

AFRICAN BARRICK GOLD PLC

Company Number 7123187
(the "Company")

Excerpt from the minutes of a meeting of the members of the Company held at Enfield House, Upper Collymore Rock, St. Michael, Barbados on 18 March 2010 at 15 15 (GMT)

4. SPECIAL RESOLUTIONS

4.1 After due and careful consideration, the members of the Company **UNANIMOUSLY RESOLVED THAT** the following be passed as special resolutions of the Company:

- (a) in accordance with section 551 of the Companies Act 2006 (the "Act"), the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £11,119,055 for purposes of issuing the Offer Shares and, if required, issuing any shares required following JPMC's exercise of the overallotment option, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling 40 days from the date of this resolution,
- (b) subject to the passing of resolution (a) above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution (a), as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall (i) be limited to the allotment of equity securities up to an aggregate nominal amount of £11,119,055, and (ii) unless renewed, varied or revoked by the Company, expire on the date falling 40 days from the date of this resolution,
- (c) the admission of 404,329,267 ordinary shares of £0.10 each in the capital of the Company (representing both the Company's entire issued ordinary share capital and the Offer Shares) to the Official List maintained by the United Kingdom Listing Authority and to trading on the Main Market of the London Stock Exchange plc be approved, and
- (d) should the overallotment option be exercised, the admission of a further 10,108,232 ordinary shares of £0.10 each in the capital of the Company (being the Overallotment Shares) to the Official List maintained by the United Kingdom Listing Authority and to trading on the Main Market of the London Stock Exchange plc be approved.

4.2 For the purposes of Article 71 of the Company's Articles of Association, the Chairman declared that the aforementioned resolutions had been carried unanimously and passed as special resolutions

WEDNESDAY



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31/03/2010

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COMPANIES HOUSE