No. of Company 636099/1

Form No. 41.

THE COMPANIES ACT, 1948.

A 5/- Companies' Registration Fee Stamp must be *impresssed here*

DECLARATION OF COMPLIANCE with the requirements of the Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the Name of the Company: MACKAY AND SCHNELLMANN LIMITED.

esented for registration by

Ramsay, Brown, Parker
630 Strand W.C.2

CHAS. DAVY & CO., LTD.,
Company Printers & Registration Agents.

Head Office and Works:
3–11, PINE STREET, LONDON, E.C.1.
Telephone: TERMINUS 6267 (Four lines)

I, Gustav Anthony Schellmann

of Flat 12, 1 Embankment Gardens, SW3.

Do solemnly and sincerely declare that I am (a) a person named in the Articles of Association as a Director

(a) Here insert: "A Solicitor of the "Supreme Court" (or in Scotland "A Solicitor") "engaged in the formation or "A person named "in the Articles of "Association as a "Director or "Secretary."

16.

of

MACKAY AND SCHELLMANN

Limited, and that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, and I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the "Statutory Declarations Act 1835."

This margin is reserved for binding and should not be written across.

Declared at 115 Cheapside in the City of London

the 29th day of August 1959

Before me

A Commissioner for Oaths [For a Notary Public or J

No. of Company 636099 | 2

Form No. 25

THE STAMP ACT, 1891

(54 & 55 Vic., Ch. 39).

COMPANY LIMITED BY SHARES.

Statement of the Nominal Capital

OF

MACKAY AND SCHMELLMANN

LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and by Section 41 of the Finance Act, 1933.

NOTE:—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented for registration by

Ramsey, Brown & Porter

43 B, Strand, W.C.2

CHAS. DAVY & CO., LTD.,

Company Printers & Registration Agents.

Head Office and Works:

3-11, PINE STREET, LONDON, E.C.1.

Telephone: TERMINUS 6267 (Four lines).

City Branch:

11, MASONS AVENUE, BASINGHALL STREET, E.C.2.

THE NOMINAL CAPITAL

OF

MACKAY AND SCHNELLMANN

Limited,

is £ 100 divided into one hundred

Shares of one pound each.

*Signature G A Schnellmann

Officer DIRECTOR

Dated the 21 day of August 19 59

*This Statement should be signed by an Officer of the Company.

NOTE—This margin is reserved for binding and must not be written upon.

The Companies Act, 1948.

31 AUG 1959

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

Mackay and Schnellmann Limited.

1. The name of the Company is "MACKAY AND SCHNELLMANN LIMITED."

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:—

(A) To examine, inspect and assess all types of mineral properties.

(B) 1. To prospect for, develop, work and turn to account minerals and to act as agents for minerals and products thereof, to buy, transport, process and sell all minerals and mineral products.

2. To direct research and act as consultants on minerals and products thereof and on all aspects of mineral developments and developments of mineral products and publish the results of such research.

3. To design, construct, maintain and manage and alter, buildings, plant and equipment for research, mining, engineering, quarrying, manufacturing, commercial and industrial use.

4. To negotiate sales and purchases, leases, financial and commercial contracts and engagements on behalf of the Company and on behalf of other companies, associations, undertakings and individuals.

(C) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.

REGISTRATION
21 AUG 1959
97 70

(D) To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit.

(E) To manage, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and trademarks or all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash or otherwise, either in this or any other company, whether fully paid or otherwise.

(F) To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital, or securities, or obligations of any such companies, syndicates or partnerships, and to pay or provide for brokerage commission and underwriting in respect of any such issue.

(G) To enter into partnerships, or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions, or otherwise, with any person or company, carrying on business within the objects of this Company.

(H) To work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.

(I) To construct, erect, maintain, alter, replace or remove, any buildings, works, offices, erections, plant, machinery, tools, or equipment, as may seem desirable for any of the business or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with, in connection with any of the Company's objects.

(J) To borrow and raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, mortgages, or charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and undertaking, including its uncalled capital.

