

## 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 1 October 2014 at 10 00 a m , the following resolutions were passed as two ordinary resolutions and two special resolutions, as applicable

### ORDINARY RESOLUTION

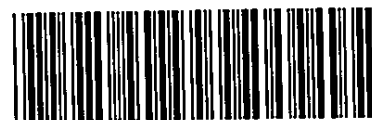
1 **THAT**, the directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "2006 Act") to allot Relevant Securities (as defined in this Resolution) up to an aggregate nominal amount of

- a) £87,695 85 in respect of Tranche 2 of the Subscription Shares,
- b) £43,847 93 in respect of Tranche 2 of the Warrants,
- c) £60,000 00 in respect of the Anti-Dilution Warrants, and
- d) £18,652 08 in respect of the exercise of Tranche 1 of the Warrants,

provided that this authority shall expire on the fifth anniversary of the date of the passing of this Resolution 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 addition to 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 Warrants or Anti-Dilution Warrants

### 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 provided that such power shall be limited to

- a) £87,695 85 in respect of Tranche 2 of the Subscription Shares,
- b) £43,847 93 in respect of Tranche 2 of the Warrants,
- c) £60,000 00 in respect of the Anti-Dilution Warrants, and
- d) £18,652 08 in respect of the exercise of Tranche 1 of the Warrants,

and the power hereby conferred shall operate in addition to any previous power given to the directors pursuant to section 570 of the 2006 Act and shall expire on the fifth anniversary of the date of the passing of this Resolution, 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 RESOLUTION

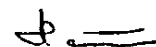
- 3 That, in addition to any authority granted under Resolution 1 above, the directors of the Company be generally and unconditionally authorised in accordance with section 551 of the 2006 Act to allot Relevant Securities (as defined in Resolution 1 above) up to an aggregate nominal amount of £56,055 00, being approximately 15% of the issued share capital of the Company following the allotment of the Subscription Shares, 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. The authority in this Resolution is in addition to all previous authorities conferred on the directors of the Company in accordance with section 551 of the 2006 Act

**SPECIAL RESOLUTION**

4 That, subject to and conditional upon the passing of Resolution 3 above, in addition to any authority granted under Resolution 2 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 3 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 of equity securities up to an aggregate nominal amount of £56,055 00, being approximately 15% of the issued share capital of the Company following the allotment of the Subscription Shares,

and the power conferred by this Resolution shall operate in addition to 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



Chairman