

Statutory Declaration of compliance with requirements on application for registration of a company

12

Please do not
write in
this margin

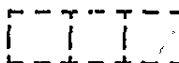
Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold black lettering

To the Registrar of Companies
(Address overleaf)

For official use

For official use



2281002

Name of company

* BROOMCO (262) LIMITED

* insert full
name of company

I, DAVID ARTHUR THORPE

of FOUNTAIN PRECINCT

BALM GREEN

SHEFFIELD S1 1RZ

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at LAITNER & SMYTHE
Solicitors
28 HIGH COURT, HIGH STREET
SHEFFIELD S1 1PP

Declarant to sign below

the Eighth day of July
One thousand nine hundred and eighty-eight
before me Norman O Baggott

David Thorpe

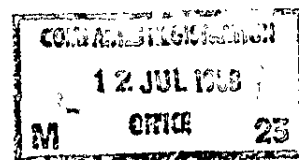
A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Presenter's name address and
reference (if any): DAT

Broomheads
Fountain Precinct
Balm Green
Sheffield
S1 1RZ

For official Use
New Companies Section

Post room





Statement of first directors and secretary and intended situation of registered office

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering

*Insert full name
of company

Name of company

BROOMCO (262) LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

FOUNTAIN PRECINCT

BALM GREEN

SHEFFIELD

Postcode S1 1RZ

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

BROOMHEADS³

FOUNTAIN PRECINCT

BALM GREEN

SHEFFIELD

Postcode S1 1RZ

Number of continuation sheets attached (see note 1)

Presentor's name, address and
reference (if any): DAT

Broomheads
Fountain Precinct
Balm Green
Sheffield
S1 1RZ

For official use

General Section

Post room

OFFICE 23

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

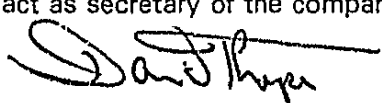
Name (note 3) DAVID ARTHUR THORPE		Business occupation	
		SOLICITOR	
Previous name(s) (note 3)		Nationality	
Address (note 4) FOUNTAIN PRECINCT		BRITISH	
BALM GREEN		Date of birth (where applicable)	
SHEFFIELD	Postcode	(note 6)	
S1 1RZ			
Other directorships† BROOMCO (251) LIMITED, BROOMCO (252) LIMITED, BROOMCO (253) LIMITED, BROOMCO (254) LIMITED, BROOMCO (255) LIMITED, BROOMCO (256) LIMITED, BROOMCO (257) LIMITED, BROOMCO (258) LIMITED			
I consent to act as director of the company named on page 1			
Signature <i>David Thorpe</i>		Date 22nd June 1988	

†Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

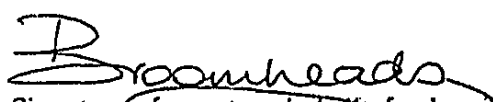
Name (note 3) ELIZABETH WENDY WILKINSON		Business occupation	
		SOLICITOR	
Previous name(s) (note 3)		Nationality	
Address (note 4) FOUNTAIN PRECINCT		BRITISH	
BALM GREEN		Date of birth (where applicable)	
SHEFFIELD	Postcode	(note 6)	
S1 1RZ			
Other directorships† BROOMCO (251) LIMITED, BROOMCO (252) LIMITED, BROOMCO (253) LIMITED, BROOMCO (254) LIMITED, BROOMCO (255) LIMITED, BROOMCO (256) LIMITED, BROOMCO (257) LIMITED, BROOMCO (258) LIMITED			
I consent to act as director of the company named on page 1			
Signature <i>Elizabeth Wilkinson</i>		Date 22nd June 1988	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships†			
I consent to act as director of the company named on page 1			
Signature		Date	

The name(s) and particulars of the person who is, or the persons who are, to be the secretary, of the company are as follows:

Name (notes 3 & 7) DAVID ARTHUR THORPE	
Previous name(s) (note 3)	
Address (notes 4 & 7) FOUNTAIN PRECINCT, BALM GREEN, SHEFFIELD	
Postcode	S1 1RZ
I consent to act as secretary of the company named on page 1	
Signature 	Date 22nd June 1988

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature	Date

	
Signature of agent on behalf of subscribers	Date 22nd June 1988

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

Delete if the form is signed by the subscribers.

