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05/12/2013

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COMPANIES HOUSE

Company Number 05696680

BEACON HILL RESOURCES PLC
(the "Company")

At the General Meeting of the Company duly convened and held at 44 Southampton Buildings, London WC2A 1AP on 4 December 2013 at 10 00 a.m., resolutions 1, 3, 4 and 6 were duly passed as ordinary resolutions and resolutions 2 and 5 were duly passed as special resolutions

All defined terms used below have the meanings given to them in the circular to the shareholders of the Company dated 15 November 2013

ORDINARY RESOLUTION

- 1 That the directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to allot Relevant Securities (as defined in this resolution) up to an aggregate nominal amount of
- (a) £507,686.50 in respect of the Darwin Second Tranche Loan Notes,
 - (b) £986,363 61 in respect of the Darwin Third Tranche Loan Notes,
 - (c) £536,860 39 in respect of the Institutional Loan Notes; and
 - (d) in addition to the authorities given under paragraphs (a), (b) and (c) above, £605,617 63, being approximately 15 per cent of the issued share capital of the Company,

provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on the date falling 15 months from the date of the passing of this resolution or, in the case of the authority given under paragraph (d) above only, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2014, and save that the Company may at any time before such expiry make an offer or agreement which might require Relevant Securities to be allotted after such expiry and the directors may allot Relevant Securities to be allotted in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired. This authority is in substitution for all previous authorities conferred on the directors of the Company in accordance with section 551 of the 2006 Act. In this resolution, "Relevant Securities" means any shares in the capital of the Company and the grant of any right to subscribe for, or to convert any security into, shares in the capital of the Company, including (without limitation) any Loan Note

SPECIAL RESOLUTION

2. That, subject to and conditional upon the passing of Resolution 1 above, the directors of the Company be generally empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) for cash as if section 561(1) of the 2006 Act did not apply to any such allotment pursuant to the general authority conferred on them by Resolution 1 above (as varied from time to time by the Company in general meeting) provided that such power shall be limited to

- (a) an aggregate nominal amount of £507,686 50 in respect of the Darwin Second Tranche Loan Notes,
- (b) an aggregate nominal amount of £986,363 61 in respect of the Darwin Third Tranche Loan Notes,
- (c) an aggregate nominal amount of £536,86039 in respect of the Institutional Loan Notes;
- (d) the allotment of equity securities in connection with a rights issue or any other offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings and to holders of other equity securities as required by the rights of those securities or as the directors of the Company otherwise consider necessary, but subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange, and
- (e) the allotment (otherwise than pursuant to paragraphs (a), (b), (c) or (d) above) of equity securities up to an aggregate nominal amount of £605,617.63, being approximately 15 per cent of the issued share capital of the Company,

and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the directors pursuant to section 570 of the 2006 Act and shall expire on the date falling 15 months from the date of the passing of this resolution or, in the case of the authority given under paragraph (e) above only, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2014, (in each case unless renewed varied or revoked by the Company prior to or on such date) and save that the Company may, in each case before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such offer or agreement notwithstanding that the power conferred by this resolution has expired

ORDINARY RESOLUTIONS

- 3 That, for the purposes of ASX Listing Rule 7 4 of the ASX Listing Rules, and for all other purposes, the Company approves and ratifies the issue of the Darwin First Tranche Loan Notes and the Commitment Fee Shares to Darwin on the terms set out in the Circular to which this Notice of Meeting is attached
- 4 That, for the purposes of ASX Listing Rule 7 1 of the ASX Listing Rules, and for all other purposes, approval is given for the Company to issue the Darwin Second Tranche Loan Notes and the Darwin Third Tranche Loan Notes to Darwin and the Institutional Loan Notes to the subscribers for such Institutional Loan Notes, in each case on the terms set out in the Circular to which the Notice of Meeting is attached

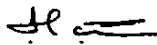
SPECIAL RESOLUTION

- 5 That the Company's Articles of Association be amended as follows
 - (a) by the deletion from the definitions in Article 2 1 of the definitions of "City Code" and "Panel", and

- (b) by the deletion of the existing Article 142 (including the word "TAKEOVERS" written above such article) and by the replacement of such article with the following "**142 – INTENTIONALLY BLANK**"

ORDINARY RESOLUTIONS

- 6 That, for the purposes of ASX Listing Rule 10.14 of the ASX Listing Rules and all other purposes, approval and direction are given to grant to Murray d'Almeida, or his nominees, Options over Ordinary Shares as summarised in the letter of the Chairman to which the Notice of Meeting is attached, and the approval to the allotment and issue of any such Ordinary Shares upon the exercise of the Options, subject to such terms and conditions as are set out in the letter of the Chairman and the Option Plan and which terms are hereby incorporated into and form part of this Resolution.



Chairman