(K) To make, draw, accept, indorse and negotiate bills of exchange or other negotiable instruments.

(L) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company, and to pay commission to and remunerate any person or company for services rendered in placing, or assisting to place, any of the shares in the Company's capital, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

(M) To remunerate any person, firm or company rendering services to this Company, whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.

(N) To make donations to such persons, and in such cases, and either of cash or other assets as the Company may think directly or indirectly conducive to any of its objects, or otherwise expedient.

(O) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(P) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, debentures or debenture stock, or other securities, or obligations of any company, and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.

(Q) To procure the Company to be registered or recognised in any country or place abroad.

(R) To appoint any person or persons, firm or firms, company or companies, to be the agent or agents of the Company, and to act as agents, managers, secretaries, contractors or in similar capacity.

(s) To give credit to or guarantee, or become security for the performance of any contract by any person, firm, company, association or society which may be desirable in the interests of the Company.

(T) To insure the life of any person who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill, or influence or other assets, and to pay the premiums on such insurance.

(U) To promote, contribute to, or assist financially or otherwise any fund for the benefit, wholly or partly, of Directors or former Directors and employees or ex-employees of the Company, or their relatives, children, or dependants, or any other charitable purpose, and to promote, enter into, and carry into effect any scheme for the sharing of profits with employees.

(V) To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.

(W) To do all such acts or things as are incidental or conducive to the attainment of the above objects, or any of them.

It is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed, and it is also hereby declared that the objects specified in each sub-clause, of this clause, shall, except, when otherwise expressed in such sub-clause, be in no wise limited or restricted by reference to or inference from the terms of any other sub-clause, or the name of the Company, and none of the sub-clauses shall be deemed subsidiary or auxilary merely to the objects mentioned in the first sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each with power to increase the capital and to consolidate and sub-divide the same. The Shares in the original or any increased capital may be divided into several classes or there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, redemption, voting or otherwise.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber. (in words)
Sir Alexander Mackay 39, Brook Green, London W6 Geologist	Twenty six Twenty Six
Gustav Anthony Schmelemann Flat 19, 1 Embankment Gardens, SW3. (Geologist).	Twenty six Twenty six.

Dated this 21 day of August 1959.

Witness to the above signatures :-

Stanley J. Lavin.
38, Leys Gardens,
Cockfosters,
Herts.
Chartered Accountant

The Companies Act, 1948.

COMPANY LIMITED BY SHARES.

REGISTERED
31 AUG

Articles of Association

OF

Mackay and Schnellmann Limited.

1. Subject as hereinafter provided, the Regulations contained in Part I and Part II of Table "A" in the First Schedule to the Companies Act, 1948, shall apply to this Company.

2. Regulations 11, 24, 53, 75, 77, 79, 84, 88, 96, 97 and 99 of Part I of Table "A" shall not apply to the Company, but the remaining Regulations of Parts I and II of Table "A" shall subject to the modifications hereinafter expressed, and the clauses hereinafter contained, be the Regulations of the Company.

SHARES.

3. In Regulation 3 of Part I of Table "A" the words "with the sanction of an ordinary resolution" shall be deleted.

4. In Regulation 6 of Part I of Table "A" the words "five per cent" shall be substituted for the figure and words "10 per cent."

LIEN.

5. The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of each member, whether solely or jointly with others, and upon the proceeds of sale thereof in respect of his indebtedness to the Company on any account whatsoever, whether solely or jointly with any other person and such lien shall extend to all dividends from time to time declared in respect of such share.

TRANSFER OF SHARES.

6. Any member (hereinafter called the Vendor) who wishes to transfer any of his shares shall by writing under his hand, notify the Board of Directors of his intention. The Board and the Vendor shall within a period of one calendar month of the date of such notice, proceed to fix the price of such shares, and in case of difference, the price shall be fixed by the Auditor of the Company, by writing under his hand. The price so fixed by the Auditor shall be conclusive and binding on the Vendor.

