

THE COMPANIES ACT 2006

MINING & CHEMICAL PRODUCTS LIMITED

Company Number 00244498 (the "Company")

WRITTEN RESOLUTION

We, the undersigned, being the sole member of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby agree pursuant to section 288 of the Companies Act 2006 to the passing of the following special resolution by way of written resolution (the "Special Resolution")

THAT: the articles of association of the Company be amended by

(a) inserting the following new Article 19

"Notwithstanding anything contained in these Articles, any share that has been charged by way of security (a "Secured Share") shall be exempt from any present or future lien in favour of the Company that would otherwise have arisen under these Articles or would have been conferred on the Company by Table A and/or the Act, and the Company shall not assert any lien against the Secured Share whilst it remains subject to a security interest from any Secured Institution (as defined below) or has been transferred to any third party by any Secured Institution "

(b) inserting the following new Article 20

"Notwithstanding anything contained in these Articles, or any power conferred on the Company by Table A and/or the Act, whether expressly or impliedly contradictory to the provisions of this Article (to the effect that any provision contained in this Article shall override any other provision of these Articles), the directors shall not decline to register any transfer of shares in the Company, nor may they suspend registration thereof, where such transfer

(i) is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution"), or

(ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

(iii) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt "

WEDNESDAY



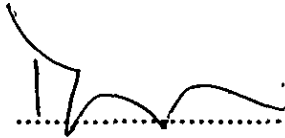

A40 07/09/2011 162
COMPANIES HOUSE

AGREEMENT:

Please read the notes at the end of this document before signifying your agreement to the resolution

The undersigned, a person entitled to vote on the above resolutions on 24th August 2011 hereby irrevocably agrees to the Special Resolution

For and on behalf of MCP Metals and Chemicals Limited as the sole shareholder


.....


Date: 24/8/ 2011


24/8/2011

NOTES:

- (1) You can choose to agree to the whole of the resolution, or not at all, but you cannot agree to only some parts of the resolution. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivery (i), if by hand or post, to Latham & Watkins, 99 Bishopsgate, London, EC2M 3XF for the attention of Charlotte Rowley, (ii) if by fax by sending a signed copy to Latham & Watkins for the attention of Charlotte Rowley (fax number 020 7374 4460), or (iii) if by e-mail by sending a signed copy to Latham & Watkins for the attention of Charlotte Rowley (e-mail charlotte.rowley@lw.com)

If you do not agree to all of the resolutions you do not need to do anything you will not be deemed to agree if you fail to reply

- (2) Once you have indicated your agreement to the resolutions you may not revoke your agreement
- (3) Unless by *28 days from the circulation date* sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date

CERTIFIED COPY

G. BAKER
FINANCE MANAGER