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If you have sold or otherwise transferred all of your Ordinary Shares in the Company, please forward this document, together with the accompanying documents, at once to the purchaser or transferee or the bank, stockbroker, or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. The distribution of this document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document 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.

AFRICAN COPPER PLC

(Incorporated in England and Wales with registered number 5041259)

Circular

Notice of Annual General Meeting

There is set out at the end of this document notice of the Annual General Meeting of the Company to be held at the offices of Numis Securities Ltd, The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT. A Form of Proxy for use at the Annual General Meeting is enclosed. **To be valid, Forms of Proxy should be completed in accordance with the instructions printed thereon and returned so as to be received by the Company's registrars, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, not later than 6.00 p.m. (London time) on 28 July 2009.** Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting at the meeting should they so wish.

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

"Annual General Meeting" or "AGM"	the annual general meeting of the Company convened for 30 July 2009
"Company"	African Copper plc
"Directors" or "Board"	the directors of the Company
"Form of Proxy"	the form of proxy accompanying this document
"Mowana Mine"	the Mowana copper mine in Botswana
"Notice" or "Notice of Annual General Meeting"	the notice of Annual General Meeting set out at the end of this document and before the appendices
"Ordinary Shares"	ordinary shares of 1p each in the Company
"Shareholders"	shareholders of the Company

Letter From The Chairman

AFRICAN COPPER PLC

(Registered in England and Wales No. 5041259)

Directors:

David Rodier (Non-executive Chairman)
Chris Fredericks (Chief Executive Officer)
Bradley Kipp (Finance Director)
Roy Corrans (Non-executive Director)
David Jones (Non-executive Director)
Jordan Soko (Non-executive Director)

Registered and Head Office:

100 Pall Mall
St James's
London
SW1Y 5HP

26 June 2009

To Shareholders and, for information only, to the holders of Options

Dear Shareholder

Annual General Meeting

You will find set out at the end of this document, a Notice convening the Annual General Meeting of the Company to be held at 11.00 a.m. (London time) on 30 July 2009. The Company's annual report and accounts for the financial year ended 31 December 2008 were sent to shareholders as part of the Company's circular dated 9 April 2009. If you require a further copy of the accounts, you may view them on SEDAR at www.sedar.com, or write to the Company Secretary at the address set out above. You will also find enclosed with this document, a Management Proxy Circular as at 26 June 2009, which is required by Canadian securities laws, which provides further information in relation to the matters to be proposed at the Annual General Meeting as well as certain further information relating to the Company, the Directors and the management of the Company.

Aside from the ordinary business to be considered at the Annual General Meeting, the Directors will be proposing two items of special business as follows:

- **Resolution 8 – Increase in authorised share capital and Directors' authority to allot shares**

Resolution 8 will be proposed as an ordinary resolution (requiring a majority in excess of 50 per cent. of those voting) to increase the authorised share capital from £15,000,000 to £20,000,000 by the creation of an additional 500,000,000 ordinary shares of 1p each and to grant a new replacement authority, to allot unissued share capital of the Company up to an aggregate nominal value of £9,563,073 (equivalent to 956,307,300 ordinary shares of 1p each), representing 116.14 per cent. of the total issued ordinary share capital.

On 18 June 2009, the Company and its subsidiaries entered into a conditional term loan agreement in an aggregate principal amount of up to US\$31,122,100 ("**Convertible Loan Facility**") with Zambia Copper Investments Limited ("**ZCI**"), the Company's controlling shareholder. The Convertible Loan Facility will not become effective until certain conditions are satisfied including the shareholders of ZCI approving the Convertible Loan Facility, and the perfection of the security granted to ZCI over the assets of Messina Copper (Botswana) (Proprietary) Limited, the Company's principal operating subsidiary, including the Mowana Mine. Subject to shareholder approval, US\$8,379,100 (£5,563,073, using an exchange rate of £1 = US\$1.5062), of the Convertible Loan Facility is convertible at the option of ZCI into Ordinary

