

CRE GROUP LIMITED

Company No. 2924220

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

COPY SPECIAL RESOLUTION

of  
CRE GROUP LIMITED

(passed on 24 March 1995)

Copy Resolutions of the type and in the terms specified below as passed by the members of the Company named above at their Extraordinary General Meeting duly convened and held at the offices of Herbert Smith, Exchange House, Primrose Street, London on 24 March 1995.

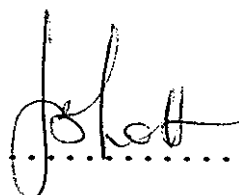
SPECIAL RESOLUTION

1. THAT in accordance with Section 155(5) of the Companies Act 1985 (the "Act"), the giving of financial assistance in relation to the acquisition by IMC Group Holdings Limited ("Holdings") of shares in the Company in the form of:
  - 1.1 the entering into by the Company of an unlimited cross company guarantee (the "Guarantee") to be executed by the Company in favour of National Westminster Bank plc (the "Bank") by which, inter alia, the Company guarantees all of the liabilities of Holdings and International Mining Consultants Limited ("IMCL") to the Bank including liabilities incurred by Holdings for the purpose of financing the acquisition of shares in the Company;
  - 1.2 the Company granting to the Bank a mortgage debenture and legal mortgage both in the Bank's prescribed form charging all its assets and undertaking as security for all its liabilities to the Bank;

be and is hereby approved, the declaration made earlier in the day by the directors of the Company in compliance with section 155(6) of the Act, together with the auditors' report annexed to it being produced to the meeting and initialled by the Chairman for the purposes of identification.



2. **THAT** after due consideration of all the circumstances and being satisfied that it is for the benefit of the Company and in the interests of the Company for the purpose of carrying on its business, to create the Guarantee, the mortgage debenture and the legal mortgage to secure all the liabilities of Holdings and IMCL to the Bank and **THAT** the Company do execute each of the Guarantee, the mortgage debenture and the legal mortgage as Deeds by the signatures of any two directors or any director and the Secretary of the Company.

..........  
CHAIRMAN