

**ANGLO PACIFIC GROUP PLC**

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12 June 2014

ANGLO PACIFIC GROUP PLC
(the "Company")

The following resolutions are the resolutions, other than those concerning ordinary business, which were passed at the Company's Annual General Meeting on 11 June 2014.

Ordinary resolutions

Resolution 14

THAT the board of directors of the Company (the "Directors") be and they are hereby authorised to offer the holders of ordinary shares of 2p each in the capital of the Company ("Ordinary Shares") (subject to such exclusions or other arrangements as the Directors may consider necessary or expedient in relation to treasury shares or any legal or practical problems arising under the laws of any territory or the requirements of any regulatory body or stock exchange in any territory or otherwise) the right to elect to receive new Ordinary Shares instead of cash in respect of all or part of the final dividend for the year ended December 31, 2013 and all other dividends declared up to the beginning of the next Annual General Meeting of the Company.

Resolution 15

THAT the rules of the Company's Value Creation Plan (the "Plan") referred to in the explanatory notes of and the appendix to the Notice of Annual General Meeting and produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be approved and the Directors be authorised to make such modifications to the Plan as they may consider appropriate to take account of the requirements of best practice and for the implementation of the Plan and to adopt the Plan as so modified and to do all such other acts and things as they may consider appropriate to implement the Plan.

Resolution 16

THAT, subject to the passing of resolution 15, the amendments to the terms of the Anglo Pacific Group Company Share Option Plan (the "CSOP") referred to in the explanatory notes to the Notice of Annual General Meeting and produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be approved and the Directors be authorised to adopt such amendments into the CSOP.

Resolution 17

THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £739,249 provided that this authority (unless previously revoked or renewed) shall expire on the earlier of June 12, 2019 and the conclusion of the Annual General Meeting of the Company held in 2019, save that the Company may before such expiry (or the expiry of any renewal of this authority) make any offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry and the Directors may allot shares or grant such rights in pursuance of such offer or agreement as if this authority had not expired, and provided further that this authority shall be in substitution for the authority conferred by a resolution dated May 22, 2013 to the extent unused and shall supersede and revoke any other earlier authorities under section 551 of the Act.

Special resolutions

Resolution 18

THAT, subject to the passing of resolution 17, the Directors be and they are hereby generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) (including the grant of rights to subscribe for, or to convert any securities into, Ordinary Shares) wholly for cash (a) by selling equity securities held by the Company as treasury shares; or (b) by allotting new equity securities pursuant to the authority conferred by resolution 17, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:—

- a) the allotment of equity securities in connection with an offer of equity securities:
 - (i) to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £110,887,

and this power shall (unless renewed, varied or revoked by the Company) expire at the close of business on the date which is 15 months after the date on which this resolution is passed or, if earlier, at the conclusion of the Annual General Meeting of the Company next held following the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.

Resolution 19

THAT the Company be and is hereby generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares on such terms and in such manner as the Directors think fit, subject to the following restrictions and provisions:-

- a) the aggregate maximum number of Ordinary Shares hereby authorised to be purchased is 11,088,742;
- b) the maximum price which may be paid for an Ordinary Share is an amount being not more than the higher of:
 - (i) 105 per cent of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange's Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased, and

- (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out,
in each case exclusive of any associated expenses;
- c) the minimum price which may be paid for an Ordinary Share is its nominal value (exclusive of any associated expenses);
- d) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2015 or eighteen months from the date on which this resolution is passed, whichever shall be the earlier;
- e) the Company may enter into a contract to purchase Ordinary Shares under this authority before the expiry of such authority, and may make a purchase of Ordinary Shares pursuant to any such contract which purchase would or might be completed wholly or partly after the expiration of this authority; and
- f) any Ordinary Shares so purchased shall be cancelled or, if the Directors so determine and subject to the provisions of any applicable laws or regulations, held as treasury shares.

Resolution 20

THAT a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

P.T.J. Mason
Company Secretary
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