

No. 1006281

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

M E M O R A N D U M

and

A R T I C L E S O F A S S O C I A T I O N

of

CHILE COPPER LIMITED

Incorporated the 29th day of March, 1971

SLAUGHTER AND MAY

35 BASINGHALL STREET.
LONDON. EC2V 5DB

(coat of arms)

CERTIFICATE OF INCORPORATION

No. 1006281

I hereby certify that

CHILE COPPER LIMITED

is this day incorporated under the Companies Acts 1948 to 1967
and that the Company is Limited

Given under my hand at London the 29th MARCH, 1971.

F.L. Knight

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

CHILE COPPER LIMITED

1. The name of the Company is "CHILE COPPER LIMITED"
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (1) To act in Great Britain or any other part of the world as agents, representatives or employees of any company or person for the sale, purchase, hiring, exchange, receipt, storing, dispatch, shipment and carriage of any goods, articles, things or produce of any description, or for any other purpose whatsoever, upon such terms as may be thought expedient; to act as agents for the engagement of employees; and generally to carry on the business of warehousemen, ship brokers, shipping agents, chartering agents, freight contractors, paying agents, forwarding agents and distributors, purchasing agents, manufacturers' agents, brokers, commission agents, mining agents, and salesmen in all their respective branches.
 - (2) To merchant, buy, sell, import, export, produce, extract refine, manufacture and generally deal in all kinds of ores, metals, minerals, chemicals and chemical products, fertilisers and fertilising products, vegetable products, or any other articles or things of a character similar or analogous to the foregoing, or any of them, or connected therewith; and to carry on the business of extractors, refiners and producers of every description of ores, metals and minerals and the

business of manufacturers and producers of every description of chemicals and chemical products, fertilisers and fertilising products, vegetable products and any other products, articles or things of a character similar or analogous to the foregoing, or any of them, or connected therewith.

- (3) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (4) To own, purchase, lease, control, sell, rent, maintain, superintend, improve or treat in any manner whatsoever and in any part of the world, mines, beds, tracts or lands producing metals, minerals, chemicals, vegetable products, fertilisers or the raw material thereof.
- (5) To conduct or promote chemical researches, and to carry on the business of analysts and assayers.
- (6) To acquire for any estate or interest and to take options over, construct and develop any property, real or personal, or rights of any kind which may appear to be necessary or convenient for any business of the Company including shares and other interests in any company the objects of which include the carrying on of any business or activity within the objects of this Company.
- (7) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee with or without consideration the payment of any principal or capital moneys, premiums, interest, dividends and other moneys secured by or payable under or in respect of any obligations or securities of any kind or description, including those of the Company's holding company, if any.
- (8) To lend money to, or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its Members.
- (9) To invest any moneys of the Company not immediately required for the purposes of the business of the Company in such investments (other than shares in the Company or its holding company, if any) and in such manner as may from time to time be determined, and to hold, sell or otherwise deal with such investments.

- (10) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with, or to co-operate or participate in any way with, or assist or subsidise any company or person carrying on or proposing to carry on any business within the objects of the Company.
- (11) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future), and the uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.
- (12) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares, debentures or other obligations or securities, whether fully or partly paid up, of any other company.
- (13) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscription of, or otherwise assisting in the issue of, any shares, debentures or other securities of the Company or in or about the formation of the Company or the conduct of its business.
- (14) To establish or promote, or concur or participate in establishing or promoting any company the establishment or promotion of which shall be considered desirable in the interests of the Company and to subscribe for, underwrite, purchase or otherwise acquire the shares, stocks and securities of any such company, or of any company carrying on or proposing to carry on any business or activity within the objects of the Company.
- (15) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (16) To subscribe or guarantee money for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members or for any national, charitable, benevolent, public, general or useful object.

- (17) To grant pensions or gratuities to any officers or employees or ex-officers or ex-employees of the Company, or of its predecessors in business or of its holding company or subsidiary companies (if any), or to the relations, connections or dependants of any such persons, and to establish or support any associations, institutions, clubs, building and housing schemes, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its Members.
- (18) To act as secretaries, managers, registrars or transfer agents for any other company.
- (19) To distribute any of the property of the Company among its Members in specie or kind.
- (20) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere and that the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.

5. The share capital of the Company is £1,000, divided into 1,000 shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

5.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber.
P.A.J. Woods 35 Basinghall Street London E.C.2. Solicitor	One
M.B.Wood 35 Basinghall Street London E.C.2. Solicitor	One

DATED the 22nd day of March 1971.

