

Company Number: 5414325

THE COMPANIES ACT 1985 TO 1989
COMPANY LIMITED BY SHARES
RESOLUTIONS
OF
AFRICAN CONSOLIDATED RESOURCES PLC

Passed 11 September 2007

At the Annual General Meeting of the above named Company, duly convened, and held at the IoD hub City of London, New Broad Street House, 35 New Broad Street, London, EC2M 1NH on the 11th day of September 2007 at 11.15 am the following Special Resolutions were duly passed

SPECIAL RESOLUTIONS

- 1** That the Directors be and are hereby empowered, pursuant to Section 95 of the Companies Act 1985, for the period of three years after the passing of this Resolution and at any time thereafter pursuant to any offer, agreement or other arrangement made by the Company before the expiry of this power to the exclusion of and in substitution for any other power granted to them and subsisting at the date of this Resolution (save to the extent that the same may already have been exercised and for any such power granted by statute), to allot, out of any relevant securities (as defined in Section 80(2) of the Companies Act 1985) which they are from time to time authorised to allot, and as if Section 89(1) of that Act and Articles within the Company's Articles of Association did not apply to such allotment any number of equity securities up to a maximum aggregate nominal amount including the securities already allotted of £3,000,000
- 2** That the Company's existing Articles of Association be amended in the following manner
- 2.1** Article 172 4 be and is hereby deleted in its entirety and substituted with the following Article 172 4 in its place
 - 172 4 by electronic communication (except for share certificates) where -
 - (a) the Company and that member have agreed to the use of electronic communication for sending copies of documents to the member and -
 - (i) the documents are documents to which the agreement applies, and
 - (ii) copies of the documents are sent using electronic communication to such address (or to one of such addresses if more than one) as may for the time being be notified by the member to the Company for that purpose, or
 - (b) the Company and that member have agreed to the member having access to documents on a website (instead of the documents being sent to him) and -
 - (i) the documents are documents to which the agreement applies, and
 - (ii) the member is notified in a manner for the time being agreed for the purpose between the member and the Company of -
 - (A) the publication of the documents on a website,



- (B) the address of that website,
- (C) the place on that website where the documents may be accessed and how they may be accessed, and
- (D) where the notice in question is a notice of a meeting, the notice continues to be published on that website throughout the period beginning with the giving of that notification and ending with the conclusion of the meeting provided that, if the notice is published on that website for a part but not all of such period, the notice will be treated as published throughout that period if the failure to publish those documents throughout that period is wholly attributable to circumstances which it would not be reasonable to have expected the Company to prevent or avoid

2.2 Article 174 4 be and is hereby deleted in its entirety and substituted with the following Article 174 4 in its place

174 4 if given or sent by electronic communication, it shall (subject to the provisions of these articles) be deemed to have been received on the day on which it was transmitted to an address supplied by the member or, in the case of the publication of a notice on a website, on the day following that on which the member is entitled to see the publication Proof that a notice or other document sent by electronic communication was sent in accordance with current guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice or document was sent or given

DATED 11 September 2007


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Chairman