

Company No: 003372127

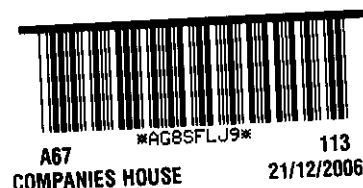
The Companies Act 1985 & 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

LANDROUND PLC



Passed 11 December 2006

At an Extraordinary General Meeting of the above-named Company duly convened and held at the Quarant, Sealand Road, Chester, CH1 4QR on 11 December the following Resolutions were duly passed as Ordinary Resolutions and a Special Resolution:

ORDINARY RESOLUTIONS

1. THAT, conditional upon the passing of Resolutions 2, 3 and 5 and the Placing Agreement (as defined in the circular to shareholders of the Company dated 17 November 2006 of which this notice forms part (the "**Circular**")) becoming unconditional in all respects (save only for passing of the Resolutions and Admission (as such expressions are defined in the Circular)) and it not being terminated in accordance with its terms, the authorised share capital of the Company be and is hereby increased from £500,000 to £1,250,000 by the creation of an additional 15,000,000 new ordinary shares of 5 pence each.
2. THAT, conditional upon the passing of Resolutions 1, 3 and 5 and the Placing Agreement (as defined in Resolution 1), becoming unconditional in all respects (save only for the passing of the Resolutions and Admission) and it not being terminated in accordance with its terms and in substitution for any equivalent authority which may have been given to the directors prior to the date of the passing of this resolution, the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "**Act**") to exercise all powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) provided that authority shall be limited to:
 - (a) the allotment of up to 8,297,500 new Ordinary Shares of 5 pence each in the capital of the Company in connection with the Placing (as such term is defined in the Circular);
 - (b) the issue of up to 2,765,826 Ordinary Shares of 5 pence each in the Company pursuant to the terms of the Warrant Instrument (as defined in the Circular);

- (c) the allotment of up to 280,482 Ordinary Shares of 5 pence each in the Company pursuant to the terms of the Option Agreement (as defined in the Circular); and
- (d) the allotment (other than pursuant to paragraph (a) and (c) above) of relevant securities up to an aggregate nominal amount of £100,000;

and unless previously renewed, revoked, varied or extended, this authority shall expire at the earlier of the date which is 15 months from the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

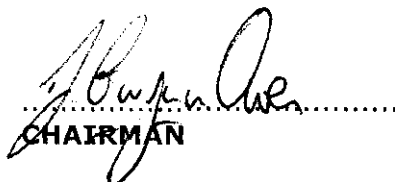
- 3. THAT, conditional upon the approval of Resolutions 1, 2 and 5 William Donald Brown be appointed as a Director of the Company with effect from completion of the Placing.
- 4. THAT, Anthony James Pope be appointed as a Director of the Company effective immediately.

SPECIAL RESOLUTION

- 5. THAT, conditional upon the passing of Resolutions 1, 2 and 3 the Placing Agreement becoming unconditional in all respects (save only for the passing of the Resolutions and Admission) and it not being terminated in accordance with its terms and in substitution for any existing power given to the directors pursuant to section 95 of the Act, the directors be and they are empowered pursuant to section 95(1) of that Act to allot equity securities (as defined in section 94(2) of the Act) of the Company for cash pursuant to the authority of the directors under section 80 of the Act conferred by Resolution 2, and/or where such an allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the Act, as if section 89(1) of the Act did not apply to such allotment provided that the power conferred by this Resolution 3 shall be limited to:
 - (a) the allotment of 8,297,500 new Ordinary Shares of 5 pence each in the capital of the Company in connection with the Placing;
 - (b) the issue of up to 2,765,826 Ordinary Shares of 5 pence each in the Company pursuant to the terms of the Warrant Instrument (as defined in the Circular);

- (c) the allotment of up to 280,482 Ordinary Shares of 5 pence each in the Company pursuant to the terms of the Option Agreement (as defined in the Circular);
- (d) the allotment of equity securities in connection with an invitation or offer of equity securities to the holders of ordinary shares in the capital of the Company (excluding any shares held by the Company as treasury shares (as defined in section 162A(3) of the Act)) on a fixed record date in proportion (as nearly as practicable) to their respective holdings of such shares or in accordance with the rights attached to such shares (but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or as a result of legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in any territory or otherwise howsoever); and
- (e) the allotment (otherwise than pursuant to sub-paragraphs (a) to (d) above) of equity securities up to an aggregate nominal value equal to £100,000,

and unless previously renewed, revoked, varied or extended this power shall expire on the earlier of the conclusion of the next annual general meeting of the Company and the date falling 15 months after the date of the passing this Resolution except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.


CHAIRMAN