

Company Number: 117615

**COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**

RESOLUTIONS

of

RIO TINTO ESTATES LIMITED

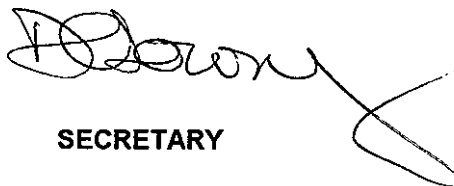
Passed on the 23rd day of October 1998

At an Extraordinary General Meeting of the above-named company duly convened and held on the 23rd day of October 1998 at 6 St. James's Square, London, SW1, the following resolutions were passed:

ELECTIVE RESOLUTIONS

"THAT the Company hereby elects:

- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting;
- (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
- (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually."


SECRETARY

