

**ORDINARY AND SPECIAL RESOLUTIONS of
African Barrick Gold plc (the "Company")
Company number 7123187**

FRIDAY



A08 "A17QD11S"
27/04/2012 #59
COMPANIES HOUSE

The following resolutions were duly passed as ordinary and special resolutions at an annual general meeting of the Company duly convened and held at the Grosvenor House Hotel, Park Lane, London, W1K 7TN on 19 April 2012 at 2 00pm

ORDINARY RESOLUTIONS

- 1 THAT, the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £13,532,821, such authority to apply in substitution for all previous authorities granted pursuant to Section 551 of the Act and provided that this authority shall expire on the date of the next annual general meeting of the Company after the passing of this resolution or 30 June 2013, whichever is earlier, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired

SPECIAL RESOLUTIONS

- 2 THAT, subject to the passing of Resolution 1 above, the Directors of the Company be and are hereby empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) wholly for cash pursuant to the authority conferred by Resolution 1 or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act as if Section 561 (1) of the Act did not apply to any such allotment, provided that this power shall be limited to
 - (i) the allotment of equity securities in connection with an offer of such securities by way of rights issue, open offer or other pro rata offering open for acceptance for a period fixed by the Directors in favour of (a) ordinary shareholders (other than the Company) on the register on a record date fixed by the Directors where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, treasury shares or any legal or practical problems arising in any overseas territory, by virtue of the requirements of any applicable regulatory body or any stock exchange or any other matter, and
 - (ii) (other than pursuant to sub-paragraph (i) above) the allotment of equity securities having, in the case of relevant shares an aggregate nominal value (or, in the case of other equity securities, giving the right to subscribe for or convert into relevant shares having an aggregate nominal value) of £2,050,427

The power granted by this resolution shall expire on the date of the next annual general meeting of the Company or 30 June 2013, whichever is earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired

- 3 THAT, the Company be and is hereby generally and unconditionally authorised for the purpose of Section 701 of the Act to make market purchases (as defined in Section 693 (4) of that Act) of Ordinary Shares each in the capital of the Company, provided that:
- (a) the maximum number of Ordinary Shares that may be purchased is 41,008,550,
 - (b) the minimum price that may be paid for an Ordinary Share shall be not less than the nominal value of such share,
 - (c) the maximum price to be paid for each Ordinary Share shall be the higher of (i) an amount equal to five per cent above the average of the middle market quotation for the Company's Ordinary Shares as derived from the London Stock Exchange's Daily Official List for the five business days prior to the purchase being made and (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange at the time the purchase is carried out,
 - (d) this authority shall expire at the conclusion of the next annual general meeting of the Company or if earlier 30 June 2013, unless such authority is previously renewed, varied or revoked by the Company in a general meeting, and
 - (e) the Company may enter into a contract to purchase its Ordinary Shares under this authority prior to its expiry, which contract will or may be executed wholly or partly after such expiry, and may purchase its Ordinary Shares in pursuance of any such contract
- 4 THAT, a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice, provided that facilities are available to shareholders to vote by electronic means for meetings called at such notice

Signed



Katrina White, Company Secretary