

Company number SC264323

THE COMPANIES ACTS 1985 TO 2006
PRIVATE COMPANY LIMITED BY SHARES
MEMBERS' WRITTEN RESOLUTION
of
STONEYHILL ENERGY LIMITED
(the "Company")

MONDAY



Date:

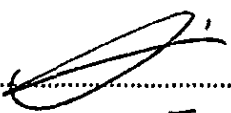
In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following resolution which is proposed as a special resolution (the "resolution"):

SPECIAL RESOLUTION

THAT the terms of, execution and delivery of a composite guarantee and debenture and the execution of a bond and floating charge between, amongst others, the Company and Fortis Bank, UK Branch (as security trustee) are hereby approved.

Please read the notes below before signifying your agreement to the resolution.

The undersigned, a person entitled to vote on the above resolution on 5/1/10, hereby irrevocably agrees to the resolution.

Signed by  Signature.....

(print name of signatory) **E. WILKINSON**

for and on behalf of **CLPE PROJECTS LTD**

Date: **5/1/10**

Notes

- 1 If you agree with the resolution, please signify your agreement by signing and dating this document and returning it to Dawn Bell at Stoneyhill Energy Limited c/o McGrigors, LLP Princes Exchange, 1 Earl Grey Street, Edinburgh, Midlothian, EH3 9AQ, UK no later than 28 days from the date stated above. If you would prefer to return this document electronically, please send a scanned copy of this document to Michael.JervisChaston@epri.co.uk. If you do not agree to the resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 2 Unless, by 28 days from the date set out above, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date together

with any power of authority under which it is signed or a duly certified copy thereof.

- 3 Your agreement to the resolution, once signed and received by the Company, may not be revoked.
- 4 In the case of joint registered holders, only the vote of the person whose name appears first in the register of members will be counted.