

Company No. 5101822

The Companies Act 1985 as amended

Public Company Limited by shares

Ordinary and Special Resolutions of

Rambler Metals and Mining plc

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COMPANIES HOUSE

At the Annual General Meeting of the above-named Company duly convened and held on the 6th day of December 2006 the following resolutions were passed as to the Resolutions numbered 1 to 6 as Ordinary Resolutions and as to the Resolution numbered 7 as a Special Resolution:

Ordinary Resolutions

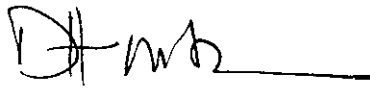
1. To receive and adopt the financial statements and reports of the Directors and auditors for the financial period ended 31 July 2006.
2. To re-appoint John Antle Baker as a director of the Company, who retires and offers himself for re-appointment.
3. To re-appoint Brian Francis Dalton as a director of the Company, who retires and offers himself for re-appointment.
4. To re-appoint David Harry Williamson Dobson as a director of the Company, who retires and offers himself for re-appointment.
5. To re-appoint PKF (UK) LLP as the auditors of the Company until the next Annual General Meeting and to authorise the Directors to fix their remuneration.
6. That the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") to allot relevant securities (as defined in that section) up to a maximum aggregate nominal amount of £180,000; and this authority will (unless renewed) expire at the conclusion of the next Annual General Meeting of the Company but the Company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted after the authority expires and the Directors may allot relevant securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.

Special Resolution

7. That the Directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) for cash pursuant to the authority conferred by Resolution 6 above as if section 89 (1) of the Act did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an issue in favour of the holders of ordinary shares of the Company in proportion (as nearly as may be) to their respective holdings of ordinary shares, subject only to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange in any territory; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £180,000

and the power hereby granted shall expire at the conclusion of the next Annual General Meeting of the Company 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 but otherwise in accordance with the foregoing provisions of this power in which case the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.



(Chairman)