7. The Board shall, within a period of 14 days after the fixing of the price of the said shares, notify by letter all the members of the number of the shares to be sold and the price, and shall invite each member to state in writing within 14 days of the date of the said letter the number of shares he is willing to purchase.

8. After the expiration of 14 days from the date of the notice given by the Board to the members, the Board shall proceed to divide the Vendor's said shares amongst the members who are willing to purchase, such division to be pro rata according to the number of shares already held by them respectively, except that no member shall be bound to accept more shares than the number notified by him to the Board as aforesaid.

9. Upon such division being made, the Vendor shall be bound to transfer the said shares to the purchasers upon payment of the price. If he fails to do so the Chairman of the Board for the time being, or failing him another Director nominated for that purpose by resolution of the Board, shall forthwith be deemed to be the duly appointed attorney of the Vendor with full power to execute complete and deliver in the name and on behalf of the Vendor a transfer or transfers of the said shares to the Purchasers.

10. In the case of all the said shares not being sold under the above provisions after the expiration of three calendar months from the date of the notice given by the Vendor to the Board of his intention to sell, the Vendor shall be entitled, subject to Regulation 3 of Part II of Table "A" at any time within three calendar months after such expiration to transfer the shares not sold to any person at any price.

GENERAL MEETINGS.

11. The words "one member" shall be substituted for the words "two members" in Regulation 49 of Part I of Table "A".

12. In Regulation 58 (b) of Part I of Table "A" the word "two" shall be substituted for the word "three."

13. In Regulation 5 of Part II of Table "A" there shall be inserted after the word "passed" the words "as an ordinary resolution."

DIRECTORS.

14. The qualification of a Director shall be the holding of shares in the Company of the nominal value of £1. A Director may act before he acquires his qualification shares.

15. The number of the Directors shall be not less than three nor more than ten. The Company in general meeting may reduce or increase these limits. Two Directors personally present shall constitute a quorum.

16. The first Directors shall be Robert Alexander Mackay, Gustav Anthony Schnellmann and William Godson Yuill.

17. The Company may without prejudice to the provisions of Section 184 of the Companies Act, 1948 by extraordinary resolution remove any Director before the expiration of his period of office and may by ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In the case of a Managing Director the provisions of this clause as a removal shall be subject to the terms of any contract between him and the Company.

SECRETARY.

18. The first Secretary of the Company shall be Beryl Irene Dean, and the terms and conditions of her appointment shall be determined by the Directors pursuant to Regulation 110 of Part I of Table "A."

BORROWING POWERS.

19. Until the Company in General Meeting shall otherwise resolve the Directors may issue debentures, bonds or obligations of the Company at any time and in any form or manner and for any amount, and may raise or borrow any sums of money either upon mortgage or charge of any property of the Company including its uncalled capital, or on bonds or debentures or otherwise as they may think fit, and they may cause or permit any such mortgages, charges, bonds, debentures or obligations to be redeemed or transferred as they may think fit.

DISQUALIFICATION OF DIRECTORS.

20. The office of Director shall be vacated if the Director—

(A) Resigns his office by notice in writing to the Company; or

(B) Becomes bankrupt or insolvent, or compounds with his creditors; or

(C) Is found lunatic or becomes of unsound mind; or

(D) Ceases to hold his qualification, or does not obtain the same within two calendar months from the date of his appointment; or

(E) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Companies Act, 1948.

21. Any Director may contract or be interested in any contract or arrangement with the Company, and such contract or arrangement shall not by reason of his position as a Director of the Company be avoided, nor shall such Director be liable, by reason of his position as Director, to account to the Company for any profit made by him arising out of such contract or arrangement. Every Director being interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest therein in manner required by Section 199 of the Companies Act, 1948. A Director shall be entitled to vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, after he has disclosed to the Board that he is interested therein. A Director may hold any other office of profit under the Company, except that of Auditor, upon such terms and conditions as to remuneration and otherwise as the Directors may arrange.

22. In Regulation 78 of Part I of Table 'A' the words "unless the Company otherwise direct" shall be deleted.

NOTICES.

