

**The Companies Acts 1985 and 1989**

**COMPANY LIMITED BY SHARES**

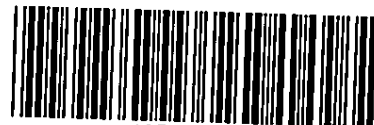
**RESOLUTIONS**

**of**

**KALAHARI MINERALS PLC**

**PASSED ON MONDAY 14 APRIL 2008**

FRIDAY



A73 \*APZ07Z6Y\*  
25/04/2008  
COMPANIES HOUSE

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At a general meeting of the above-named Company duly convened and held on Monday 14 April 2008 at the offices of Lawrence Graham LLP, 4 More London Riverside, London SE1 2AU the following Resolutions were duly passed, in the case of Resolution 1 as an Ordinary Resolution and, in the case of Resolution 2 as a Special Resolution -

**RESOLUTIONS**

**1. RESOLUTION 1**

THAT in substitution for all existing authorities the directors be and they are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to a maximum aggregate nominal amount of

- i £460,800 in connection with the issue of the Placing Shares (as defined within the circular dated 20 March 2008), and
- ii generally up to an aggregate nominal of £522,420

provided that such authority shall expire (unless previously revoked, varied or extended by the Company in general meeting) on the fifth anniversary of the passing of the resolution, save that the Company may 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 offer or agreement as if the power conferred hereby had not expired and in this resolution the expression "relevant securities" and references to the allotment of relevant securities shall bear the same respective meanings as in section 80 of the Act

**RESOLUTION 2**

THAT (subject to the passing of Resolution 1 above) in substitution for all existing authorities, the directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities for cash pursuant to the authority conferred by Resolution 1 above as if sub-section (1) of section 89 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities

- i in connection with an offer of such securities by way of rights to holders of ordinary shares of 1p each in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practicable problems under the laws of any territory, or the requirements of any regulatory body or stock exchange,
- ii up to an aggregate nominal amount of £460,800 in connection with the issue of the Placing Shares (as defined within the circular dated 20 March 2008), and
- iii generally up to an aggregate nominal amount of £158,309

provided that such authority shall expire (unless previously revoked, varied or extended by the Company in general meeting) on the fifth anniversary of the passing of the resolution, save that the Company may before such expiry 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 the power conferred hereby had not expired and in this resolution the expression "equity securities" and references to the allotment of equity securities shall bear the same respective meanings as in section 94 of the Act



CHAIRMAN