

Company No: 04298037

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTION(S) IN WRITING**

of

AARDVARK TFC LIMITED

("Company")

Passed the *28* day of *September* 2011

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolution(s) of the Company were duly passed:

SPECIAL RESOLUTIONS

1. **THAT** the Company, in good faith and for the purpose of carrying on its business, enter into the arrangements (the "**Transaction**") to be effected under or pursuant to the documents listed in the Appendix to these resolutions (the "**Documents**") and perform its obligations and exercise its rights in relation to the Transaction
2. **THAT** the directors be authorised to pass and to implement such resolutions as they think fit in connection with the Company's entry into the Transaction and the performance of its obligations and the exercise of its rights in relation to the Transaction, including as regards approval and execution and delivery of the Documents and all related matters.

Signed



Director

For and on behalf of **AARDVARK TFC Limited**
(Company no 04298037)

Dated *28/09/*2011

TUESDAY



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Appendix

- 1 An amendment and restatement agreement (the "**Amendment and Restatement Agreement**") to be entered into between (1) ATH Resources PLC (as the "**Parent**"), (2) the Subsidiaries of the Parent (including the Company) listed in Part 1 of Schedule 1 to the Amendment and Restatement Agreement (together with the Parent) (as "**Original Borrowers**"), (3) the Subsidiaries of the Parent (including the Company) listed in Part 2 of Schedule 1 to the Amendment and Restatement Agreement (together with the Parent) (as "**Original Guarantors**"), (4) HSBC Bank plc and Clydesdale Bank PLC (trading as Yorkshire Bank) (as "**Arrangers**"), (5) the financial institutions listed in Part 3 of Schedule 1 of the Amendment and Restatement Agreement (as "**Lenders**"), (6) HSBC Bank plc (as "**Agent**") and (7) HSBC Corporate Trustee Company (UK) Limited (as "**Security Agent**") relating to a multicurrency revolving facility agreement dated 2 November 2009 and amended and restated on 29 July 2010 between (1) the Parent, (2) the Original Borrowers, (3) the Original Guarantors, (4) the Arrangers, (5) the Lenders, (6) the Agent and (7) the Security Agent (the "**Facility Agreement**")