

No 6346976

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

-of-

LONDON MINING SOUTH AMERICA LIMITED

(Effective 9 July 2008)

TUESDAY



A08 *AAC511FI* 15/07/2008 193
COMPANIES HOUSE

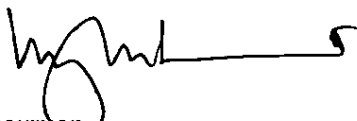
The following resolutions were duly agreed to by the sole member of the Company in accordance with Chapter 2, Part 13 of the Companies Act 2006 as Special Resolutions with effect from 9 July 2008

RESOLUTIONS

1. **THAT** the authorised share capital of the Company be increased from £100 to £30,000,000 by the creation of 29,999,900 new ordinary shares of £1 00 each
2. **THAT** for the purposes of section 80 of the Companies Act 1985 (and so that expressions used in this resolution shall bear the same meanings as in the said section 80)
 - (a) the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities up to a maximum nominal amount of £29,999,999 to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this resolution, and
 - (b) the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution, so that all previous authorities of the Directors pursuant to the said section 80 be and are hereby revoked

3. **THAT** subject to the passing of Resolutions 1 and 2 above, and in accordance with section 95 of the Companies Act 1985 (the "**Act**") the Directors be and are empowered to allot equity securities (as defined in sub-section (2) of section 94 of the Act) for cash pursuant to the authority conferred on them to allot relevant securities (as defined in section 80 of the Act) by that resolution up to a maximum nominal value of £29,999,999 as if sub-section (1) of section 89 of the Act did not apply at any time or times

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Chairman