

Company Number: 5414325

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

AFRICAN CONSOLIDATED RESOURCES PLC

Passed 28 April 2005

At an Extraordinary General Meeting of the above named Company, duly convened, and held at Nettlestead Place, Nettlestead, Maidstone, Kent, ME18 5HA on the 28th day of April 2005 at 11.00 am the following Resolutions were duly passed:

ORDINARY RESOLUTION

1. That to the exclusion of and in substitution for any such authority previously conferred upon them and subsisting at the date of this Resolution (save to the extent that the same may already have been exercised and save for any such authority granted by statute), the Directors be and are hereby authorised, generally and unconditionally for the purpose of section 80 of the Companies Act 1985 to allot relevant securities (as defined in Section 80(2) of that Act) up to a maximum aggregate nominal amount of £9,999,998 PROVIDED THAT:
 - a. this authority shall expire on the third anniversary of the date of the passing of this Resolution; and
 - b. the Company may before such expiry date make an offer, agreement or other arrangement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer, agreement or arrangement as if the authority hereby conferred had not so expired.

SPECIAL RESOLUTION

2. That the Directors be and are hereby empowered, pursuant to Section 95 of the Companies Act 1985, for the period of three years after the passing of this Resolution and at any time thereafter pursuant to any offer, agreement or other arrangement made by the Company before the expiry of this power to the exclusion of and in substitution for any other power granted to them and subsisting at the date of this Resolution (save to the extent that the same may already have been exercised and for any such power granted by statute), to allot,

out of any relevant securities (as defined in Section 80(2) of the Companies Act 1985) which they are from time to time authorised to allot, and as if Section 89(1) of that Act and Articles within the Company's Articles of Association did not apply to such allotment any number of equity securities up to a maximum aggregate nominal amount of £9,999,998.

DATED: 28 April 2005

.....
Chairman