23. Where a notice is sent by post it shall be deemed to have been served on the day on which it was posted, and Regulation 131 of Part I of Table 'A' shall be modified accordingly. In every notice calling a Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy, and that a proxy need not also be a member.

ALTERNATE DIRECTORS.

24. A Director who is abroad or about to go abroad may appoint any person to be an alternate Director during his absence abroad, and such appointee while he holds office as an alternate Director shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly, but he shall not require any qualification nor shall he be entitled to any remuneration, and he shall *ipso facto* vacate office if and when the appointor returns to the United Kingdom, or vacates office as a Director, or removes the appointee from office, and any appointment or removal under this clause shall be effected by notice in writing under the hand of the Director making the same.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Robert Alexander Mackay (Geologist)
39 Broadwick Street, London, W.1.

Gustav Anthony Schuellemann (Geologist)
Flat 19, 1 Embankment Gardens, S.W.3.

Dated this 21 day of August 1959.

Witness to the above signatures :-

Stanley Shawn,
38, Leys Gardens,
Cockfosters,
Herts.
Chartered Accountant.

No. C. 173

DUPLICATE FOR THE FILE

No. 636099

Certificate of Incorporation

I Hereby Certify, that

MACKAY AND SCHNELLMANN LIMITED

is this day Incorporated under the Companies Act. 1948, and that the Company is Limited

Given under my hand at London this Thirty-first day of August One Thousand Nine Hundred and Fifty nine.

ASSISTANT Registrar of Companies.

Certificate received by Ramsay Greene Tolhurst

Date 31-8-59.

(P.9764) 40945/2778 21M 4/59 ATES 736

No. 636099

THE COMPANIES ACTS 1948 TO 1967

Resolutions

OF

MACKAY AND SCHNELLMANN LIMITED

(*Passed on the* 1*st July*, 1971)

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at 296/302, High Holborn, London, W.C.1. on the 1st day of July, 1971, the following Resolutions Nos. 1 and 2 were duly passed as ORDINARY RESOLUTIONS and Resolution No. 3 was duly passed as a SPECIAL RESOLUTION:—

RESOLUTIONS

1. THAT the capital of the Company be increased to £1,000 by the creation of 900 new shares of £1 each to rank *pari passu* in all respects with the existing shares of £1 each in the capital of the Company.

2. THAT the sum of £84 (being part of the amount standing to the credit of the Profit and Loss Account of the Company) be appropriated as capital to and amongst the holders of the issued 84 shares of £1 each at the date hereof and applied on behalf of such holders in payment in full for 84 of the unissued shares of £1 each in the capital of the Company to be allotted and distributed credited as fully paid up to and amongst such holders in the proportion of one new share for each share so held and the said new shares to rank *pari passu* in all respects with the existing shares in the capital of the Company.

3. THAT the Articles of Association shall be amended by deleting the number 77 in the first line of Article 2 and deleting Article 14.

G. A. SCHNELLMANN,

Chairman.

COMPANIES REGISTRATION
3 JUL 1971
OFFICE

B., M. & CO., LTD. S99637/w

No. of Company 636099 24

THE COMPANIES ACTS 1948 to 1967

* DELETE "and Statement" in cases where a SEPARATE statement is necessary; see overleaf for notes.

Notice and ~~Statement~~* of Increase in Nominal Capital

To the REGISTRAR OF COMPANIES

MACKAY AND SCHNELLMANN

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a † Ordinary Resolution of the Company dated the 1st day of July 1971 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 900 beyond the registered capital of £100

† Strike out the words not applicable. Ordinary or Extraordinary or Special Resolution

The additional capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each share
900	Ordinary	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows :—

**If any of the new shares are Preference Shares state whether they are redeemable or not. If the space below is insufficient the conditions should be set out separately by way of annexure.

to rank in all respects pari passu with the existing shares of the Company.

Signature [signature]

State whether Director or Secretary Director

Dated the 1st day of July 1971.

Presented by ARTHUR BLACKMAN, HAILEY & CO.,

Presentor's Reference T

COMPANIES REGISTRATION

Number of Company 636099

CAD £4-15-0

30.

