

NOTICE OF GENERAL MEETING

CENTRAL AFRICAN GOLD PLC



Notice is hereby given that a General Meeting of Central African Gold plc (the ‘**Company**’) will be held at the offices of Salans LLP at Millennium Bridge House, 2 Lambeth Hill, London EC4V 4AJ on 30 June 2010 at 3.30 p.m.

You will be asked to consider and vote on the resolution below which will be proposed as an ordinary resolution.

Ordinary Resolution

To receive the accounts of the Company for the period ended on 31 December 2009, together with the report thereon of the directors of the Company.

By order of the Board

Roy Pitchford
Acting Chairman and Chief Executive Officer

7 June 2010

Notes:

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and to speak and vote on their behalf at the meeting. A member may appoint more than one proxy in relation to the meeting. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company.
2. Completion and return of a Form of Proxy will not preclude ordinary shareholders from attending and voting at the meeting, if they so wish.
3. To be effective, the Form of Proxy must be lodged with the Company’s registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 3TU not later than 48 hours before the time of the meeting or any adjournment thereof, together, if appropriate, with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or, where the Form of Proxy has been signed by an officer on behalf of a corporation, a notarially certified copy of the authority under which it is signed.
4. In the case of a joint holding, a Form of Proxy need only be signed by one joint holder. If more than one such joint holder lodges a Form of Proxy only that of the holder first on the register of members will be counted. Any alterations made to this Form of Proxy should be initialled.
5. In the case of a corporation, this Form of Proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised.

6. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members in order to have the right to attend and vote at the General Meeting is at 3.30 p.m. on 28 June 2010, (being not more than 48 hours prior to the time fixed for the Meeting) or, if the Meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the Meeting.
7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising 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.
8. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Company's agent, Capita Registrars (whose CREST ID is RA10) by the specified latest time(s) for receipt of proxy appointments. 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 325 of the Uncertificated Securities Regulations 2001.

9. As an alternative to completing your hard copy Form of proxy, you can appoint a proxy electronically at www.capitashareportal.com. For an electronic appointment to be valid, your appointment must be received no later than 3.30 p.m. on 28 June 2010.