

No 2401127

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**RESOLUTIONS**

**OF**

**BERKELEY MINERAL RESOURCES PLC**

**Passed 28 May 2015**

At the Annual General Meeting of the above named Company, duly convened, and held at 10 30 a.m. at The Courthouse Hotel, 19-21 Great Marlborough Street, London W1F 7HL on 28 May 2015 the following business was put to the meeting and Resolutions passed were as follows.

**ORDINARY RESOLUTIONS**

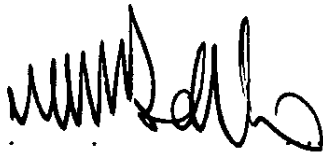
- 5 That the name of the Company be changed to BMR Mining PLC
- 6 That the Settlement Shares, being 24,279,376 in aggregate, be converted into 24,279,376 Deferred Shares of £0 09 each in the capital of the Company
- 7 (a) That each of the 1,319,654,510 ordinary shares (following conversion of the Settlement Shares into Deferred Shares in the Company) of £0 01 each in the capital of the Company be sub-divided into 1,319,654,510 ordinary shares of £0.001 each and 1,319,654,510 deferred shares of £0 009 each in the capital of the Company with such rights attaching to the ordinary shares and the deferred shares as set out in the Articles of Association of the Company as at the date of this notice (the "Articles"), and  
  
(b) That every 10 Ordinary Shares of £0 001 each in the capital of the Company in issue after the Share Sub-Division (approved at Resolution 7 above) be consolidated into one Ordinary Share of £0 01 each, such share having the rights and being subject to the restrictions set out in the Articles, provided that all fractional entitlements arising out of the Share Consolidation (including, without limitation, those arising by reason of there being fewer than 10 Ordinary Shares in any holding to consolidate) shall be aggregated together and the number of such shares so arising (including any remaining fractions) shall be sold in accordance with the Articles.



- 8 That, in accordance with section 551 of the United Kingdom Companies Act 2006 ("Act"), in substitution for any existing authority, the Directors be generally and unconditionally authorised to allot equity securities (as defined by section 560 of the Act) up to an aggregate nominal amount of £5,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next annual general meeting of the Company save that the Company may, before such expiry, make offer(s) or enter agreement(s) which would or might require shares to be allotted or equity securities to be granted after such expiry and the Directors may allot or grant equity securities in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired
- 9 That, in accordance with section 656 of the Act, given that, as at 30 June 2014, the Company's net assets were less than half of its called-up share capital, it is the Directors' view that the most appropriate course of action would be to continue to maintain tight control over the running costs of the Company and to wait for one or more of its investments to reach a stage at which it can be profitably realised. As such the Board does not recommend any additional action at the Annual General Meeting

#### SPECIAL RESOLUTION

- 10 That, conditional on passing Resolution 9 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash or non-cash consideration pursuant to the authority conferred in Resolution 9, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £5,000,000 and provided that this power shall expire on the earlier of conclusion of the next Annual General Meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired



Chairman



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company Number 2401127

The Registrar of Companies for England and Wales hereby certifies that  
under the Companies Act 2006:

**BERKELEY MINERAL RESOURCES PLC**

a company incorporated as public limited by shares; having its registered  
office situated in England and Wales; has changed its name to:

**BMR MINING PLC**

Given at Companies House on **28th May 2015**



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**