THE STAMP ACT 1891

Company Limited by Shares

STATEMENT OF INCREASE OF THE NOMINAL CAPITAL

OF

MACKAY AND SCHNELLMANN

LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased interest on the duty at the rate of 5 per cent per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Presented by *Presentor's Reference* T

ARTHUR BLACKMAN, HAILEY & CO.,

CAPEL HOUSE,

NEW BROAD STREET, E.C.2.

COMPANIES REGISTRATION OFFICE 3 JUL 1971

Form No. 26a

The Solicitors' Law Stationery Society, Limited.
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1;
15 Hanover Street W1R 9HG; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;
19 & 21 North John Street, Liverpool L2 5RF; 28-30 John Dalton Street, Manchester M3 6HR;
14-22 Renfrew Court, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS
Companies 6a
FP-1 2.7-1-70

[P.T.O.

THE NOMINAL CAPITAL

OF

MACKAY AND SCHNELLMANN Limited

has by a Resolution of the Company dated 1st July

19 71 been increased by the addition thereto of the sum of

£ 900, divided into:—

900 Shares of £1 each

Shares of each

beyond the registered Capital of £100

Signature

(State whether Director or Secretary) Director

Dated the 1st day of July 19 71.

Note—This margin is reserved for binding and must not be written across

01

636099

51

The Companies Act, 1985

SPECIAL RESOLUTION

of

MACKAY & SCHNELLMANN LIMITED

Passed the 6th day of January 1986

At an Extraordinary General Meeting of the Members of the above named Company duly convened and held at Lincoln House, 296/302, High Holborn, London WC1V 7JJ on the 6th day of January, 1986, the following Special Resolution was duly passed:-

SPECIAL RESOLUTION

THAT the Regulations contained in the existing Articles of Association of the Company shall no longer apply to this Company with effect from the close of this Meeting and that in lieu thereof with effect from the close of this Meeting the Articles of Association already prepared a copy whereof have been produced to the Meeting and initialled by Mr.W.G.Yuill for the purpose of identification be adopted by the Company as the Articles of Association of the Company

W.G.Yuill

Chairman

COMPANIES REGISTRATION

The Companies Act 1985

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

MACKAY & SCHNELLMANN LIMITED

Adopted by Special Resolution passed on the 6th January 1986

PRELIMINARY

1. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby that is to say, Regulations 3, 8, 23, 24, 53, 64, 73 to 80 inclusive, 82 to 84 inclusive, 87 and 93 of Table A shall not apply to the Company and in addition to the remaining Regulations in Table A as varied by these Articles the following shall be the Regulations of the Company.

2. The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debenture of the Company nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

CAPITAL

3.(A) The directors are unconditionally authorised for the purposes of Section 80 of the Act to allot and dispose of or grant options over the Company's shares to such persons, on such terms and in such manner as they think fit up to the amount of the share capital authorised at the date of the adoption of these Articles of Association at any time or times during the period

of five years from the date of such adoption.

(B) Any shares which the directors are not authorised to deal with by virtue of paragraph (A) above may with the consent of the Company in general meeting be dealt with by the directors, who may allot and dispose of or grant options over the same to such persons on such terms and in such manner as they think fit for a period not exceeding five years from the date of such consent.

(C) Accordingly by virtue of section 91 of the Act, sections 89(1) and 90(1) to (6) inclusive of the said Act shall be excluded from applying to the Company.

TRANSFER OF SHARES

4. The instrument of transfer of a share shall be signed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof; provided that in the case of a partly paid share the instrument of transfer must also be signed by the transferee.

5. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

6. (A) Any corporation which is a member may by instrument in writing authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which it represents as that corporation could exercise if it were an individual member who was present at the meeting in person. The instrument appointing such representative shall be signed by any director or member of the governing body of the corporation or by the Secretary thereof.

(B) Subject to the provisions of the Companies Acts, a resolution in writing signed by all the Members of the Company who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a body corporate which is a Member shall be sufficient if made by a director thereof or by its duly authorised representative.

