

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY RESOLUTIONS
AND
SPECIAL RESOLUTION
OF
MWANA AFRICA PLC
(THE "COMPANY")



At the Annual General Meeting of the Company, duly convened and held in accordance with the Company's Articles of Association at 12 noon on Wednesday 10 September 2014, the following Resolutions were duly passed as Ordinary Resolutions:

ORDINARY RESOLUTIONS

- 1 To receive and adopt the Company's annual accounts for the financial year ended 31 March 2014 together with the directors' report and auditors' report on those accounts
- 2 To re-appoint Johan Botha as a director
- 3 To re-appoint Stuart Morris as a director
- 4 To re-appoint Yim Kwan as a director
- 5 To approve the directors' remuneration report for the year ended 31 March 2014
- 6 To re-appoint KPMG LLP as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company
- 7 To authorise the directors to fix the remuneration of the auditors
- 8 THAT in substitution for any existing authority subsisting at the date of this resolution (save to the extent that the same may already have been exercised and for any such powers granted by statute), the directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined below) up to an aggregate nominal amount of £5,622,086.14, provided that this authority shall expire on the date of the next Annual General Meeting of the Company or 15 months after the passing of this resolution (whichever is earlier), save that the Company may before this authority expires, is replaced or revoked, make an offer or agreement which would or might require relevant securities to be allotted after such expiry, revocation or replacement and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired or, as the case may be, been replaced or revoked.

For the purposes of this resolution a "relevant security" means

(a) A share in the Company other than a share allotted pursuant to

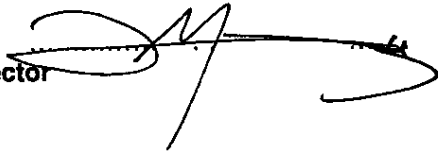
- a an employee share scheme (as defined by section 1166 of the Companies Act 2006 (the "Act")),

- b a right to subscribe for a share or shares in the Company where the grant of the right itself constituted a relevant security, or
- c a right to convert securities into a share or shares in the Company where the grant of the right itself constituted a relevant security

(b) Any right to subscribe for or to convert any security into a share or shares in the Company other than a right to subscribe for or convert any security into a share or shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Act) References to the allotment of relevant securities in this resolution include the grant of such rights

References to the allotment of "relevant securities" in this resolution shall be constructed accordingly

Director

A handwritten signature in black ink, consisting of a large, stylized 'M' or similar character, followed by a long horizontal stroke and a small flourish at the end.