

AMARA MINING PLC

(Registered No. 4822520)

(the "Company")

CERTIFIED COPY RESOLUTIONS

THURSDAY



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COMPANIES HOUSE

At the Annual General Meeting 2013 of the members of the Company held at the offices of K&L Gates LLP, One New Change, London, EC4M 9AF on 5 June 2013 at 11 00 a m the following resolutions were passed

ORDINARY RESOLUTIONS

- 1 To receive and adopt the directors' report and financial statements for the year ended 31 December 2012 together with the auditors' report thereon
- 2 That Mr Peter Hain, who being appointed in March 2013 retires in accordance with the Company's articles of association and who, being eligible, offers himself for re-election, be re-elected as a director of the Company
- 3 To appoint BDO LLP as auditors of the Company to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the directors to fix their remuneration
- 4 To ratify and approve the grant of an aggregate of 7,532,500 options by the Company to employees and directors under the Unapproved Share Option Scheme since 25 June 2012
- 5 That all unallocated share options under the Company's Unapproved Share Option Scheme are approved, and that the Company have the ability to continue granting options under the Unapproved Share Option Scheme until 4 June 2016, which is the date that is three (3) years from the date of the shareholder meeting at which shareholder approval is being sought
- 6 That in substitution for any existing authority under section 551 of the Companies Act 2006 (the "Act") but without prejudice to the exercise of any such authority prior to the date of this resolution, the directors of the Company be generally and unconditionally authorised in accordance with that section to allot equity securities in the Company (as defined in section 560 of the Act) and to grant rights ("relevant rights") to subscribe for, or to convert any security into, shares in the Company
 - (a) up to an aggregate nominal amount of £560,378 22, and
 - (b) up to a nominal amount of £1,120,756 44 (after deducting from such limit any relevant securities allotted under paragraph (a) above) in connection with an offer by way of a rights issue
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings, and

- (ii) to holders of other equity securities as required by the rights of those securities or, as the directors of the Company otherwise consider necessary,

and to list such shares or relevant rights on any stock exchange, but subject to such exclusions, limits or restrictions or other arrangements as the directors of the Company may consider necessary, appropriate or expedient to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or any stock exchange in any territory or any other matter whatsoever,

and such authorisation (unless previously renewed, revoked or varied by the Company in general meeting) shall expire at midnight on 4 September 2014 or, if earlier, at the conclusion of the next annual general meeting of the Company save that the Company may at any time, in each case, before the expiry of this authorisation make an offer or enter into agreements which would, or might, require equity securities to be allotted or relevant rights to be granted after the expiry of this authorisation and the directors of the Company may allot equity securities or grant relevant rights in pursuance of any such offer or agreement as if the authorisation conferred by this resolution had not expired. All authorities and powers previously conferred upon the directors of the Company pursuant to section 80 of the Companies Act 1985 and section 551 of the Act shall be revoked but without prejudice to any exercise of such other authorities and powers prior to the date on which this resolution is passed

SPECIAL RESOLUTIONS

- 7 That, subject to the passing of Resolution numbered 6 above ("Section 551 Resolution"), and in substitution for any existing authority under sections 570 and 573 of the Act but without prejudice to the exercise of any such authority prior to the date of this resolution, the directors of the Company be and are hereby empowered in accordance with those sections to allot equity securities (within the meaning of section 560 (1), (2) and (3) of the Act) for cash, either pursuant to the Section 551 Resolution and/or by way of a sale of ordinary shares held by the Company as treasury shares, for cash, in each case as if section 561 (1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities and sale of treasury shares for cash

- (a) in the case of the authority granted under the Section 551 Resolution and/or in the case of any sale of treasury shares for cash (other than pursuant to sub-paragraph (b) below) having a nominal amount or giving the right to subscribe for or convert into relevant shares having a nominal amount, not exceeding in aggregate £168,113 47,
- (b) in connection with an offer of, or invitation to apply for, equity securities by way of rights to the holders of ordinary shares of 1 pence each in the capital of the Company in proportion (as nearly as may be practicable) to the existing respective numbers of such ordinary shares and other equity securities held by them, as required by the rights of those securities or as the directors of the Company otherwise consider necessary, on a record date fixed by the directors of the Company (but subject to such exclusions, limits, restrictions or other arrangements as the directors of the Company may consider necessary, appropriate or expedient to deal with treasury shares, fractional entitlements, record dates, any legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or any stock exchange in any territory or any other matter whatsoever,

and such power shall expire at midnight on 4 September 2014 or, if earlier, at the conclusion of the next annual general meeting of the Company, but so that this power shall enable the Company to make an offer or enter into an agreement before such expiry which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after such expiry and the directors of the Company may allot equity securities (and/or sell treasury shares) in pursuance of any such offer or agreement as if such expiry had not occurred. All authorities and powers previously conferred upon the directors of the Company pursuant to section 95 of the Companies Act 1985 and section 561 of the Act shall be revoked but without prejudice to any exercise of such other authorities and powers prior to the date on which this resolution is passed.

- 8 To amend the articles of association of the Company by the deletion of article 90 1 and its replacement with the following

"90 1 At each annual general meeting of the Company, the following Directors shall retire and be eligible for re-appointment

90 1.1 for so long as the Company is subject to the requirements of the TSX Company Manual and this requires the board of directors of the Company to permit security holders of each class or series to vote on the election of all directors to be elected by such class or series at each annual meeting of holders of listed securities, all of the Directors of the Company, and

90 1.2 if Article 90 1.1 does not apply, any Director bound to retire under Article 92 or Article 99, and

90 1.2 if Article 90 1.1 does not apply, any Director who was not appointed or re-appointed at one of the preceding two annual general meetings "

- 9 To amend the articles of association of the Company by the deletion of "£50,000,000" in the last sentence of Article 108 and its replacement with "£200,000,000".

CERTIFIED A TRUE COPY



Company Secretary