

**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
15 June 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, 2 and 3 as ordinary resolutions and in the case of
resolution 4 as a special resolution.

Ordinary Resolutions

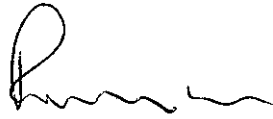
1. **THAT** the authorised share capital of the Company be and is hereby consolidated from 4,000,000 ordinary shares of £0.10 each to 400,000 ordinary shares of £1.00 each.
2. **THAT** the authorised share capital of the Company be and is hereby increased from £400,000 divided into 400,000 ordinary shares of £1.00 each to an aggregate of £8,000,000 divided into 8,000,000 ordinary shares of £1.00 each by the creation of 7,600,000 ordinary shares of £1.00 each.
3. **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 £8,000,000 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

4. **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: 15 June 2004

A handwritten signature in black ink, appearing to be a stylized 'P' followed by a series of loops and a horizontal line.

For and on behalf of
Cookson Group plc

A handwritten signature in black ink that reads 'Rachel S. Ali'.

For and on behalf of
Cookson Investments Limited