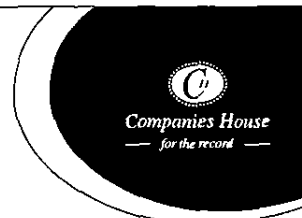


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MG01

Particulars of a mortgage or charge



A fee is payable with this form

We will not accept this form unless you send the correct fee

Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland

☐ **What this form is NOT for**
You cannot use this form to
particulars of a charge for a
company. To do this, please
form MG01s

THURSDAY



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13/10/2011

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COMPANIES HOUSE

1	Company details	For official use
Company number	0 7 7 5 9 9 0 5	Filing in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by *
Company name in full	VTB CGI Limited (the "Pledgor")	

2	Date of creation of charge																
Date of creation	<table border="1"><tr><td>d</td><td>1</td><td>d</td><td>1</td><td>m</td><td>1</td><td>m</td><td>0</td><td>y</td><td>2</td><td>y</td><td>0</td><td>y</td><td>1</td><td>y</td><td>1</td></tr></table>	d	1	d	1	m	1	m	0	y	2	y	0	y	1	y	1
d	1	d	1	m	1	m	0	y	2	y	0	y	1	y	1		

3	Description
Description	<p>Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'</p> <p>Share Pledge and Charge between the Pledgor and the Pledgee dated 11 October 2011 (the "Security Agreement")</p>

4	Amount secured	Continuation page Please use a continuation page if you need to enter more details
Amount secured	<p>Please give us details of the amount secured by the mortgage or charge</p> <p>All monies, liabilities and obligations at any time due, owing, incurred or payable or expressed or intended to be due, owing incurred or payable under or in connection with the Relevant Finance Documents by any of the Obligors whether actual or contingent, present or future, joint or several, as principal debtor or surety together with all interest accruing on such monies and liabilities ("Secured Obligations")</p>	

MG01

Particulars of a mortgage or charge

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Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Continuation page

Please use a continuation page if you need to enter more details

Name VTB Capital Plc (the "Pledgee")

Address 14 Cornhill, London

Postcode E C 3 V 3 N D

Name

Address

Postcode

6

Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Continuation page

Please use a continuation page if you need to enter more details

Short particulars

1 As security for the payment and discharge of the Secured Obligations, the Pledgor has

(a) pledged, charged and assigned to the Pledgee all of its shares from time to time in the Company (being 2,500,000 of 0.01 Euro each shares at the date of the Security Agreement) (the "Shares") and pledged the shares certificates representing the Shares, and

(b) charged and assigned and agreed to charge and assign to the Pledgee all shares, allotments, rights, moneys or property accruing or offered by way of redemption, bonus, preference, option, dividend or other distribution or otherwise paid or payable or accruing as at or after the date of the Security Agreement and all other rights, title, interests, benefits, advantages, voting rights or consensual rights offered or arising as at or after the date of the Security Agreement in respect of all or any of the Shares (the Shares and all assets in this paragraph (b) are jointly referred to as "Charged Assets")

2 The Pledgor has covenanted that it shall not create or permit to exist by any means any pledge, charge, lien, transfer of rights, assignment, agreement or arrangement for security of any kind on or in connection with any part of the Charged Assets other than the Security Agreement

3 The Pledgor has covenanted that it shall not sell, assign, transfer, lease or otherwise dispose or attempt to dispose in any manner all or any part of the Charged Assets except pursuant to the Option Agreement

MG01

Particulars of a mortgage or charge

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Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return The rate of interest payable under the terms of the debentures should not be entered

Commission allowance or discount

N/A

8

Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860) If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870)

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866) The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it Where a body corporate gives the verification, an officer of that body must sign it We will also accept a verified copy where section 867(2) applies (property situated in another part of UK)

9

Signature

Please sign the form here

Signature

Signature

X Dewey & LeBoeuf LLP X

This form must be signed by a person with an interest in the registration of the charge

MG01

Particulars of a mortgage or charge

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record

Contact name **Neelanjana Atreya**

Company name **Dewey & LeBoeuf LLP**

(reference 307958 000209)

Address **1 Minster Court, Mincing Lane**

Post town

County/Region **London**

Postcode **E C 3 R 7 Y L**

Country **U K**

DX

Telephone **020 7459 5135**

Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank

Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have included the original deed with this form
- ☐ You have entered the date the charge was created
- ☐ You have supplied the description of the instrument
- ☐ You have given details of the amount secured by the mortgagee or chargee
- ☐ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☐ You have entered the short particulars of all the property mortgaged or charged
- ☐ You have signed the form
- ☐ You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record

How to pay

A fee of £13 is payable to Companies House in respect of each mortgage or charge

Make cheques or postal orders payable to 'Companies House'

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

LL MG01s - continuation page
Particulars of a charge created by a Limited Liability Partnership (LLP)
registered in Scotland

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Short particulars of all the property charged

Please give the short particulars of the property charged

Short particulars

4 Definitions

Terms used in this form MGO1 shall have the following meanings

"Company" means GeoProMining Investment (Cyp) Limited

"Facility Agreement" means the US\$22,650,000 facility agreement dated 7 October 2011 between, inter alia, the Pledgor and the Pledgee

"Obligors" means the Pledgor and those further Obligors as set out in the Facility Agreement

"Option Agreement" means the option and settlement agreement dated 11 October 2011 between, inter alia, the Pledgor and Pledgee

"Relevant Finance Documents" means the Facility Agreement and those further Relevant Finance Documents as set out in the Facility Agreement



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 869(5) & (6) of the Companies Act 2006

**COMPANY NO. 7759905
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SHARE PLEDGE AND CHARGE
DATED 11 OCTOBER 2011 AND CREATED BY VTB CGI LIMITED
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM
ANY OF THE OBLIGORS TO VTB CAPITAL PLC ON ANY
ACCOUNT WHATSOEVER UNDER THE TERMS OF THE
AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING
THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1
PART 25 OF THE COMPANIES ACT 2006 ON THE 13 OCTOBER
2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18 OCTOBER
2011

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Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES