

CENTRAL AFRICAN GOLD PLC

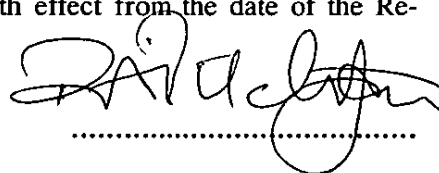
(the "Company")

22 December 2010

At a General Meeting of the Company duly convened and held at the offices of Memery Crystal LLP, 44 Southampton Buildings, London, WC2A 1AP on 22 December 2010 at 10 00 a m , the following special resolutions were passed

SPECIAL RESOLUTIONS

- 1 THAT, pursuant to Rule 41 of the AIM Rules for Companies, the admission of the Company's ordinary shares of 0 1 pence each to trading on AIM, a market operated by London Stock Exchange Plc, be cancelled ("**De-listing**") and that the directors of the Company be and are hereby authorised to take all steps which are necessary or desirable in order to effect such cancellation with effect from 31 December 2010 or such later date as the directors of the Company may determine.
- 2 THAT, conditional on the passing of resolution 1 above and immediately following the De-listing, the Company be re-registered as a private limited company pursuant to section 97(1) of the Companies Act 2006 by the name "Central African Gold Limited" with effect from the date approved by the Registrar of Companies ("**Re-registration**")
- 3 THAT, the regulations contained in the document submitted to the meeting and for the purposes of identification signed by the chairperson be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with effect from the date of the Re-registration



Chairman

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