

Company Number 7505002

THE COMPANIES ACT 2006
ORDINARY AND SPECIAL RESOLUTION
OF
CARIBOO GOLD MINES PLC
COMPANY LIMITED BY SHARES

At the 2012 Annual General Meeting of the above-named Company, duly convened and held on the 12 June 2012, the following **ORDINARY AND SPECIAL RESOLUTIONS** were duly passed


IT WAS RESOLVED

Ordinary Resolution

That, the Directors be generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 ('the Act') to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights') up to an aggregate nominal amount of €1,000,000, such authority, unless previously revoked or varied by the company in general meeting, to expire five years from the date of the passing of the resolution and provided further that the Company shall be entitled before such expiry to make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights in pursuance of such offer or agreement as if the authority hereby conferred had not expired

Special Resolution

That in accordance with section 570 of the Companies Act 2006, the directors be empowered to generally allot equity securities (as defined in section 560 of the Act) as if section 561(1) of the Companies Act 2006 did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of €1,000,000 and shall expire five years from the date of the passing of the resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired


DIRECTOR

