

Company No. 2649340

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS
of
RJB MINING PLC

At an Annual General Meeting of the Company held at West Retford Hotel, Retford, Nottinghamshire on 17 May 1994 the following resolutions were passed:

ORDINARY RESOLUTION

1. THAT in substitution for all existing authorities the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £87,686.64 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) 15 months after the date of the passing of this resolution, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement.

SPECIAL RESOLUTIONS

2. THAT, in substitution for all existing authorities, the directors be generally empowered pursuant to section 95 of the Companies Act 1985 (the "Act") to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by resolution 1 as if section 89(1) of the Act did not apply to the allotment. This power:
 - (A) expires 15 months after the date of the passing of this resolution, but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this authority and the directors may allot equity securities in pursuance of that offer or agreement; and
 - (B) is limited to:



(i) allotments of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) to their existing holdings of ordinary shares but subject to the directors having a right to make such exclusions or other arrangements in connection with the offer as they deem necessary or expedient:

(a) to deal with equity securities representing fractional entitlements; and

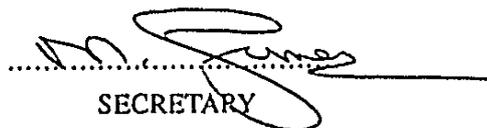
(b) to deal with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory; and

(ii) allotments of equity securities for cash otherwise than pursuant to paragraph

(i) up to an aggregate nominal amount of £20,559.71.

3. THAT the share premium account of the Company be reduced by £48 million.

— THIS RESOLUTION PROCESSED SEPARATELY


SECRETARY