

No: 3885040

**The Companies Act 1985**  
**Company limited by shares**  
**Written Resolutions of the Shareholders**  
**of**  
**Wheal Jane Limited**

(passed on 16<sup>th</sup> November 2006)

Pursuant to Section 381A of the Companies Act 1985 we the undersigned being all of the members of the Company who are at the date of this Resolution entitled to attend and vote at a general meeting of the Company hereby resolve THAT:

**Special Resolution**

1. The directors are authorised to make the allotments authorised by a resolution passed today as if the pre-emption provisions of section 89(1) of the Companies Act 1985 did not apply to them.

**Ordinary Resolutions**

1. The existing ordinary shares of £0.50p each in the capital of the Company be divided into ordinary shares of £0.01p each.
2. The authorised share capital of the Company be increased from £1000 to £20,000 by the creation of 1,900,000 new ordinary shares of £0.01p each identical in all respects with the existing ordinary shares.
3. £19,100 representing part of the amount standing to the Company's reserve account be capitalised and be applied in paying in full at par for 1,910,000 shares of £0.01p in the Company's capital to be distributed as fully paid amongst the persons who were registered as holders of the ordinary shares in the Company's books on the date of this resolution pro rata in proportion to the existing shares held by them respectively (and any fractions of shares arising in the course of such distribution of shares shall be disregarded and the whole shares representing fractions be disposed of in such manner as the directors think fit).
4. The directors are authorised generally and without conditions for a period expiring five years from the date of this resolution to allot the unissued amount of the Company's capital at the date of this resolution or to allot those shares after that period but pursuant to an offer or agreement made during it.



K. L. WILTON

C. R. JONES

M. GIDDINGS

B. BALLARD

Dated: 23/11/06.