

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

AVANNAA DIAMONDS LIMITED (the "Company")

(Registered Number 06487757)

WRITTEN RESOLUTION

(Circulation Date: 12 August 2011)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution set out below is passed as an ordinary resolution (the "**Resolution**")

ORDINARY RESOLUTION

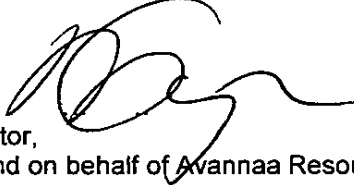
"THAT

Ernst & Young LLP be appointed as the Company's auditors to hold office with effect from the date of this resolution to the end of the next period for appointing auditors under section 485(2) of the Companies Act 2006, at a remuneration to be determined by the directors "

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on 12 August 2011, hereby irrevocably agrees to the Resolution



Director,
for and on behalf of Avannaa Resources Limited

12 August 2011

SATURDAY



A04 *AK5WGWN* 86
13/08/2011
COMPANIES HOUSE

NOTES:

- 1 The Resolution has been sent to all eligible members who were entitled to vote on the Resolution on the circulation date. Only such eligible members (or persons duly authorised on their behalf) should sign the Resolution.

If you agree with the Resolution, please signify your agreement by signing and dating this document where indicated above and deliver it to the Company by hand to the Company's registered office.

If you do not agree to the Resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply.

- 2 Once you have signified your agreement to the Resolution, you may not revoke your agreement.
- 3 Unless, within 28 days of the circulation of the Resolution, sufficient agreement has been received by the company for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that you signify your agreement and deliver the Resolution to the Company before this date.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members of the Company.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
AVANNAA DIAMONDS LIMITED (the "Company")
(Registered Number 06487757)

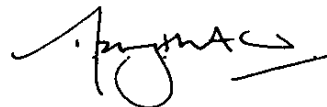
WRITTEN RESOLUTION
(Circulation Date: 12 August 2011)
(Passed: 12 August 2011)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the ordinary resolution set out below was passed as a written resolution of the Company by the eligible members who, at 12 August 2011, would have been entitled to vote on the resolution

ORDINARY RESOLUTION

"THAT

Ernst & Young LLP be appointed as the Company's auditors to hold office with effect from the date of this resolution to the end of the next period for appointing auditors under section 485(2) of the Companies Act 2006, at a remuneration to be determined by the directors "

 Secretary

SA

A04

AK5VVFVNI
13/08/2011
COMPANIES HOUSE

87