

GOLDEN LAND INVESTMENTS PLC

COMPANY NUMBER: 1366078

Certified to be true copies of the Extraordinary Resolutions passed at an Extraordinary General Meeting of the holders of Warrants to subscribe for Ordinary Shares of 10p each in the above named Company ("Warrants") held at the offices of Fiske plc, Salisbury House, London Wall, London EC2M 5QS at 11.45 am/pm on 10 November 2000.

1. THAT the passing by the holders of Ordinary Shares of 10p each in the capital of the Company ("Shareholders") of the Special Resolution numbered 3 set out in the Notice of Extraordinary General Meeting of Shareholders and contained in the Circular to Shareholders and Warrant holders dated 16 October 2000 ("Circular") as a Special Resolution and the implementation of the reduction of share capital and share premium account therein referred to ("Capital Reduction") be and is hereby sanctioned and approved. 13
2. THAT subject to and conditional upon (i) registration by the Registrar of Companies of an order of the High Court pursuant to section 138 of the Companies Act 1985 confirming the Capital Reduction and (ii) the Sale Agreement referred to in the Ordinary Resolution numbered 1 set out in the Notice of Extraordinary General Meeting of Shareholders contained in the Circular being completed in accordance with its terms, this resolution of the holders of Warrants hereby sanctions and approves any and every alteration or abrogation of the terms and conditions attaching to the Warrants as described in the Circular and contained in the draft Supplemental Deed Poll a copy of which was produced to the meeting and initialled by the Chairman for the purposes of identification and the Directors of the Company be and they are hereby authorised to execute the said Supplemental Deed Poll and to bring the same into effect on the next business day following the date on which the conditions to which this resolution is subject shall have been fulfilled. 13

Date: 10 November 2000

Signed.....*K. Goldstein-Jackson*
K. Goldstein-Jackson