Delete if the form is signed by an agent on behalf of the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Company No.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

M E M O R A N D U M

and

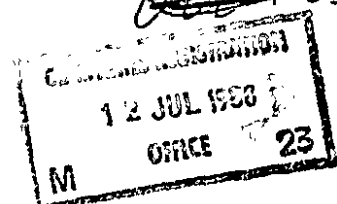
A R T I C L E S O F A S S O C I A T I O N

of

BROOMCO (262) LIMITED

Incorporated on the day of 19

Broomheads
Solicitors
Sheffield



Company No.

THE COMPANIES ACT 1985

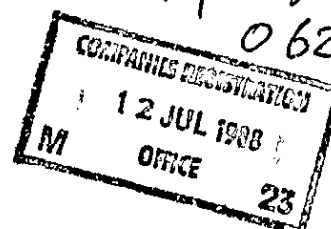
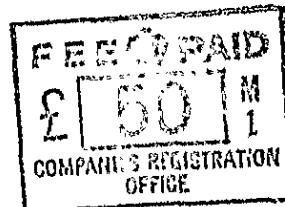
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

BROOMCO (262) LIMITED

1. The name of the Company is Brocmco (262) Limited
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) To carry on all or any businesses of manufacturers, producers, processors, repairers, dismantlers, buyers, sellers, distributors and hirers of, merchants, dealers, brokers and factors in, and agents and contractors for, all kinds of metals, alloys, minerals, materials, products, articles and goods of whatever nature, and to acquire utilise and dispose of any of the same in any form and by any means whatsoever.
 - (2) To carry on any other business which may seem to the Company capable of being conducted directly or indirectly for the benefit of the Company.
 - (3) To acquire by any means any real or personal property or rights whatsoever, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.
 - (4) To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
 - (5) To make experiments in connection with any business or proposed business of the Company and to experiment upon, test or improve any patents, inventions or rights which the Company may acquire or propose to acquire.



N/W £50
062465

- (6) To acquire and undertake the whole or any part of the business property and liabilities of any company or person carrying on or proposing to carry on any business which the Company is authorised to carry on or from which the Company might derive any direct or indirect benefit, or possessed of any property suitable for the purposes of the Company.
- (7) To pay for any property or rights acquired by the Company and to remunerate any person either in cash or by the allotment of shares, debentures or other securities of the Company credited as fully or partly paid up, or otherwise.
- (8) To acquire and hold shares, debentures or other securities of any other company and otherwise invest and deal with the moneys of the Company.
- (9) To lend money or give credit to such persons on such terms as may seem expedient.
- (10) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property (whether present or future), including its uncalled capital, the discharge by the Company or any other person of any obligation or liability.
- (11) To guarantee the performance of any obligation by any person whatsoever and to give such indemnities as may seem expedient.
- (12) To guarantee support or secure whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums, interest, dividends, and other moneys payable on or in respect of, any debentures, debenture stock, loan stock, shares or other securities, liabilities or obligations of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company, as defined by Section 736 of the Companies Act 1985, of the Company, or another subsidiary of such holding company, or otherwise associated with the Company in business or through shareholdings, and to do any of the foregoing either with or without receiving any payment or other consideration or benefit therefor and either in connection with any other business, activity or transaction or as a business, activity or transaction by itself.
- (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (14) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions,

allowances or emoluments to, any persons who are or were at any time Directors or officers of or in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid.

- (15) To establish and subsidise or subscribe money to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company or person as is mentioned in the immediately preceding paragraph of this clause and to make payments for any charitable, benevolent, public, general or useful object.
- (16) To enter into any arrangements with governments or authorities (supreme, municipal, local or otherwise) or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with the same.
- (17) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (18) To enter into any partnership or arrangement for sharing profits, co-operation or union of interest with any company or person engaged or interested in any business which the Company is authorised to carry on or from which the Company might derive any direct or indirect benefit.
- (19) To establish or promote, or join in the establishment or promotion of, any other company for the purpose of acquiring and undertaking the whole or any part of the business, property and liabilities of the Company or the promotion of which shall be calculated to benefit the Company and to acquire and hold any shares, debentures or other securities of any such company.
- (20) To amalgamate with any other company.
- (21) To dispose by any means of the whole or any part of the undertaking or property of the Company.

