Number of Company:1020949

THE COMPANIES ACT 1985 PRIVATE COMPANY LIMITED BY SHARES RESOLUTIONS

of

HARDY PETROLEUM LIMITED

(passed on 31st December 1998)

At an Extraordinary General Meeting of the Company held at 10 Great George Street, London SW1P 3AE on 31st December 1998 the following resolutions were duly passed by the Company as ordinary resolutions:

- 1. THAT the authorised share capital of the Company be increased pursuant to Section 121 of the Companies Act 1985 from £8,000,100 to £20,000,000 by the creation of 11,999,900 new ordinary shares of £1 each in the capital of the Company.
- 2. THAT the directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of that Act) up to an aggregate nominal amount of £11,999,900 provided that this authority shall expire on the date of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the directors shall be entitled to allot relevant securities pursuant to any such offer or agreement as if this authority had not expired

CHAIRMAN

ED3 *EPRZFD5Q* 10
COMPANIES HOUSE 20/01/99

9

L\MLM\282mlm.doc