WITNESS to the above signatures :-

Roland Montague-Johnstone
35 Basinghall Street,
London E.C.2
Solicitor

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CHILE COPPER LIMITED

TABLE A

1. The Company is a private company and, subject as hereinafter provided, the regulations contained in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A"), together with the regulations hereinafter contained, shall be the regulations of the Company.

2. Paragraphs 22, 75, 79, 84 and 89 to 97 (inclusive) of Part I of Table A shall not apply to the Company.

BUSINESS

3. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with the same.

4. The registered office of the Company shall be at such place in England as the Directors shall from time to time appoint.

SHARE CAPITAL

5. All shares, whether in the original or any increased capital, shall be under the control of the Directors, who may allot, grant options over, or otherwise dispose of the same to such persons, at such times and for such consideration, and upon such terms and conditions as they may determine, but so that no shares shall be issued at a discount except in accordance with section 57 of the Act.

TRANSFER OF SHARES

6. The instrument of transfer of a share shall be signed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. Provided that in the case of a partly paid share the instrument of transfer must also be signed by the transferee.

GENERAL MEETINGS

7. In paragraph 54 of Table A the words "meeting shall be dissolved" shall be substituted for "Members present shall be a quorum".

8. In paragraph 58(b) of Table A the words "one Member" shall be substituted for "three Members".

DIRECTORS

9. Unless and until otherwise determined by Ordinary Resolution of the Company in General Meeting the number of Directors shall not be less than two. The first Directors shall be appointed in writing by the Subscribers of the Memorandum of Association.

10. Subject to paragraph 88 of Part I of Table A, each Director shall remain in office until removed by memorandum in writing signed by the holder or holders of a majority in nominal value of the issued share capital for the time being of the Company and sent by post to or left at the Registered Office for the time being of the Company or by an Ordinary Resolution of the Company in General Meeting.

11. The holder or holders of a majority in nominal value of the issued share capital for the time being of the Company may at any time and from time to time by memorandum in writing signed by him or them and sent by post to or left at the Registered Office for the time being of the Company, or the Company may at any time and from time to time by Ordinary Resolution in General Meeting, appoint any person to be a Director either to fill a vacancy or as an addition to the existing Board. Any Director so appointed shall hold office until he is removed pursuant to Article 10 or his office is vacated under paragraph 88 of Part I of Table A.

12. Without prejudice to Article 11 any casual vacancy in the Board of Directors may be filled up by the Directors and the Directors may at any time and from time to time appoint any person as an additional Director. Any Director appointed under this Article shall hold office until he is removed pursuant to Article 10 or his office is vacated under paragraph 88 of Part I of Table A.

13. A Director may be appointed by the Directors to any executive or other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

14. (1) No Director or intending Director shall be disqualified by his office from contracting with the Company either as vendor purchaser or in any other manner whatsoever, nor shall any such contract or any contract entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract by reason of such Director holding that office or of the fiduciary relation thereby established.

(2) A Director who is in any way interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with section 199 of the Act.

(3) A Director shall be counted in the quorum present at a meeting and may vote in respect of any contract or arrangement in which he is interested, including his own appointment to any other office or place of profit under the Company.

15. Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company shall be entitled to receive such extra remuneration, whether by way of salary, commission, percentage of profits, lump sum payment or otherwise, as the Directors may determine.

16. Each Director shall have the power to nominate (1) any other Director, or (2) any person approved for that purpose by the other Directors, to act as alternate Director during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, whilst so acting, shall exercise and discharge all the functions powers and duties of the Director whom he represents. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. Any nomination under this Article may be given by letter, cable, telegram or telex, and may be delivered at or sent to the Registered Office for the time being of the Company or at or to such other place as the Directors may agree.

17. In paragraph 86 of Part I of Table A the words from "and every director" to the end of the paragraph shall be deleted.

18. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures, debenture stock and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

P.A.J. Woods
35 Basinghall Street,
London, E.C.2.

Solicitor

M.B. Wood,
35 Basinghall Street,
London, E.C.2.

Solicitor

DATED the 22nd day of March, 1971.

WITNESS to the above Signatures :-

Roland Montague-Johnstone
35 Basinghall Street,
London, E.C.2.

Solicitor

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CHILE COPPER LIMITED

Incorporated the 29th day of
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SLAUGHTER AND MAY,
35 Basinghall Street,
London. EC2V 5DB