(C) If at any general meeting of the Company any vote shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting and not in that case unless in the opinion of the Chairman of the meeting it shall be of sufficient magnitude to vitiate the result of the voting.

DIRECTORS

7. Unless and until otherwise determined by the Company in general meeting there shall be at least two directors.

8. Any corporation which is a director of the Company may by resolution of its directors authorise such person as it thinks fit to act as its representative at any meeting of the directors and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual director of the Company.

9. The directors shall be entitled to such remuneration (if any) as shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The directors (including alternate directors) shall also be entitled to be paid their reasonable travelling, hotel and incidental expenses of attending and

returning from meetings of the directors or committees of the directors or general meetings or otherwise incurred while engaged on the business of the Company.

10. Any director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the directors may determine.

11. A director or alternate director need not be a Member of the Company but nevertheless shall be entitled to attend and speak at any general meeting of the Company.

12. Subject to the provisions of the Act, a director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present of any meeting at which any such contract or arrangement is proposed or considered and if he shall so vote, his vote shall be counted. This Article shall have effect in addition to Regulation 85 of Table A and Regulations 94 to 98 inclusive of Table A shall be amended accordingly.

BORROWING POWERS

13. The directors may exercise all the powers of the Company to borrow or raise money, to give guarantees, and to mortgage or charge the Company's undertaking, property and uncalled capital or any part thereof, and, subject to section 80 of the Act, and Article 2 hereof, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party (including its holding company).

POWERS AND DUTIES OF DIRECTORS

14. A director may hold any other office or place of profit under the Company (other than the office of Auditor) and he or any firm of which he is a member may act in a professional capacity for the Company in conjunction with his office of

director, for such period and on such terms (as to remuneration and otherwise) as the directors may determine. Subject to the provisions of the Act, no director or intending director shall be disqualified by his office from contracting with the Company, either with regard thereto or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such director holding that office, or of the fiduciary relationship thereby established.

15. The directors may exercise all the powers of the Company to pay and agree to pay pensions or other retirement, superannuation, death or disability benefits or allowances to or to any person in respect of any director or former director who may hold or may have held any executive office or employment under the Company or any subsidiary of the Company or its holding company (if any) or to or to any person in respect of any employee or ex-employee of the Company or any such subsidiary or holding company and for the purpose of providing any such pensions or other benefits or allowances may contribute to any scheme or fund and may make payments towards insurances or trusts in respect of such persons.

16. A resolution in writing signed by all the directors for the time being or by all the members of a committee of directors for the time being shall be as valid and effectual as a resolution passed at a meeting of the directors or, as the case may be, of such committee, duly convened and held and may consist of several documents in the like form each signed by one or more of the directors, and signature in the case of a body corporate which is a director shall be

sufficient if made by a director of such body corporate or by its duly authorised representative.

17. The directors may dispense with the keeping of attendance books for meetings of the directors or committees of the directors.

18. The directors may from time to time appoint one or more of their number to an executive office (including that of Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. Subject to the terms of any such agreement, the appointment of any director as Managing Director shall be ipso facto determined

19. A director appointed to any executive office as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or pension or otherwise howsoever, whether similar to the foregoing or not) as the directors may determine. The directors may entrust to and confer upon any director so appointed any of the powers exerciseable by them upon such terms and conditions and with such restrictions as they may think fit, either collaterally with or to the exclusion of their own powers and may from time to time (subject to the terms of any agreement entered into in any particular case) revoke, withdraw, alter or vary all or any of such powers.

20. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director or by some other person appointed by the directors for the purpose and shall be countersigned by the Secretary or by a second director or by some other person as aforesaid.

APPOINTMENT AND REMOVAL OF DIRECTORS

21. At any time or from time to time :

(i) the holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company by memorandum in writing signed by or on behalf of him or them, and left at or sent to the registered office of the company; or

(ii) the Company (in addition to and without prejudice to the provisions of Sections 303 and 304 of the Act) by Extraordinary Resolution

may appoint any person to be a director or remove any director from office. Any removal of a director from office hereunder shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.

