

**AFRICAN BARRICK GOLD LIMITED**  
Company Number 7123187  
(the "Company")

**WRITTEN RESOLUTIONS OF THE MEMBERS OF THE COMPANY**

12 March 2010

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the shareholders of the Company propose that the following resolutions be passed as special resolutions

**SPECIAL RESOLUTIONS**

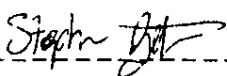
IT WAS RESOLVED THAT, pursuant to Sections 90 to 96 of the Companies Act 2006, the Company be re-registered as a public company under the Companies Act 2006 with the name of **African Barrick Gold plc**

IT WAS FURTHER RESOLVED THAT, in conjunction with such re-registration, the regulations contained in the document attached to these written resolutions be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association

We the undersigned, being the members of the Company and entitled to vote on the special resolutions stated above on 12 March 2010, hereby irrevocably agree to the above special resolutions

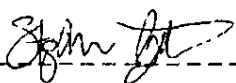


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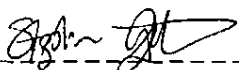
Signed by Stephen Galbraith, Director, on behalf of Barrick International (Barbados) Corp.

12 March 2010

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Signed by Stephen Galbraith, Director, on behalf of PDG Bank Limited

12 March 2010

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Signed by Stephen Galbraith, Director, on behalf of PDG Sona (Cayman) Ltd

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