

Company Number: 932630

**COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**

RESOLUTIONS

of

RTZ MINING & METALS LIMITED

Passed on the 17th day of November 1998

At an Extraordinary General Meeting of the above-named company duly convened and held on the 17th day of November 1998 at 6 St. James's Square, London, SW1, the following resolutions were passed:

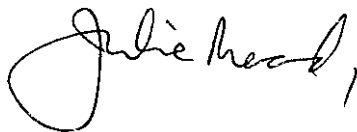
ELECTIVE RESOLUTIONS

"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."



SECRETARY