- (22) To distribute any of the Company's property among the members in specie.
- (23) To cause the Company to be registered or recognised in any part of the world.
- (24) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and by or through agents, trustees, sub-contractors or otherwise.
- (25) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

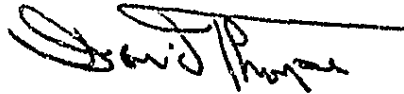
And it is hereby declared that:-

- (A) the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere; and
 - (B) each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.
- 4. The liability of the Members is limited.
 - 5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

We, the several persons whose names, addresses and descriptions are subscribed hereto, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER



DAVID ARTHUR THORPE
The Fountain Precinct,
Balm Green,
Sheffield,
S1 1RZ.

ONE

Solicitor.



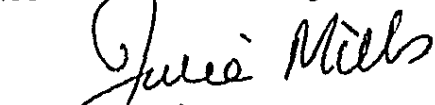
ELIZABETH WENDY WILKINSON
~~The Fountain Precinct~~
Balm Green,
Sheffield,
S1 1RZ.

ONE

Solicitor.

Dated the 22nd day of June 1988

Witness to the above signatures:-



JULIE MILLS
The Fountain Precinct,
Balm Green,
Sheffield,
S1 1RZ.

Secretary.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BROOMCO (262) LIMITED

PRELIMINARY

1. The Company is a private company and the following regulations and (subject as provided in these Articles) the regulations contained in Table A in the Schedule to the Companies (Tables A - F) Regulations 1985 (in these Articles called "Table A") shall constitute the regulations of the Company.

2. Regulations 8, 24, 73 to 80 (inclusive) and 94 to 97 (inclusive) of Table A shall not apply to the Company.

LIEN

3. The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any member (whether solely or jointly with others) for all debts or liabilities due from such member or his estate whether solely or jointly with any other person (whether or not a member) and whether or not such debts or liabilities are presently payable or dischargeable. The Company's lien on a share shall extend to all dividends or other moneys and rights payable thereon or accruing thereto or in respect thereof.

SHARES

4. Subject to the provisions of these Articles and the Companies Act 1985 the Directors may allot, grant options over or otherwise dispose of the shares in the original capital and any new shares that may be created to such persons at such times and on such terms as they think proper and the provisions of Section 89 sub-section (1) and Section 90 of the Companies Act 1985 shall not apply to the allotment of any shares in the Company.

5. The Company in general meeting may give the Directors any authority required under Section 80 of the Companies Act 1985 in respect of relevant securities as defined in that section and any such authority may be general or for a particular exercise of the powers requiring such authority and may be unconditional or subject to conditions; provided that any such authority shall state the maximum number of relevant securities to which it applies and the date being not more than five years from the date of the passing of the resolution granting the authority on which the authority will expire.

TRANSFER OF SHARES

6. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

DIRECTORS

7. A Director including an alternate director shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any general meeting of, and at any separate meeting of the holders of any class of shares in, the Company.

8. A Director (including an alternate Director) who has duly declared his interest therein may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration.

9. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.

10. A member or members holding a majority in nominal amount of the issued Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors and to remove from office any Director howsoever appointed. Every such appointment or removal shall be in writing or signed by on behalf of the member or members making the same and shall take effect upon delivery at the registered office of the Company.

11. The Company may at any time and from time to time by Ordinary Resolution appoint any person or persons to be a Director or Directors, either to fill a casual vacancy or as an addition to the existing Directors and, without prejudice to the provisions of the Act, may at any time remove a Director from office Provided that any such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company.

12. No Director shall be required to vacate his office as a Director and no person shall be disqualified from being appointed as a Director by reason of his attaining or having attained the age of seventy.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

David Thorpe

DAVID ARTHUR THORPE
The Fountain Precinct,
Balm Green,
Sheffield.
S1 1RZ.

