
 - if this Meeting is adjourned, at 10.00 a.m. on the day two days prior to the adjourned meeting,shall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. 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 the Meeting and you should have received a Form of Proxy. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy.
3. 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 Form of Proxy are set out in the notes to the Form of Proxy. 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.
4. 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.
5. If you do not give your proxy an indication of how to vote on any resolution, 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. 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.

Appointment of proxy by joint members

6. 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).
7. Where there are joint holders of a share, any one of them may vote at any meeting either personally or by proxy in respect of the shares as if he were solely entitled to it, but if more than one joint holder is present at a meeting either personally or by proxy, that one of them whose name stands first in the register of members in respect of the share shall alone be entitled to vote in respect of it.

Appointment of proxy using hard copy Form of Proxy

8. The notes to the Form of Proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the Form of Proxy, the form must be:

- completed and signed;
- sent or delivered to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
- received by Capita Registrars no later than 48 hours prior to the meeting.

In the case of a member which is a company, the Form of Proxy 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 Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

Changing proxy instructions

9. 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 Form of Proxy and would like to change the instructions using another hard-copy Form of Proxy, please contact Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

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

10. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. 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.

The revocation notice must be received by Capita Registrars no later than 12 hours before 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

11. As at 6.00pm on 1 August 2008, the Company's issued share capital comprised 111,742,960 ordinary shares of £0.025 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 as at 6.00pm on 1 August 2008 is 111,742,960.