

SEPARATOR SHEET



US696680

BEACON HILL RESOURCES PLC.

TUESDAY



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A18 24/06/2014 #46  
COMPANIES HOUSE

## BEACON HILL RESOURCES PLC

(the "Company")

At the Annual General Meeting of the Company duly convened and held at 44 Southampton Buildings, London WC2A 1AP on 23 June 2014 at 10.00 a m , the following resolutions were all passed as ordinary resolutions and special resolutions, as applicable

### ORDINARY RESOLUTIONS

- 1 To receive and adopt the statement of accounts for the year ended 31 December 2013 together with the reports of the directors of the Company and the auditors thereon.
- 2 To re-appoint Christian Ramirez who was appointed by the Board since the last Annual General Meeting of the Company, as a director
- 3 To re-appoint Murray d'Almeida who retires by rotation, as a director
- 4 To re-appoint BDO LLP as auditors of the Company to act as such until the conclusion of the Annual General Meeting of the Company to be held in 2015 and to authorise the directors of the Company to fix their remuneration
- 5 THAT the directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "2006 Act") to allot Relevant Securities (as defined in this resolution) up to an aggregate nominal amount of £690,178 33, being approximately 15% 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, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2015, 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

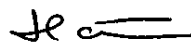
### SPECIAL RESOLUTION

- 6 THAT, subject to and conditional upon the passing of Resolution 5 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 5 above (as varied from time to time by the Company in general meeting) provided that such power shall be limited to.

- a the allotment of equity securities in connection with a rights issue, open offer 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
- b the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £690,178 33, being approximately 15% 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, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2015 (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

  
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Chairman