Solicitor.

Elizabeth Wendy Wilkinson

ELIZABETH WENDY WILKINSON
The Fountain Precinct
Balm Green,
Sheffield,
S1 1RZ.

Solicitor.

Dated the *22nd* day of *June* 1988

Witness to the above signatures :-

Julie Mills

JULIE MILLS
Fountain Precinct,
Balm Green
Sheffield
S1 1RZ.

Secretary.



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2281002

I hereby certify that

BROOMCO (262) LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 27 JULY 1988

Mrs. M. Moss
MRS. M. MOSS

an authorised officer

Company No. 2281002

THE COMPANIES ACT 1985



C O P Y S P E C I A L R E S O L U T I O N

(Pursuant to Section 380 of the Companies Act 1985)

of

BROOMCO (262) LIMITED

(Passed the 10th day of October 1988)

At an Extraordinary General Meeting of the above Company, duly convened and held at Fountain Precinct, Balm Green, Sheffield, S1 1RZ on the 10th day of October 1988, the following Special Resolution was duly passed:-

S P E C I A L R E S O L U T I O N

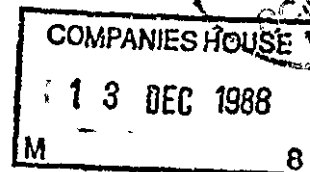
That the name of the Company be altered to
British Mining Consultants (Management Services) Limited



Elizabeth Wilkins
CHAIRMAN

Filed by:-

Broomheads
Fountain Precinct
Balm Green
Sheffield
S1 1RZ



*Not used
004783
740-10*



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2281002

I hereby certify that

BROOMCO (262) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

**BRITISH MINING CONSULTANTS (MANAGEMENT
SERVICES) LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 18 JANUARY 1989

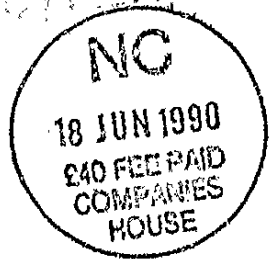
A handwritten signature in cursive script, reading "F. A. Joseph".

F. A. JOSEPH

an authorised officer

14/7.

cor 1.1.12/1990



Registered No : 2281002

C O P Y S P E C I A L R E S O L U T I O N

(Pursuant to Section 380 of the Companies Act 1985)

of

British Mining Consultants (Management Services) Limited

(passed the 15th day of June 1990)

At an Extraordinary General Meeting of the above Company, duly convened and held at Huthwaite, Sutton-in-Ashfield, Nottinghamshire, NG17 2NS on the 15th day of June 1990, the following Special Resolution was duly passed:-

S P E C I A L R E S O L U T I O N

That the name of the Company be altered to
IMC Management ~~Consultants~~ Limited
Services

Amended 16/6/90 del

J.B. Lott

J B LOTT
Director

NW 20419

f. a. n.

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2281002

I hereby certify that

**BRITISH MINING CONSULTANTS (MANAGEMENT
SERVICES) LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

IMC MANAGEMENT SERVICES LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 4 JULY 1990

F. A. Joseph.

F. A. JOSEPH

an authorised officer

Registered Number : 2281002



C O P Y S P E C I A L R E S O L U T I O N

(Pursuant to Section 380 of the Companies Act 1985)

of

IMC Management Services Limited

(passed the 27th day of March 1991)

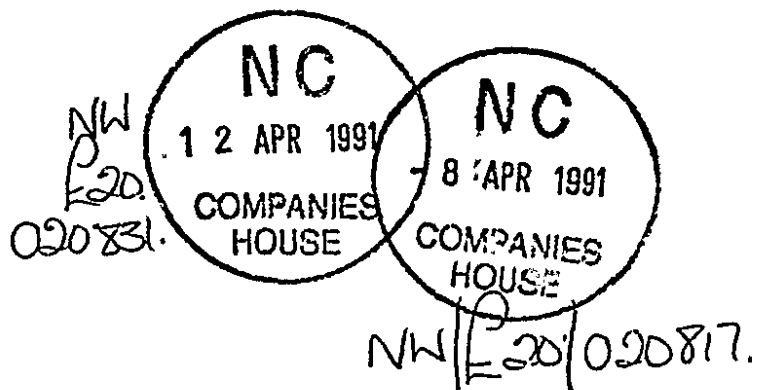
At an Extraordinary General meeting of the above Company, duly convened and held at Huthwaite, Sutton-in-Ashfield, Nottinghamshire, NG17 2NS on the 27th day of March 1991, the following Special Resolution was duly passed:-

