

Rambler Metals and Mining plc

(Registered in England and Wales with Company number 5101822)

At a general meeting of Rambler Metals and Mining plc ("**Rambler**" or, the "**Company**") held on 28 June 2012, at the offices of Seymour Pierce Limited, 20 Old Bailey, London EC4M 7EN at 2 30 p m (London time) the following resolutions were passed as special resolutions

SPECIAL RESOLUTIONS

- 1 THAT in addition to all existing authorities pursuant to section 570 or 571 of the Companies Act 2006 (including any modification or re-enactment thereof for the time being in force, the "**Act**"), the board of directors of the Company (the "**Directors**") be and are hereby generally empowered pursuant to section 571 of the Act to allot equity securities (as defined by Section 560 of the Act) for cash pursuant to the authority conferred by the resolutions passed at the annual general meeting of the Company held on 24 November 2011 (the "**AGM Resolutions**") as if Section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of ordinary shares of the Company ("**Ordinary Shares**") up to a nominal amount of £71,180 12 pursuant to the subscription by Tinma International Ltd for 7,118,012 new Ordinary Shares in the capital of the Company (the "**Subscription**") and shall (unless previously revoked, varied or renewed) expire on the conclusion of the annual general meeting of the Company to be held in 2012 save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted otherwise than in accordance with Section 561 of the Act after such expiry and the Directors may allot equity securities pursuant thereto as if the power conferred hereby had not expired
- 2 THAT in addition to all existing powers pursuant to section 570 or 571 of the Act, the Directors be and are hereby generally empowered pursuant to section 570 of the Act to allot equity securities (as defined by Section 560 of the Act) for cash pursuant to the AGM Resolutions as if Section 561 of the Act did not apply to such allotment provided that this power shall be limited to
 - (a) the allotment of equity securities in connection with an issue or offer in favour of shareholders where the equity securities respectively attributable to the interests of all such shareholders or to be offered to such shareholders are proportionate (as nearly as may be practicable) to the respective number of Ordinary Shares held by them on the record date for such allotment or offer, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body, or any stock exchange, in any territory, and
 - (b) the allotment for cash (otherwise than in connection with the Subscription or pursuant to sub-paragraph (a) above) of further equity securities up to an aggregate nominal amount of £124,392 46,

and shall (unless previously revoked, varied or renewed) expire on the conclusion of the annual general meeting of the Company to be held in 2012 save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted otherwise than in accordance with Section 561 of the Act after such expiry and the Directors may allot equity securities pursuant thereto as if the power conferred hereby had not expired



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Peter Mercer
Secretary