

PANGEA DIAMONDFIELDS PLC
("the Company")

Minutes of the Annual General Meeting of the Company
held on 22 June 2007 at 12.00pm at Falcon Cliff, Palace Road, Douglas, Isle of Man

Present: Dewald Lambertus Joubert Chairman

Shareholders: Chase Nominees Limited (by proxy) – 33,838,799 ordinary shares
BBHISL Nominees Limited (by proxy) – 225,750 ordinary shares
HSBC Global Custody Nominee (UK) Limited a/c 981685 (by proxy) – 2,685,000 ordinary shares
HSBC Global Custody Nominee (UK) Limited a/c 993791 (by proxy) – 835,000 ordinary shares
Mining Concessions Mauritius Ltd (by proxy) – 8,187,074 ordinary shares
Chartered Holdings Limited (by proxy) – 8,750,000 ordinary shares
Summerwood Investments Ltd (by proxy) – 3,742,926 ordinary shares
Karibu Investments Ltd (by proxy) – 2,000,000 ordinary shares
Brait International Ltd (by proxy) – 8,048,768 ordinary shares
Maitland Trustees Limited as trustee of the Mining Venture Trust (by proxy) – 3,100,000 ordinary shares

In Attendance: Michelle Caroline Weipers Secretary

1. Chairman And Secretary

Mr D L Joubert was appointed Chairman of the Meeting under resolution of the board passed on 5 May 2007 and Miss Weipers agreed to take minutes as Secretary of the Meeting.

2. Quorum

The Chairman reported that notice of the Meeting had been duly given and that there were by proxy a total of 60.99% of the votes of the shares entitled to vote present, the Chairman having been appointed to vote under the proxies.

3. Special Business

3.1 It was proposed that the following resolution be passed as an ordinary resolution:

That the pre-emption rights in Article 6.1 of the Company's Articles of Association shall not apply to the first allotments of equity securities after the date of this resolution (other than under Articles 6.2.1 or 6.2.2) of up to US\$100,000 nominal value, such as US\$100,000 amount to include and not be in addition to the amount of US\$50,000 referred to in Article of 6.2.4 of the Company's Articles.

3.2 **It was resolved** that the aforementioned resolution be and is hereby approved and adopted with immediate effect.

4. **Accounts**

The consolidated audited financial statements for the year ended 31 December 2006 were received by the Meeting.

5. **Re-election of directors**

5.1 In accordance with section 79 of the Company's Articles of Association, Dewald Lambertus Joubert and Robert George Still retired and had offered themselves for re-election.

5.2 **It was resolved** that the following directors be re-elected:

5.2.1 Dewald Lambertus Joubert


5.2.2 Robert George Still

6. **Auditor**


It was resolved that KPMG be re-appointed as auditors of the Company until the next general meeting at which accounts are laid before the Company and that the directors be and are hereby authorised to fix the remuneration.

7. **Close**

There being no other business, the Chairman declared the meeting closed.



Chairman of the meeting



Secretary of the meeting