S P E C I A L R E S O L U T I O N

That the name of the Company be altered to
International Economic and Energy Consultants Limited



J B IOFF
Director





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2281002

I hereby certify that

IMC MANAGEMENT SERVICES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

INTERNATIONAL ECONOMIC AND ENERGY
CONSULTANTS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 17 APRIL 1991

M. Rose
M. ROSE

an authorised officer

Date 28th March 1991

Your reference

Our reference LC/VR/ElectRes



**INTERNATIONAL
MINING
CONSULTANTS
LIMITED**

Consultants to
the Mining and
Minerals Industry

PO Box 18
Mill Lane
(off Common Road)
Huthwaite
Sutton-in-Ashfield
Nottinghamshire
NG17 2NS

Telephone 0623 441444
Fax 0623 440333
Telex 37419 Minecon G

Elective Resolution

Reg No 2281002

In accordance with and for the purposes of Section 379A of
Companies Act 1985 ("the Act") the company hereby elect;

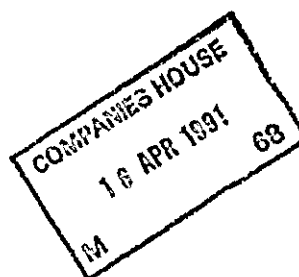
in accordance with Section 366A of the Act to
dispense with the holding of annual general
meetings of the company.

Signed for and on behalf of

INTERNATIONAL ECONOMIC & ENERGY CONSULTANTS LIMITED

J B Lott
Director

R K Dunham
Director



Registered Office as above
Registered in England
Number 430855

Associated Companies
USA
Paul Weir Company
Chicago
Australia
Sedgman-BMC Pty Limited
Brisbane and Sydney
Canada
Associated Mining
Consultants Limited
Calgary

Elective Resolution

8th July 1991

In accordance with and for the purposes of Section 379A of Companies Act 1985 ("the Act") the company hereby elects:

in accordance with section 252 of the Act to dispense with the laying of accounts and reports before the company in general meeting;

in accordance with section 386 of the Act to dispense with the obligation of the company to appoint auditors annually.

Signed for and on behalf of

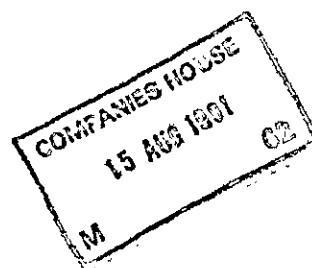
INTERNATIONAL ECONOMIC & ENERGY CONSULTANTS LIMITED

J B Lott

J B Lott
Director

R. K. Dunham

R K Dunham
Director



DORMANT COMPANY RESOLUTION

COMPANY NO.: 2281002

THE COMPANIES ACT 1985, SECTION 250 SPECIAL RESOLUTION OF

INTERNATIONAL ECONOMIC & ENERGY CONSULTANTS LIMITED

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY,

HELD ON THE 22ND DAY OF DECEMBER 1993

THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:-

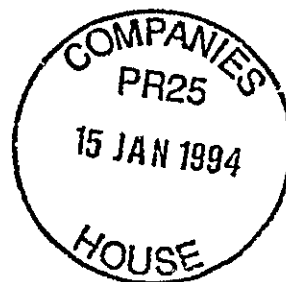
The accounts of the company for the financial year ending 31st March 1993 having been laid before the company at the meeting, and the company, having qualified as small in that year and having been dormant since the end of it, resolves to make itself exempt from the provisions of PART VII of the Companies Act 1985 relating to the audit of accounts.

SIGNED

Director or Secretary of company

DATE

12/1/94



N.B. The references above to the Companies Act 1985 relate to the Act as amended by the Companies Act 1989.