

COMPANY NUMBER: 01832198

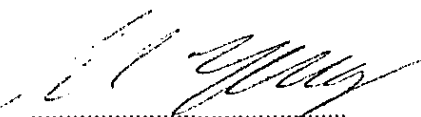
**KIDD CREEK EUROPE LIMITED**

*(the Company)*

**WRITTEN MEMBER'S RESOLUTION**

In accordance with Article 8 as defined and incorporated in the Articles of Association of the Company, **WE**, being the sole member of the Company who would have been entitled to vote upon the following resolution if it had been proposed at a general meeting of the Company at which we were present, **AGREE** that the following resolutions shall be as valid and effectual as if they had been passed at a general meeting of the Company duly convened and held, of which Resolutions 1, 4 and 5 will be passed as a special resolution and Resolutions 2, 3 and 6 will be passed as ordinary resolutions and accordingly **WE RESOLVE**:

1. **THAT** the Company be wound up voluntarily.
2. **THAT** Neil John Mather and Mark Fry of Begbies Traynor (Central) LLP, 32 Cornhill, London, EC3V 3BT, be and are hereby appointed liquidators for the purpose of winding up the Company's affairs and distributing its assets and that any act required or authorised under any Act or enactment to be done by the liquidators may be done by one or more of the persons for the time being holding the office of liquidator (the *Liquidators*).
3. **THAT** the remuneration of the Liquidators be fixed by reference to the time properly given by the Liquidators and their staff in attending to matters arising in the winding up.
4. **THAT** the Liquidators be and are hereby authorised to distribute to the sole member in specie or in kind the whole or any part of the assets of the Company.
5. **THAT** the Liquidators be and are hereby authorised under the provisions of Section 165(2) of the Insolvency Act 1986 to exercise the powers laid down in Part 1 of Schedule 4 of said Act.
6. **THAT** the Company's books and records be held by and to the order of the Liquidators until the expiry of twelve months after the date of dissolution of the Company, when they may be disposed of.

  
Stephen Young, Director & Secretary  
on behalf of XSTRATA CANADA CORPORATION

Date: 21 September 2009

MONDAY



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05/10/2009

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COMPANIES HOUSE