

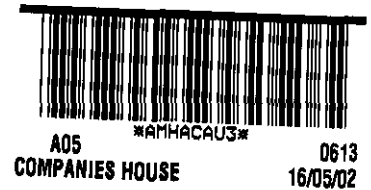
THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CLEVELAND POTASH LIMITED
("the Company")



Pursuant to Section 381A of the Companies Act 1985 (as amended)

Dated this 30 day of April 2002

In accordance with Section 381A of the Companies Act 1985 (as amended), we the undersigned, being all the members of the Company who at the date of this Resolution are entitled to attend and vote at a general meeting of the Company hereby pass the following resolutions in writing, Resolutions 1, 3, 4 and 5 to take effect as SPECIAL RESOLUTIONS and Resolution 2 to take effect as an ORDINARY RESOLUTION.

SPECIAL RESOLUTION

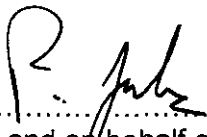
1. THAT the Articles of Association of the Company be amended by deleting in paragraph (D) of Article 4 the words "not less than one month's previous".

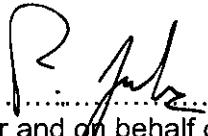
ORDINARY RESOLUTION

2. THAT the authorised share capital of the Company be increased to £47,000,000 by the creation of an additional 10,000,000 10% Redeemable Participating Preference Shares of £1 each.

SPECIAL RESOLUTIONS

3. THAT with immediate effect the directors be unconditionally authorised, pursuant to section 80, Companies Act 1985, to allot relevant securities (as defined in that Act) up to a maximum amount of £10,000,000 at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.
4. THAT the provisions of section 89(1) of the Companies Act 1985 shall be disapplied in respect of all allotments of shares made on the date hereof.
5. THAT subject to obtaining the consent of three fourths of the holders of the existing 10% Redeemable Participating Preference Shares in accordance with the Articles of Association, 10,000,000 shares of £1 each be redeemed by the Company at par at any time or times during the period of one week from the date hereof in such proportions and to such shareholder as is determined by the holders of the said 10% Redeemable Participating Preference Shares.


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For and on behalf of
Anglo American Finance (UK) PLC


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For and on behalf of
Cleveland Potash Investments Limited

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CLEVELAND POTASH LIMITED
("the Company")

Pursuant to Section 381A of the Companies Act 1985 (as amended)

Dated this 30 day of April 2002

In accordance with Section 381A of the Companies Act 1985 (as amended), we the undersigned, being all the members of the Company who at the date of this Resolution are entitled to attend and vote at a meeting of the holders of the 10% Redeemable Participating Preference Shares of the Company hereby pass the following resolutions in writing, Resolutions 1, 3, 4 and 5 to take effect as SPECIAL RESOLUTIONS and Resolution 2 to take effect as an ORDINARY RESOLUTION.

SPECIAL RESOLUTION

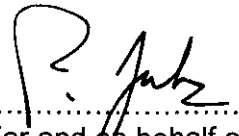
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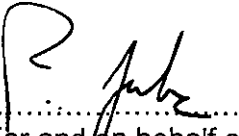
ORDINARY RESOLUTION

2. THAT the authorised share capital of the Company be increased to £47,000,000 by the creation of an additional 10,000,000 10% Redeemable Participating Preference Shares of £1 each.

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