Shares in the Company at a conversion rate of 1p per Ordinary Share (subject to usual adjustment) ("**Conversion Rights**"). Accordingly, £5,563,073 (equivalent to 556,307,300 Ordinary Shares) of the above authority to be conferred by Resolution 8 will, if granted, be reserved for the issue of Ordinary Shares to ZCI under the conversion terms of the Convertible Loan Facility. If given, this authority will expire on 30 September 2013 which is the expected date of expiry of the Convertible Loan Facility. The remaining £4,000,000 (equivalent to 400,000,000 Ordinary Shares, representing 48.58% of the total issued share capital) of the above authority to be conferred by Resolution 8 will, if granted, be reserved for the issue of Ordinary Shares as and when necessary to fund the ongoing capital requirements of the Company. If given, this authority will expire at the conclusion of the next annual general meeting or, if earlier, on the date 15 months from the date the resolution is passed.

ZCI is currently interested in 82.16 per cent. of the issued ordinary share capital of the Company. Were ZCI to exercise its Conversion Rights under the Convertible Loan Facility in full, ZCI's interest in the Company would increase to 89.36 per cent. of the enlarged issued ordinary share capital. Aside from any issues of Ordinary Shares to ZCI pursuant to the Conversion Rights, the Directors have no current intention to issue any other shares pursuant to this authority.

• ***Resolution 9 - Disapplication of pre-emption rights***

Resolution 9 will be proposed as a special resolution (requiring a 75 per cent. majority of those voting) to allow the Directors to allot equity securities for cash pursuant to the authority granted under Resolution 9 other than to existing Shareholders in proportion to their holdings up to a maximum aggregate nominal value of £9,563,073 (equivalent to 956,307,300 Ordinary Shares), representing approximately 116.14 per cent. of the issued ordinary share capital. Subject to shareholder approval, £5,563,073 (equivalent to 556,307,300 Ordinary Shares) of this power, will, if granted, like Resolution 8 be reserved for the issue of Ordinary Shares to ZCI pursuant to the Conversion Rights of the Convertible Loan Facility. If given, this authority will expire on 30 September 2013 which is the expected date of expiry of the Convertible Loan Facility. The remaining £4,000,000 (equivalent to 400,000,000 Ordinary Shares) of this power will, if granted, like Resolution 8 be reserved for the issue of Ordinary Shares as and when necessary to fund the ongoing capital requirements of the Company. If given, this authority will expire at the conclusion of the next annual general meeting or, if earlier, on the date 15 months from the date the resolution is passed.

Resolutions 8 and 9 do not comply with investor protection committee guidelines, but the Directors believe it is in the best interests of the Company for it to have flexibility to allot shares to meet the on-going capital requirements of the Company and to do so on a non pre-emptive basis, particularly in view of the cost and timing implications of having to comply with both UK and Canadian rules and regulations (as applicable) relating to an issue of shares which is pro rata to Shareholders' interests which is likely to require the production of a prospectus.

Action to be Taken

Shareholders will find enclosed with this document, a Form of Proxy for use at the Annual General Meeting. It is important that Shareholders complete and sign the enclosed Form of Proxy in accordance with the instructions printed thereon and return it to the Company's registrars, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible and in any event so as to arrive no later than 6.00 p.m. on 28 July 2009. Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting at the Annual General Meeting, should they wish to do so.

Recommendation

The Directors consider Resolutions 8 and 9 to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend Shareholders to vote in favour of Resolutions 8 and 9 to be proposed at the Annual General Meeting, as they intend to do in respect of their own beneficial holdings of Ordinary Shares amounting, in aggregate, to approximately 0.22 per cent. of the existing issued ordinary share capital of the Company. ZCI has also indicated its intention to the Company to vote in favour of Resolutions 8 and 9 in respect of its beneficial holding of

Ordinary Shares amounting, in aggregate, to approximately 82.16 per cent. of the existing issued ordinary share capital of the Company.

