

Company number 27767

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTION

OF

ANTOFAGASTA RAILWAY COMPANY PLC
(the "Company")

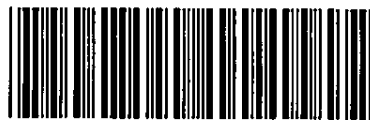
At a separate MEETING of the holders of the ordinary shares of £1 00 each (the "**Ordinary Shares**") in the capital of the Company, duly convened, and held at 5 Princes Gate, London SW7 1QJ on the 30th day of September 2008 at 5 00pm UK time (12 noon Chilean time) the following extraordinary resolution was duly passed

THAT, this separate meeting of the holders of the Ordinary Shares hereby sanctions and consents to the passing and implementation of the resolution set out in the notice dated 30 September 2008 convening a general meeting of the Company on 30 September 2008, and sanctions and consents to any variation or abrogation of the rights attaching to the Ordinary Shares which is or may be effected by or involved in the passing or implementation of the said resolution

For and on behalf of
Petershill Secretaries Limited


Secretary

WEDNESDAY



LGE5Q46K

LD6

22/10/2008

44

COMPANIES HOUSE