

**Company No. 5101822**

Public Company Limited by shares

**Ordinary and Special Resolutions of**

**RAMBLER METALS & MINING PLC**



*(Incorporated and registered in England & Wales with registered No 5101822)*

At a General Meeting of the above-named Company duly convened and held on the 3rd day of May 2011 the following resolutions were passed as to the Resolution numbered as an Ordinary Resolution and as to the Resolution numbered 2 as a Special Resolution

**ORDINARY RESOLUTION**

- 1 THAT in addition to all existing authorities pursuant to section 551 of the Companies Act 2006, as amended (the “Act”), the Directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Act to exercise all the powers of the Company to allot equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount of £374,720 38 comprising
- (a) a nominal amount of £277,777 78 in connection with the placing by Ocean Equities Limited and Seymour Pierce Limited on behalf of the Company (the “Placing”) of its ordinary shares of 1 penny each (the “Ordinary Shares”), and
  - (b) otherwise than in connection with the Placing up to an aggregate nominal value of £96,942 60,


provided that this authority shall expire on the conclusion of the annual general meeting of the Company to be held in 2011 save that the Company may make an offer or agreement before the expiry of this authority which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant thereto as if the authority conferred hereby had not expired

**SPECIAL RESOLUTION**

- 2 THAT in addition to all existing powers pursuant to section 570 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 authority conferred by resolution 1 above 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,
- (b) the allotment of Ordinary Shares up to a nominal amount of £277,777 78 pursuant to the Placing, and
- (c) the allotment for cash (otherwise than pursuant to sub-paragraphs (a) and (b) above) of further equity securities up to an aggregate nominal amount of £32,057 78,

and shall (unless previously revoked, varied or renewed) expire on the conclusion of the annual general meeting of the Company to be held in 2011 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



(Chairman)