22. The directors shall have power at any time and from time to time to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors. Any director so appointed shall hold office until he is removed pursuant to the last preceding Article.

G

COMPANIES FORM No. 242

Notice of claim to extension of period allowed for laying and delivering accounts — oversea business or interests

242

Pursuant to section 242 of the Companies Act 1985

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number 636099

Name of company

* Mackay and Schnellmann Limited

* insert full name of company

The directors of this company give notice that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and claim an extension of three months to the period allowed under this section for laying and delivering accounts in relation to the financial year of the company [~~ending~~][which ended on]†

† delete as appropriate

Day	Month	Year
31	12	1987

Signed [~~Director~~][Secretary]† Date 21.10.88

Notes

1. A company which carries on business or has interests outside the United Kingdom, the Channel Islands and the Isle of Man may, by giving notice in the prescribed form to the Registrar of Companies under section 242(3) of the Act, claim an extension of three months to the period which otherwise would be allowed for the laying and delivery of accounts under section 242(2).
2. Notice must be given before the expiry of the period which would otherwise be allowed under section 242(2).
3. A separate notice will be required for each period for which the claim is made.
4. The date in the box on the form should be completed in the manner illustrated below.

0	5	0	4	1	9	8	5

Presentor's name address and reference (if any):

For official Use

General Section

Post room

COMPANIES REGISTRATION OFFICE 24 24 OCT 1988

Form F107 (No. 242)
© Fourmat Publishing
27 & 28 St Albans Place
London N1 ONX
July 1985

G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

Please complete legibly, preferably in black type, or bold block lettering

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number: 636099

Name of company

* insert full name of company

* MACKAY & SCHNELLMANN LIMITED

Note
Details of day and month in 2, 3 and 4 should be the same.
Please read notes 1 to 5 overleaf before completing this form.

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month: 3 1 0 3

3. The current accounting reference period of the company is to be treated as [~~shortened~~][extended]† and [~~is to be treated as having come to an end~~][will come to an end]† on

Day Month Year: 3 1 0 3 1 9 9 1

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][~~parent~~]† undertaking of INTERNATIONAL MINING CONSULTANTS LIMITED, company number 1130 855

the accounting reference date of which is 31st MARCH

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

‡ Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

6. Signed [signature] Designation‡ SECRETARY Date 7/12/90

Presentor's name-address telephone number and reference (if any):
MRS L. COWLES
COMPANY SECRETARY,
P.O. BOX 18,
MILL LANE (off COMMON ROAD)
SUTTON-IN-ASHFIELD.
NOTTINGHAMSHIRE. NG17 2NS.

For official use
D.E.B.
Post room

COMPANIES HOUSE
1 DEC 1990
M 70

G

COMPANIES FORM No. 318

Notice of place where copies of directors' service contracts and any memoranda are kept or of any change in that place

318

Note: This notice is not required where the relevant documents are and have always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 318 of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number 636099

Name of company

* MACKAY & SCHNELLMANN LIMITED

* insert full name of company

gives notice that copies of such of the directors' service contracts (or where they are not in writing written memoranda setting out the terms of such contracts) as are required to be kept by the company and to be open to the inspection of the members of the company are [now] kept at:

P.O. BOX 18, MILL LANE (off COMMON ROAD),
HUTHWAITE, SUTTON-IN-ASHFIELD, NOTTINGHAMSHIRE

Postcode NG17 2NS

† delete as appropriate

Signed [signature] ~~[Director]~~[Secretary]† Date 7/12/90

Presentor's name address and reference (if any):
MRS L. COWLES
COMPANY SECRETARY
Address as above.

For official Use
General Section

Post room

COMPANIES HOUSE
11 DEC 1990

G

COMPANIES FORM No. 325

Notice of place where register of directors' interests in shares etc. is kept or of any change in that place

325

Note: This notice is not required where the register is and has always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 325 of and Schedule 13 paragraph 27 to the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use | Company number 636099

Name of company

* MACKAY & SCHNELLMANN LIMITED.

