

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY SHARES

PRINT OF RESOLUTIONS

of

ZARI RESOURCES PLC



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COMPANIES HOUSE 14/11/2005
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Passed on 11 November 2005

At an Extraordinary General Meeting of the Company held on 11 November 2005, the following resolutions were duly passed:

ORDINARY RESOLUTIONS

1. THAT the offer by the Company for the entire issued and to be issued share capital of Genesis Petroleum Corporation Limited ("Genesis") be approved in accordance with Rule 14 of the AIM Rules for companies published by London Stock Exchange plc.
2. THAT the waiver granted by the Panel on Takeovers and Mergers of the obligation that would otherwise arise on the members of the Concert Party to make a general offer to the Shareholders of the Company under Rule 9 of the City Code on Takeovers and Mergers as a result of the issue of Shares to them pursuant to the Acquisition be and is hereby approved.
3. THAT, in substitution for all existing authorities under the following section to the extent unutilised, the directors be and are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("the Act") to exercise all powers of the Company to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities within the meaning of that section in connection with the Acquisition and, conditional upon Admission, otherwise to such persons at such times and on such terms as the directors think proper up to an aggregate nominal amount of £2,500,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of the date falling 15 months after the passing of this resolution and the conclusion of the annual general meeting of the Company to be held in 2006, but so that the Company may make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement.

SPECIAL RESOLUTIONS

4. THAT, in substitution for all existing authorities to the extent unutilised, the directors be and are hereby generally empowered pursuant to section 95(1) of the Act to allot equity securities (within the meaning of section 94(2) of the Act) for cash pursuant to the authority conferred

by resolution 3 above, as if section 89(1) of the Act did not apply to the allotment PROVIDED THAT this power:

(a) expires on the earlier of the date falling 15 months after the passing of this resolution and the conclusion of the annual general meeting of the Company to be held in 2006, whichever is the earlier, but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this authority and the directors may allot equity securities in pursuance of that offer or agreement; and

(b) is limited to:

(i) allotments of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) to their existing holdings of ordinary shares but subject to the directors having a right to make such exclusions or other arrangements in connection with the offer as they may deem necessary or expedient;

(A) to deal with equity securities representing fractional entitlements; and

(B) to deal with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory; and

(ii) allotment of equity securities for cash otherwise than pursuant to subparagraph (i) up to an aggregate nominal amount of £1,500,000.

5. THAT the name of the Company be changed to Genesis Petroleum Corporation plc.

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Director