

**The Companies Act 1985  
A PRIVATE COMPANY LIMITED BY SHARES  
Written Resolutions of the Members**

**Of**

**COOKSON MINERALS LIMITED**

The following resolutions were passed as written resolutions of the Company on  
1 September 2004 in accordance with Article 16 of the Articles of Association  
of the Company.

We, being the members of the Company, assent to the following resolutions being  
passed, in the case of resolutions 1 and 2 as ordinary resolutions and in the case of  
resolution 3 as a special resolution.

**Ordinary Resolutions**

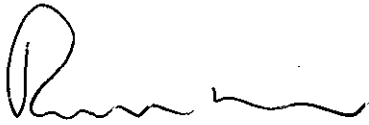
1. **THAT** the authorised share capital of the Company be and is hereby increased from £8,000,000 divided into 8,000,000 ordinary shares of £1.00 each to an aggregate of £10,000,000 divided into 10,000,000 ordinary shares of £1.00 each by the creation of 2,000,000 ordinary shares of £1.00 each.
2. **THAT**, pursuant to Section 80 of the Companies Act 1985 (the "Act"), the directors be and are hereby authorised generally and unconditionally to allot relevant securities (as defined in Section 80 of the Act) up to an aggregate nominal amount of £10,000,000 provided that this, unless reviewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot the relevant securities in pursuance if such an offer or agreement as if the authority conferred hereby had not expired.

**Special Resolution**

3. **THAT** any pre-emption rights appearing in the Articles of Association shall not, and, by virtue of Section 95(1) of the Act, Section 89(1) shall not, apply to the allotment of shares pursuant to the authority conferred by Resolution (2) above.



Dated: 1 September 2004

A handwritten signature in black ink, appearing to be 'R. ...', positioned above a horizontal line.

For and on behalf of  
Cookson (Europe) S.A.

A handwritten signature in black ink, appearing to be 'B. ...', positioned above a horizontal line.

For and on behalf of  
Cookson Investments Limited