

Company number 08311942

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of

CHALKSTREAM INVESTMENT COMPANY PLC

("Company")

FRIDAY



A13

03/05/2013
COMPANIES HOUSE

#49

CIRCULATION DATE 29 APRIL 2013

LAPSE DATE 26 MAY 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (2006 Act), the directors of the Company (**Directors**) propose that the following resolutions are passed (the **Resolutions**)

ORDINARY RESOLUTION

1. **THAT**, in accordance with section 551 of the 2006 Act, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £2,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date of the next annual general meeting of the Company save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities

SPECIAL RESOLUTION

- 2 **THAT** pursuant to Section 570 of the Act the Directors be and they are hereby generally empowered to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to any existing authority of the Directors under Section 551 of the Act, as if Section 561(1) of the Act did not apply to any such allotment **PROVIDED THAT** such power shall be limited to
 - (a) the allotment of equity securities in connection with an offer by way of a rights issue or any other pre-emptive offer in favour of holders of equity securities of the Company (as required by the rights of such securities) in proportion (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the Directors may consider appropriate to deal with treasury shares, fractional entitlements, record dates or legal or practical difficulties in or under the laws of any territory or the requirements of any recognised regulatory body or stock exchange in any territory or otherwise, and
 - (b) the allotment (otherwise than pursuant to sub paragraph (a) above) of equity securities up to an aggregate nominal amount of £450,000)

and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the Directors pursuant to Section 551 of the Act and shall expire on the date of the next annual general meeting of the Company unless

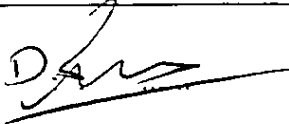
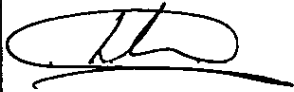
such power is renewed, varied or revoked by the Company in general meeting, except that the Company may before the expiry of any power contained in this Resolution make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot securities as if Section 561(1) of the Act did not apply, but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, being the members entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions

Member's name	Signature	Date of signature
DOMINIC HANNAFORD BUCH		29 APRIL 2013
For and on behalf of MINEVCO LIMITED		29 APRIL 2013

NOTES

1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

Hand delivering the signed copy to the registered office of the Company, or

Post returning the signed copy by post to the registered office of the Company, or

Email sending it as a pdf attachment to rachael.reeves@bpe.co.uk marked in the subject box "Private & Confidential- Written Resolution- Chalkstream"

If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolutions you may not revoke your agreement

3 Unless, by the Lapse Date sufficient agreement has been received for the Resolutions to pass, it will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 If you are signing this document on behalf of a person under power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning