

Company Number: 460473

COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

RESOLUTIONS

of

RIO TINTO LONDON LIMITED

Passed on the 23rd day of November 1998

At an Extraordinary General Meeting of the above-named company duly convened and held on the 23rd day of November 1998 at 6 St James's Square, London, SW1Y 4LD, the following resolutions were passed:

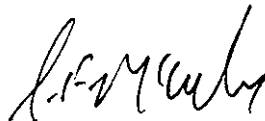
SPECIAL RESOLUTION

"THAT the Articles of Association contained in the document produced to the meeting and signed for the purpose of identification by the chairman of the meeting, be adopted, with effect from the close of the meeting, as the new Articles of Association of the Company in place of all existing Articles of Association of the Company."

ELECTIVE RESOLUTIONS

"THAT the Company hereby elects:

- (i) pursuant to Section 252 of the Act to dispense with the laying of accounts and reports before the Company in general meeting;
- (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
- (iii) pursuant to Section 386 of the Act, to dispense with obligation to appoint auditors annually."



CHAIRMAN

