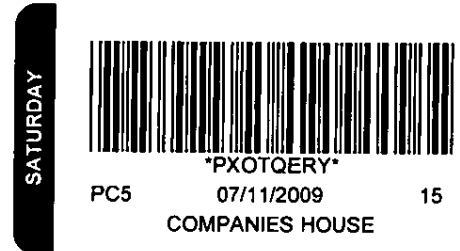


COMPANY NUMBER: 00273400

THE COMPANIES ACTS 1985 – 2006

COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS
OF
LONGCLIFFE QUARRIES LIMITED
("the Company")**



Please read the notes at the end of this document

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as special resolutions.

SPECIAL RESOLUTIONS

1. THAT:

- 1.1. the following matters relating to Antony Vincent Dearden (in his capacity as a director of the Company) which would be an infringement of a director's duty under section 175 of the Companies Act 2006 are authorised in accordance with section 180 (4) of that Act:
- 1.2. It is authorised that Antony Vincent Dearden be a director of the Company and participates at the board meeting of the Company on today's date (including decision making at this board meeting, voting and counting in the quorum of the board meeting) which will consider:
 - 1.2.1. the acquisition of shares by the Company from ER Birch & Son;
 - 1.2.2. a share exchange agreement;
 - 1.2.3. the sale by the Company of Vital Earth (Derby) Limited (Company No: 05344435) pursuant to the share exchange agreement;
 - 1.2.4. the sale by the Company of Vital Earth Limited (Company No: 05884636);
 - 1.2.5. the sale by the Company of Vital Earth (Sutton) Limited (Company No: 04959360);
 - 1.2.6. the application by the Company for B Ordinary Shares in XYZAC Limited (Company No: 07030549) and
 - 1.2.7. all issues arising in connection with the above,

together the "Proposed Transactions".

- 1.3. the authorisation detailed above is given notwithstanding that Antony Vincent Dearden is also a director of XYZAC Limited, Vital Earth (Derby) Limited and Vital Earth (Sutton) Limited and notwithstanding that the Proposed Transactions could also be of benefit to these other companies and to Antony Vincent Dearden personally.
- 1.4. Any benefit which Antony Vincent Dearden obtains as a result of the Proposed Transactions is also authorised and approved.

2. THAT:

- 2.1. the following matters relating to Richard John Cramp (in his capacity as a director of the Company) which would be an infringement of a director's duty under section 175 of the Companies Act 2006 are authorised in accordance with section 180 (4) of that Act:
- 2.2. It is authorised that Richard John Cramp be a director of the Company and participates at the board meeting of the Company on today's date (including decision making at this board meeting, voting and counting in the quorum of this board meeting) which will consider:
 - 2.2.1. the acquisition of shares by the Company from ER Birch & Son;
 - 2.2.2. a share exchange agreement;
 - 2.2.3. the sale by the Company of Vital Earth (Derby) Limited (Company No: 05344435) pursuant to the share exchange agreement;
 - 2.2.4. the sale by the Company of Vital Earth Limited (Company No: 05884636);
 - 2.2.5. the sale by the Company of Vital Earth (Sutton) Limited (Company No: 04959360);
 - 2.2.6. the application by the Company for B Ordinary Shares in XYZAC Limited (Company No: 07030549) and
 - 2.2.7. all issues arising in connection with the above.

together the "Proposed Transactions".

- 2.3. the authorisation detailed above is given notwithstanding that Richard John Cramp is also a director of Vital Earth Limited, Vital Earth (Derby) Limited and Vital Earth (Sutton) Limited and notwithstanding that the Proposed Transactions could also be of benefit to these other companies and to Richard John Cramp personally.
- 2.4. Any benefit which Richard John Cramp obtains as a result of the Proposed Transactions is also authorised and approved.

3. THAT:

3.1. the following matters relating to Peter John Gillatt (in his capacity as a director of the Company) which would be an infringement of a director's duty under section 175 of the Companies Act 2006 are authorised in accordance with section 180 (4) of that Act:

3.2. It is authorised that Peter John Gillatt be a director of the Company and participates at the board meeting of the Company on today's date (including decision making at this board meeting, voting and counting in the quorum of this board meeting) which will consider:

3.2.1. the acquisition of shares by the Company from ER Birch & Son;

3.2.2. a share exchange agreement;

3.2.3. the sale by the Company of Vital Earth (Derby) Limited (Company No: 05344435) pursuant to the share exchange agreement;

3.2.4. the sale by the Company of Vital Earth Limited (Company No: 05884636);

3.2.5. the sale by the Company of Vital Earth (Sutton) Limited (Company No: 04959360);

3.2.6. the application by the Company for B Ordinary Shares in XYZAC Limited (Company No: 07030549) and

3.2.7. all issues arising in connection with the above.

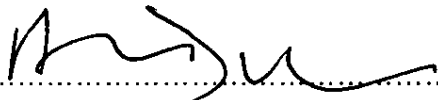
together the "Proposed Transactions".

3.3. the authorisation detailed above is given notwithstanding that the Proposed Transactions could also be of benefit to Peter John Gillatt personally.

3.4. Any benefit which Peter John Gillatt obtains as a result of the Proposed Transactions is also authorised and approved.

Signed by, or by its duly authorised representatives on behalf of, all of the members of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting had the resolutions been put to such a meeting.

The undersigned being all of the persons who are entitled to vote on the above resolutions on the date of circulation of them, irrevocably votes in favour of them.



For and on behalf of **Longcliffe Property Holdings Limited** Dated 3 November 2009

Notes :

1. The resolutions are proposed as special resolutions and each requires members holding 75 per cent of the total voting rights of members entitled to vote on the resolutions to vote in favour of them to be passed.
2. The date of circulation of the resolutions is 3 November 2009. Unless the resolutions are passed before the end of the period 28 days beginning with that date, they will lapse. If you agree to the resolutions please ensure your agreement reaches us before they lapse.
3. If you agree with the resolutions, please indicate your agreement to them by signing and dating this document where indicated above and returning it by post or hand delivery to Antony Dearden at Longcliffe, Brassington, Matlock, Derbyshire, DE4 4BZ.
4. Once you have agreed to the resolutions you may not revoke your agreement.
5. If you wish to vote in favour of any of the resolutions but not the others, delete those which you do not wish to support. If you do not agree to any of the resolutions, you do not need to do anything.
6. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.