

Company No: 2649340

The Companies Act 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

COALFIELD RESOURCES PLC

PASSED 27 AUGUST 2013

At a General Meeting of the above-named Company duly convened and held at Eversheds LLP, One Wood Street, London, EC2V 7WS on 27 August 2013 the following resolutions were duly passed, as to resolutions 1 and 3 as ordinary resolutions and as to resolution 2 as a special resolution:

1. Resolution 1: Ordinary Resolution – Authority to allot shares

THAT in addition to the authority pursuant to section 551 of the Companies Act 2006 granted at the annual general meeting of the Company held on 24 June 2013 which shall continue in full force and effect, the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company up to a maximum nominal amount of £2,992,982 in connection with the Rights Issue (as defined in the Prospectus published by the Company dated 7 August 2013 ("Prospectus")), provided that such authority shall expire six months after the date of the passing of this resolution, but so that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted or such rights to be granted after such expiry, and the Directors may allot such shares and grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

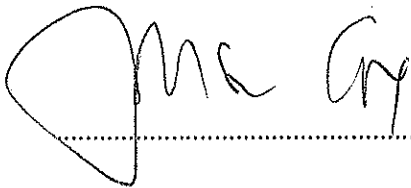
2. Resolution 2: Special Resolution – Disapplication of pre-emption rights

THAT, conditional upon the passing of Resolution 1 above, the Directors of the Company be and are hereby empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred by resolution 1 above, as if section 561(1) of the Companies Act 2006 did not apply to such allotment, provided that this power shall be limited to the allotment for cash of 299,298,160 Ordinary Shares in connection with the Rights Issue (as defined in the Prospectus) and provided that such authority shall expire six months after the date of the passing of this resolution, but so that the Company may before

such expiry make an offer or agreement which would or might require such shares to be allotted or such rights to be granted after such expiry, and the Directors may allot such shares and grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

3. **Resolution 3: Ordinary Resolution – Takeover Panel Rule 9 Waiver**

THAT the waiver granted by the Panel on Takeovers and Mergers of the obligation that might otherwise fall on the Concert Party under Rule 9 of the City Code (as such terms are defined in the Prospectus) to make a general offer to the Shareholders of the Company for the entire issued and to be issued share capital of the Company, as a result of the allotment and issue of New Ordinary Shares to the Concert Party pursuant to the Rights Issue that may increase the Concert Party's economic interest in the Company to or above 30 per cent. of the Enlarged Share Capital and, depending on the take up of the Rights Issue, may, pursuant to the Underwriting Agreement, have the effect of increasing the Concert Party's aggregate economic interest from 29.16% to up to 64.71% of the Enlarged Share Capital be and is hereby approved by the Independent Shareholders (as defined in the Prospectus).

A handwritten signature in black ink, appearing to read 'M. Gray', is written over a horizontal dotted line.

Chairman