

COMPANY NO. 06418951

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS OF

ORTAC RESOURCES PLC
("the Company")

At an Extraordinary General Meeting of the Company, duly convened, and held on 29 January 2013 the following special resolutions of the Company were duly passed

SPECIAL RESOLUTIONS

- 1 That the Company be re-registered as a private company limited by shares under the Companies Act 2006 and that simultaneously the name of the Company be changed such that the new name of the Company shall be Ortac Resources (UK) Limited
- 2 That the articles of association of the Company (including for the avoidance of doubt, all provisions of the Company's memorandum of association which, by virtue of s28 of the Companies Act 2006, are to be treated as provisions of the Company's articles of association) be deleted in their entirety and that they be replaced by the articles of association produced to the meeting (initialled by the Chairman of the meeting for the purpose of identification) with effect from the date the Company is re-registered as a private company limited by shares under the Companies Act 2006
- 3 That with effect from the date the Company is re-registered as a private company limited by shares under the Companies Act 2006 and subject to the articles of association adopted pursuant to resolution 2 above becoming effective the directors be and are hereby authorised pursuant to the Companies Act 2006 to exercise any power of the Company under s550 of the Companies Act 2006, for so long as the Company is a private limited company with only one class of shares, to (i) allot shares of that class and/or (ii) grant rights to subscribe for or to convert any security into such shares
- 4 That subject to the articles of association adopted pursuant to resolution 2 above becoming effective and the Companies Act 2006 the directors be and are hereby permitted to exercise their power under s175 of the Companies Act 2006 to authorise directors' conflicts of interest

Name

Signed

Director/Secretary

H.P. GREEN

Company Secretary.

