

# RJB MINING PLC

(Registered in England No. 2649340)

## SPECIAL RESOLUTION

At the Annual General Meeting of the Company held at Farmers & Fletchers Hall, 3 Cloth Street, London EC1A 7LD on 27 July 1995 at 10.00 am the following resolutions, inter alia, were passed:

8. That the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985 and so that references to the allotment of relevant securities shall be construed in accordance with that section) up to an aggregate nominal amount of £250,000 such authority expiring at the conclusion of the next Annual General Meeting of the Company, provided that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired; and that this authority shall be in substitution for all previous authorities given to the directors in that regard.
9. Subject to the passing of the preceding Resolution 8, the directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of that Act) pursuant to the authority conferred by the said resolution, as if sub-section (1) of Section 89 of that Act did not apply to any such allotment, provided that the power shall be limited to:
  - (i) the allotment of equity securities in connection with any rights issue in favour of ordinary shareholders on the register of members at such record date or dates as the directors may determine for the purpose of the issue where the equity securities respectively attributable to the interests of all such holders of Ordinary Shares are proportionate (as nearly as maybe) to the respective numbers of Ordinary Shares held by them at any such record date or dates so determined, provided that the directors may make such arrangement or exclusions as they consider necessary or expedient in respect of fractional entitlements or legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange; and
  - (ii) the allotment of equity securities pursuant to the terms of any share scheme for employees approved by shareholders in general meeting; and
  - (iii) the allotment (otherwise than pursuant to sub-paragraph (1) or (2) above) of equity securities up to an aggregate nominal amount of £85,000;



and shall expire on the date of the next Annual General Meeting of the Company after the date of passing of this resolution, save that the Company may, before such expiry, 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 such offer or agreement notwithstanding that this power has expired.

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Chairman