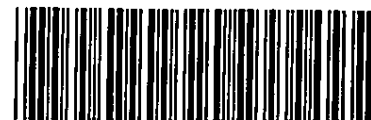


## MGM GOLD MINING PLC

(Company number 07228155)

FRIDAY



A40 12/11/2010 361  
COMPANIES HOUSE

Resolutions passed at a General Meeting of the members of **MGM GOLD MINING PLC** (the "**Company**") held at Kyoto Royal Hotel, Kyoto, Japan on 24 October 2010 at 11 00 a m

### ORDINARY RESOLUTION

#### Authority to allot shares

- 1 THAT the Directors are generally and unconditionally authorised in substitution for all previous powers granted to them (but without prejudice to the continuing power of the Directors to allot equity securities (as defined in section 551 of the Companies Act 2006 (the "Act"))) pursuant to an offer or agreement made by the Company before the date this resolution is passed) to exercise all of the powers of the Company to allot relevant securities pursuant to section 551 of the Act up to an aggregate nominal amount of £5,000,000 provided that this authority shall expire on the earlier of the conclusion of the next following Annual General Meeting of the Company or 31st December 2011 unless and to the extent that such authority is renewed or extended prior to such date so that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted in pursuance of such offer or agreement as if the authority conferred hereby had not expired This authority is without prejudice to the continuing authority of the Directors to allot relevant securities in pursuance of an offer or agreement made before the expiry of the authority pursuant to which such offer or agreement was made

### SPECIAL RESOLUTION

#### Disapplication of pre-emption rights

- 2 THAT, subject to Resolution 1 above being passed, the Directors are empowered pursuant to section 570 of the Act in substitution for all such powers previously given (but without prejudice to the continuing power of the Directors to allot equity securities pursuant to an offer or agreement made by the Company before the date this resolution is passed) to allot equity securities (within the meaning of section 560 of the Act), as if section 561 of the Act did not apply to such allotment provided that this power shall be limited to -
  - (i) the allotment of equity securities on a *pro rata* basis in favour of shareholders where the equity securities respectively attributable to the interests of all shareholders are proportionate (as nearly as may be) to the respective number of Ordinary Shares held by them, but subject to such exclusions and other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems in respect of overseas holders, fractional entitlements or otherwise; and
  - (ii) the allotment (other than pursuant to sub-paragraph (i) above) of equity securities having a nominal amount not exceeding £5,000,000 in aggregate,

provided that this power shall expire on the earlier of the conclusion of the following Annual General Meeting of the Company or 31st December 2011 unless and to the extent that such authority is renewed or extended prior to such date so that the Company may

before such expiry make an offer or agreement which would or might require the Directors to allot equity securities in pursuance of such an offer as if the authority conferred hereby had not expired

A handwritten signature in black ink, appearing to be 'M. J.', written over a dotted line.

(DIRECTOR)