

THE COMPANIES ACT 1985

A COMPANY LIMITED BY SHARES

**ORDINARY RESOLUTION OF
GTL RESOURCES PLC**
(registered in England – No. 2811366)

PASSED 10 MARCH 2000

At an Extraordinary General Meeting of the Company duly convened and held at 11.00 a.m. on 10 March 2000 at Mayfair Conference Centre, 17 Connaught Place, Marble Arch, London W2 2EL the following Resolution was duly passed as an Ordinary Resolution :

ORDINARY RESOLUTION

THAT

In substitution for any existing power under Section 80 of the Companies Act 1985 (as amended and in force from time to time)(the "Act") but without prejudice to the exercise of any such power prior to the date hereof, the directors be and are hereby generally and unconditionally authorised in accordance with Section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal value of £621,102 such authority to expire at the conclusion of the next Annual General Meeting of the Company to be held later in the year but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offers or agreements as if the power conferred herein had not expired.

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Chairman