

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES

Memorandum Of Association

OF AFRICAN EAGLE RESOURCES PLC

(As amended by ordinary and special resolutions passed on 3 February 2000,
29 August 2002, 21 May 2003 and 29 June 2006)

1. The Company's name is "AFRICAN EAGLE RESOURCES PLC". *
2. The Company is to be a public company.
3. The Company's registered office is to be situated in England and Wales.
4. The Company's objects are:
 - (a) To carry on business as a general commercial company.
 - (b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the property or rights of the Company.
 - (c) To apply for purchase register or otherwise acquire and protect and renew whether in the United Kingdom or elsewhere in any part of the world any patents patent rights brevets d'invention designs concessions secret processes trade marks licences and the like and to alter disclaim modify use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon testing or improving any such patents inventions or rights.
 - (d) To purchase take on lease or in exchange hire or by any other means acquire and take options over any freehold leasehold or any other real or personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the Company.
 - (e) To acquire and undertake the whole or any part of the business goodwill assets property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

* The Company's name was changed from Twigg Minerals Plc by a special resolution dated 29 August 2002.

- (f) To acquire an interest in amalgamate with or enter into partnership or into any arrangement for sharing profits co-operation joint adventure union of interest or reciprocal concession with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which is capable of being conducted so as directly or indirectly to benefit the Company.
- (g) To enter into any arrangements with, any governments or authorities supreme local municipal or otherwise or any company or person that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any rights charters licences privileges or concessions which the Company may think it desirable to obtain and to carry out exercise and comply therewith.
- (h) To draw make accept endorse discount execute negotiate and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
- (i) To invest and deal with the moneys of the Company not immediately required in any manner and to hold sell or otherwise deal with any investments made.
- (j) To subscribe for take or otherwise acquire and hold shares stock debentures debenture stock or other securities of any other company.
- (k) To acquire and hold controlling and, other interests in the share or loan capital of any company or companies.
- (l) To provide financial managerial and administrative advice service and assistance for any company in which this Company is interested and for any other company.
- (m) To establish or promote any other company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Company or for any other purpose which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company and to place or guarantee the placing of underwrite subscribe for or otherwise acquire all or any part of the shares debentures or other securities of any such company.
- (n) To advance and lend money or give credit with or without security to customers and others to enter into guarantees contracts or indemnity and suretyships of all kinds to receive money on deposit or loans and to become security for any persons firms or companies.
- (o) To raise or borrow money in such a manner as the Company shall think fit and to secure the repayment of any such money raised borrowed or owing by mortgage lien charge or other security upon all or any of the property or assets of the Company (whether present or future) including its uncalled capital and also by a similar mortgage lien charge or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (p) To payout of the funds of the Company all or any expenses which the Company may lawfully pay with respect to the promotion formation and incorporation of the Company or to contract with any person firm or company to pay the same and to pay commissions to brokers and others for underwriting placing selling or guaranteeing the subscription of any shares debentures or other securities of the Company.
- (q) To remunerate any person firm or company whether by cash payment or by the allotment of shares debentures or other securities of the Company credited as paid up in full or in part or otherwise.

- (r) To subscribe to or support any charitable object or any institution and to give pensions bonuses gratuities or assistance to any person who is serving or has served the Company whether as a director employee or otherwise and his family and dependents; to make payments towards insurance and to establish form and contribute to provident superannuation and other similar funds and trusts associations clubs schools and other institutions for the benefit of any such persons aforesaid.
- (s) To distribute among the members of the Company any property of the Company of any kind or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital of the Company be made except with the sanction for the time being required by law.
- (t) To procure the Company to be registered or recognised in any part of the world.
- (u) To act as agents or brokers and as trustees for any person firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company in any part of the world through or by means of agents subcontractors or others.
- (v) To improve develop manage grant rights or privileges in respect of construct repair let on lease or otherwise exchange mortgage charge dispose of sell grant licences in respect of turn to account grant options in respect of or otherwise deal with all or any part of the property and rights of the Company both real and personal.
- (w) To sell or otherwise dispose of the whole or any part of the business or property of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares debentures or securities of any company purchasing the same.
- (x) To do all or any of the matters or things aforesaid in any part of the world and to do such matters or things either as principals agents contractors or otherwise and by or through agents contractors or otherwise and either alone or in conjunction with others.
- (y) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED THAT:-

- (i) The objects specified in each sub-clause shall be regarded as independent objects and they shall not be limited or restricted except where otherwise expressed in such sub-clauses by reference to or inference from the terms of any other sub-clause or the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company.
- (ii) The word "Company" except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether corporate or unincorporated and whether incorporated registered resident or domiciled in the United Kingdom or elsewhere.

5. The liability of the members is limited.

6. The Company's share capital is £4,000,000 divided into 400,000,000 shares of one penny each. *

* The Company's share capital was increased from £100,000 to £1,000,000 by an Ordinary Resolution passed on 3 February 2000, further increased from £1,000,000 to £2,000,000 by an Ordinary Resolution passed on 21 May 2003 and further increased from £2,000,000 to £4,000,000 by an Ordinary Resolution passed on 29 June 2006.

We the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES
OF SUBSCRIBERS

NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER

JEAN BROWN

ONE

The Britannia Suite
St James's Buildings
79 Oxford Street
Manchester M1 6FR

GRAHAM BROWN

ONE

The Britannia Suite
St James's Buildings
79 Oxford Street
Manchester M1 6FR

TOTAL SHARES TAKEN

TWO

Dated 19 January 2000

Witness to the above Signatures:

MICHAEL ROBERT SWINBURNE

The Britannia Suite
St James's Buildings
79 Oxford Street
Manchester M1 6FR

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES

Articles of Association

OF TWIGG MINERALS PLC

The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall constitute the Articles of Association of the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

JEAN BROWN

The Britannia Suite
St James's Buildings
79 Oxford Street
Manchester M1 6FR

GRAHAM BROVVN

The Britannia Suite
St James's Buildings
79 Oxford Street
Manchester M1 6FR

Dated 19 January 2000

Witness to the above Signatures:

MICHAEL ROBERT SWINBURNE
The Britannia Suite
St James's Buildings
79 Oxford Street
Manchester M1 6FR