* insert full name of company

gives notice that the register of directors' interests in shares and/or debentures, which is kept by the company pursuant to section 325 of the above Act, is [now] kept at:

P.O. BOX 18, MILL LANE (off COMMON ROAD).
HUTHWAITE, SUTTON-IN-ASHFIELD
NOTTINGHAMSHIRE.
Postcode NG17 2NS

† delete as appropriate

Signed [signature] ~~[Director]~~[Secretary]† Date 7/12/90

Presentor's name address and reference (if any):
MRS. L. COWLES,
COMPANY SECRETARY.
(ADDRESS AS ABOVE)

For official Use
General Section | Post room

COMPANIES HOUSE
11 DEC 1990
M

G

COMPANIES FORM No. 353

Notice of place where register of members is kept or of any change in that place

353

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 353 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number 636099

Please complete legibly, preferably in black type, or bold block lettering

Name of company

*Insert full name of company

* MACKAY & SCHNELLMANN LIMITED

gives notice that the register of members is [now] kept at:

P.O. BOX 18, MILL LANE (off COMMON ROAD)
HUTHWAITE, SUTTON-IN-ASHFIELD,
NOTTINGHAMSHIRE

Postcode NG17 2NS

†Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed L. M. Cowles Designation †SECRETARY. Date 7/12/90

Presentor's name, address and reference (if any):

MRS. L. COWLES,
COMPANY SECRETARY

For official use

General Section

Post room

COMPANIES HOUSE
11 DEC

Oyez The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

1987 Edition
4.87 F7014
5017068

Date 28th March 1991

Your reference

Our reference LC/VR/ElectRes

INTERNATIONAL MINING CONSULTANTS LIMITED

Consultants to the Mining and Minerals Industry

PO Box 18
Mill Lane
(off Common Road)
Huthwaite
Sutton-in-Ashfield
Nottinghamshire
NG17 2NS

Telephone 0623 441444
Fax 0623 440333
Telex 37419 Mincon G

Elective Resolution Reg No 636099

In accordance with and for the purposes of Section 379A of Companies Act 1985 ("the Act") the company hereby elect;

in accordance with Section 366A of the Act to dispense with the holding of annual general meetings of the company.

Signed for and on behalf of

MACKAY & SCHNELLMANN LIMITED

J B Lott
Director

R K Dunham
Director

COMPANIES HOUSE
16 APR 1991
68
M

Registered Office as above

Registered in England
Number 430855

Associated Companies
USA
Paul Weir Company
Chicago
Australia
Sedgman-BMC Pty Limited
Brisbane and Sydney
Canada
Associated Mining
Consultants Limited
Calgary

62099

Elective Resolution

8th July 1991

In accordance with and for the purposes of Section 379A of Companies Act 1985 ("the Act") the company hereby elects:

in accordance with section 252 of the Act to dispense with the laying of accounts and reports before the company in general meeting;

in accordance with section 386 of the Act to dispense with the obligation of the company to appoint auditors annually.

Signed for and on behalf of
MACKAY AND SCHNEIDMANN LIMITED

J B Lott
Director

R K Dunham
Director

COMPANIES HOUSE
15 AUG 1991
62
*A

DORMANT COMPANY RESOLUTION

COMPANY NO.: 636099

THE COMPANIES ACT 1985, SECTION 250
SPECIAL RESOLUTION OF

MACKAY & SCHNEELMANN LIMITED

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY,

HELD ON THE 22ND DAY OF DECEMBER 19 93

THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:-

The accounts of the company for the financial year ending 31st March 1993 having been laid before the company at the meeting, and the company, having qualified as small in that year and having been dormant since the end of it, resolves to make itself exempt from the provisions of PART VII of the Companies Act 1985 relating to the audit of accounts.

SIGNED

~~Director~~ or Secretary of company

DATE 12th Jan 1994

COMPANIES
PR25
15 JAN 1994
HOUSE

N.B. The references above to the Companies Act 1985 relate to the Act as amended by the Companies Act 1989.