



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5587987

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

CONDOR RESOURCES PLC

a company incorporated as public limited by shares; having its registered
office situated in England/Wales; has changed its name to:

CONDOR GOLD PLC

Given at Companies House on 29th June 2012



Company number 5587987

CONDOR RESOURCES PLC

(The Company)

FRIDAY



A08 "A1C2V52G" 29/06/2012 #6
COMPANIES HOUSE

PRINT RESOLUTIONS

(Passed on 25 June 2012)

At the **ANNUAL GENERAL MEETING** of the Company duly convened and held at 6 New Street Square, London EC4A 3LX on 25 June 2012 at 11 00am, the following resolutions of the Company were passed as **ORDINARY** and **SPECIAL RESOLUTIONS**

ORDINARY RESOLUTIONS

- 1 "That the directors be generally and unconditionally authorised for the purposes of section 618 of the Companies Act 2006 to consolidate and convert 610,279,100 ordinary shares of £0.01 each in the capital of the Company into 30,513,955 ordinary shares of £0.20 each. Such shares shall have the same rights and be subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £0.01 each in the capital of the Company as set out in the Company's Articles of Association for the time being

- 2 That the directors be generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the Act) to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £5,000,000 provided that this authority shall expire fifteen months from the date of passing this resolution, or if earlier, at the conclusion of the annual general meeting of the Company held in the year 2013 save that the Company may before such expiry make an offer or agreement which would or might require shares in the Company to be allotted, or rights to subscribe for or to convert any security into shares in the Company to be granted, after such expiry and the directors may allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company in pursuance of such offer or agreement as if this authority had not expired and so that this authority is in substitution for and shall replace all existing authorities given to the directors pursuant to section 80 of the Companies Act 1985 or section 551 of the Act which, to the extent not exercised prior to the passing of this resolution, are hereby revoked"

SPECIAL RESOLUTIONS

- 3 "That the name of the Company be changed to "Condor Gold Plc"
- 4 That, subject to the passing of resolution 2 and in place of all existing powers, the directors be empowered pursuant to section 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 2 as if section 561(1) of the Act did not apply to such allotment provided that this power shall be limited to allotments of equity securities up to an aggregate nominal amount of £5,000,000, and shall expire fifteen months from the date of passing this resolution, or, if earlier, at the conclusion of the next annual general meeting of the Company held in the year 2013 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 offer or agreement as if this power had not expired and so that this power is in substitution for and shall replace all existing powers given to the directors pursuant to section 95 of the Companies Act 1985 or sections 570 or 573 of the Act which to the extent not exercised prior to the passing of this resolution, are hereby revoked "



Director