

Company No: 666509

**PHILIPPINE GOLD PLC**

**COPY RESOLUTION**

**COPY** resolution of the type and in the terms specified below as passed by the members of the Company named above at their Extraordinary General Meeting duly convened and held at Grant Thornton House, Melton Street, Euston Square, London NW1 2EP on the 10<sup>th</sup> day of July 2000.

**SPECIAL RESOLUTION**

**THAT:** The Articles of Association of the Company be amended by the adoption and inclusion of the following as Article 61:-

"In this Article, references to the "Scheme" are to the Scheme of Arrangement dated 15 June 2000 proposed by the Company under Section 425 of the Companies Act 1985 and terms defined in the Scheme shall have the same respective meanings in this Article. If the Company issues any Ordinary Shares on or after the adoption of this Article into the Company's Articles of Association, and on or prior to 11.59 p.m. (BST) on the Record Date, such Ordinary Shares shall be subject to the terms of the Scheme and the holder or holders of such Ordinary Shares shall be bound by the Scheme accordingly."

and that the numbering of subsequent articles in the Articles of Association of the Company be amended accordingly.

**BY ORDER OF THE BOARD OF DIRECTORS**

.....*Phy. [Signature]*.....

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