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Particulars of a mortgage or charge

Please do not write in this margin

Pursuant to section 395 of the Companies Act 1985

Please complete legibly, preferably in black type or bold block lettering

To the Registrar of Companies

For official use Company number



1386912

Name of company

*WHEAL JANE LIMITED

* Insert full name of company

Date of creation of the charge

6/1/97

Description of the instrument (if any) creating or evidencing the charge (note 2)

LEGAL CHARGE

Amount secured by the mortgage or charge

All monies and liabilities matured or unmatured whether actual or contingent which are or may at any time hereafter be or become from time to time due owing or incurred to the Lender by the Borrower or in respect of which the Borrower may be or become liable to the Lender on any loan or other account or otherwise.
6/1/97
J. South Crofty & Co Ltd

Names and addresses of the mortgagees or persons entitled to the charge

SOUTH CROFTY HOLDINGS LIMITED a British Columbia Corporation
615-800 West Pender Vancouver British Columbia CANADA
Postcode V6C 2V6

Presentor's name, address and reference (if any):

STEPHENS & SCOWN
DX 81251
ST AUSTELL

For official use
Mortgage section

Post room



A08 *AQ9E6S7S* 337
COMPANIES HOUSE 09/01/97

Time critical reference
SM.SOUT.61.33.2

Short particulars of all the property mortgaged or charged

Various parcels of land at Wheal Maid St Day Cornwall

Please do not write in this margin

Please complete legibly, preferably in black type or bold block lettering

Particulars as to commission allowance or discount (note 3)

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Signed

Stephenson

Date

6/1/97

On behalf of [company] [~~mortgagee/chargee~~]*

* Delete as appropriate

Notes

1. The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
2. A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
3. In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
4. If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 01386912

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 6th JANUARY 1997 AND CREATED BY WHEAL JANE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR SOUTH CROFTY PLC TO SOUTH CROFTY HOLDINGS LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th JANUARY 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th JANUARY 1997.

Jennifer V Tonks

JENNIFER V TONKS

for the Registrar of Companies

*DX
14/1
AP*



C O M P A N I E S H O U S E

HC026B