Yours sincerely

David Rodier
Non-Executive Chairman

NOTICE OF ANNUAL GENERAL MEETING

AFRICAN COPPER PLC

Notice is hereby given that the Annual General Meeting of the Company will be held at the offices of Numis Securities Ltd, The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT on 30 July 2009 at 11.00 a.m. (London time) for the following purposes:

ORDINARY BUSINESS

To consider and, if thought fit, pass the following resolutions:

1. To receive and adopt the Reports of the directors and auditors and the financial statements for the year ended 31 December 2008.
2. To re-elect David Rodier as a director.
3. To re-elect Jordan Soko as a director.
4. To re-elect Roy Corrans as a director.
5. To re-elect Chris Fredericks as a director.
6. To re-elect Brad Kipp as a director.
7. To re-appoint PKF (UK) LLP as auditors of the Company to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the directors to fix their remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions of which number 8 will be proposed as an ordinary resolution and number 9 will be proposed as a special resolution:

INCREASE IN AUTHORISED SHARE CAPITAL AND AUTHORITY TO ALLOT SHARES

8. THAT:
 - (i) the authorised share capital of the Company be increased from £15,000,000 to £20,000,000 by the creation of an additional 500,000,000 Ordinary Shares of 1 pence each identical to and ranking pari passu with the existing Ordinary Shares in the capital of the Company;
 - (ii) in substitution for all previous authorities to the extent not used, the directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "**Act**") , to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of:
 - (A) £5,563,073, provided that this authority shall expire on 30 September 2013; and
 - (B) £4,000,000, provided that this authority shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the Annual General Meeting of the Company in 2009,

save that the Company may before the expiry of the authority granted in (A) or (B) make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

DISAPPLICATION OF PRE-EMPTION RIGHTS

9. That, subject to the passing of Resolution 8, in substitution for all previous powers to the extent not used, the directors be and are hereby authorised to allot equity securities (as defined in section 94(2) of the Act) of the Company for cash pursuant to the authority conferred by resolution 8 above as if section 89 of the Act did not apply to any such allotment, until:

- (a) in the case of the authority granted pursuant to paragraph (A) of resolution 8 above, 30 September 2013; and
- (b) in the case of the authority granted pursuant to paragraph (B) of resolution 8 above, the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the Annual General Meeting of the Company to be held in 2009,

provided that the Company may, before the expiry of the authority granted in (a) or (b), make an 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 such authority had not expired.

By Order of the Board

Susan Wallace
Secretary

26 June 2009

Registered Office
100 Pall Mall
St James's
London SW1Y 5HP

NOTES:

1. A Shareholder is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the Annual General Meeting. A Shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder.
2. A Form of Proxy is enclosed. The appointment of a proxy will not prevent a Shareholder from subsequently attending and voting at the meeting in person.
3. To be effective, the instrument appointing a proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be sent to the Company's Registrars, Computershare Investor Services PLC, PO Box 1075, The Pavilions, Bridgwater Road, Bristol, BS99 3FA, so as to arrive no later than 6.00 p.m. (London time) on 28 July 2009 or 48 hours before the time for holding any adjournment of the meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used.
4. Holders of Ordinary Shares are entitled to attend and vote at general meetings of the Company. The total number of issued Ordinary Shares in the Company on 25 June 2009, which is the latest practicable date before the publication of this document, was 823,429,500. On a vote by show of

hands every Shareholder who is present has one vote and every proxy present who has been duly appointed by a Shareholder entitled to vote has one vote. On a poll vote every Shareholder who is present in person or by proxy has one vote for every Ordinary Share of which he is the holder.

5. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that entitlement to attend and vote at the AGM, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at 6.00 p.m. (London time) on 28 July 2009 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.
6. Shareholders should note that the doors to the AGM will be open at 10.30 a.m. (London time).
7. In order to facilitate voting by corporate representation at the AGM, arrangements will be put in place at the AGM so that (i) if a corporate Shareholder has appointed the Chairman of the AGM as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that Shareholder at the AGM, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate Shareholder attends the AGM but the corporate Shareholder has not appointed the Chairman of the AGM as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate Shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives- www.icsa.org.uk – for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.
8. Copies of executive directors' service agreements, and copies of the terms and conditions of appointment of non-executive directors and a copy of the memorandum and articles of association are available for inspection at the Company's registered office during normal business hours from the date of this notice until the close of the Annual General Meeting (Saturdays, Sundays and public holidays excepted) and will be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the meeting.