

**Ordinary and Special Resolutions
Companies Acts**

COMPANY NAME: **INTERNATIONAL
GEOTHERMAL LIMITED**

COMPANY NUMBER: **5397984**

By written resolutions of the members of the above named company, duly made pursuant to the Articles of Association of the above-named company on 29 July 2005 the following Ordinary and Special Resolutions were duly passed:

(A) As Ordinary Resolutions:

1. THAT the 1,000 ordinary shares of £1 each in the capital of the Company be subdivided into 8,000 ordinary shares of 12.5 pence each.
2. THAT the authorised share capital of the Company be increased to £25,000 by the creation of 192,000 additional shares of 12.5 pence each ranking pari passu in all respects with the existing ordinary shares of the Company.
3. THAT with effect from the time of the passing of this resolution the directors be unconditionally authorised, pursuant to section 80, Companies Act 1985, to allot (either at par value or at any premium) relevant securities (as defined in that Act) up to a maximum nominal value of £24,500 at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.

(B) As a Special Resolution:

4. THAT the directors be empowered pursuant to section 95 of the Companies Act 1985 until the Company's next annual general meeting to allot or agree to allot equity securities pursuant to the authority conferred by resolution 3 above as if section 89(1) of the Companies Act 1985 did not apply to any such allotment provided that the Company may make any offer or agreement before the expiry of this authority which would or might require equity securities to be allotted after this authority had expired and the directors may allot equity securities in pursuance of any such offer or agreement. For the purposes of this resolution the expression "equity securities" and "allot" shall bear the meanings respectively given to the same in Section 94, Companies Act 1985.

Signature: *A. Shaker*
Secretary

