

6/10/97

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THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

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SPECIAL AND ORDINARY RESOLUTIONS  
of  
BAKYRCHIK GOLD PLC

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Passed 29 September 1997

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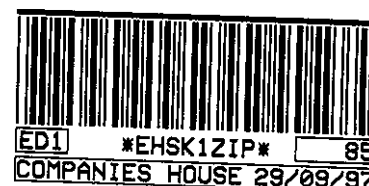
That at the Extraordinary General Meeting of the Company duly convened at 10.30 a.m. on Monday 29th September, 1997 at Kempson House, Camomile Street, London EC3A 7AN the following Resolutions were duly passed, Resolution 1 as an Ordinary Resolution and Resolution 2 as a Special Resolution:

ORDINARY RESOLUTION

1 That:

- (a) the agreement dated 5th September 1997 and made between the Company, Central Asian Mining Limited ("CAML") and Indochina Goldfields Ltd, ("Indochina") relating to the subscription by Indochina for an 80 per cent. interest in CAML, and the acquisition by Indochina of an 80 per cent. interest in BKG Jersey Limited from the Company which is described in Part Four of the circular to Shareholders dated 5th September, 1997 ("the Circular");
- (b) the agreement to be entered into between the Company, CAML, BKG Exploration Limited, Bakyrchik Mining Venture ("BMV") and Indochina and the Company in respect of exploration and development rights on a block of exploration ground within the existing Bakyrchik Licences (as described in paragraph 3 of Part Four of the Circular); and
- (c) the shareholders' agreement to be entered into between the Company, CAML, Indochina, and BKG Jersey Limited setting out the terms of the management and operation of BMV, CAML and BKG Jersey Limited;

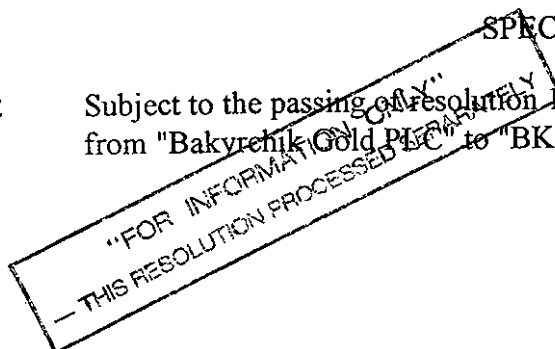
be hereby approved and the Directors be authorised to execute such agreements and/or give effect thereto;



- (d) the loan arrangements with Gerald Metals, Inc. be hereby ratified and approved, including but not limited to, the provisions of a guarantee by the Company to Gerald Metals, Inc. of the obligations of CAML under the Loan Documents (as defined in the Circular) and the execution and performance by the Company of its obligations under the Loan Documents and the provision by Indochina of a guarantee of the obligations of CAML under the Loan Documents; and
- (e) the action of the Directors of the Company in approving the payment of CAML of the second consideration payment of \$15 million to the Government of Kazakhstan on 1st July 1997 be and is hereby ratified and approved, notwithstanding the later date for payment under the Acquisition Agreement (as defined in the Circular) and that subsequent payments under the Acquisition Agreement may be made by reference to this date rather than Completion (as defined in the Acquisition Agreement).

SPECIAL RESOLUTION

- 2 Subject to the passing of resolution 1, that the name of the Company be changed from "Bakyrchik Gold PLC" to "BKG Resources PLC".



*G. L. Zell*

Chairman