

copy  
Fees Paid... \$20.00  
Receipt No. 78952  
Date... 14. 2. 2001

FEB 14 2001  
CAUSE NO. 41 OF 2001



IN THE GRAND COURT OF THE CAYMAN ISLANDS

In the Matter of the Security Agreement dated the 6th day of July 2000 between Sino Mining Limited and NM Rothschild & Sons (Australia) Limited (ACN 008 458 366).

And in the Matter of GCR Order 50, Rule 11.

AFFIDAVIT

*Anthony*  
We, David Lloyd and Quentin Amos each of NM Rothschild & Sons (Australia) Limited, Level 16, 1 O'Connell Street, Sydney NSW 2000 each make oath and say as follows:

1. I am a director of NM Rothschild & Sons (Australia) Limited (the "Secured Party"), a limited liability company organized under the laws of New South Wales, Australia.
2. I am authorized to make this Affidavit on behalf of the Secured Party.
3. Pursuant to the Security Agreement, Sino Mining Limited has granted to the Secured Party an equitable charge over all of the ordinary shares held by it from time to time in Sino Mining Shaanxi Limited, a company incorporated under the laws of the Cayman Islands, initially being 1000 ordinary shares evidenced by share certificate No. 5 dated July 7, 2000.

Sworn the 18<sup>th</sup> day of January 2001 at

)  
)  
)  
)  
)  
David A. Stoy  
)  
)  
)  
)  
)

before me:  
*Richard Lane*

Notary Public  
*NICHOLAS JOHN COVIE*  
*SYDNEY*  
*AUSTRALIA*

Note: A notice pursuant to GCR Order 50, Rule 12 shall be sent to the following address by mail and facsimile:

NM Rothschild & Sons (Australia) Limited  
Level 16, 1 O'Connell Street  
Sydney NSW 2000  
Attn: The Directors  
Fax N°. 9323 2323



**STOP NOTICE**

To:

Sino Mining Shaanxi Limited  
c/o Charles Adams, Ritchie & Duckworth  
P. O. Box 709GT,  
Grand Cayman,  
Cayman Islands,

**TAKE NOTICE** that the securities comprised in and subject to the equitable charge created by the Security Agreement referred to in the affidavit to which this notice is annexed consist of all ordinary shares in Sino Mining Shaanxi Limited held by Sino Mining Limited from time to time, and initially comprising the following:

<u>Type of Share</u>	<u>Par Value</u>	<u>No. of Shares</u>	<u>Certificate No.</u>
Ordinary	US\$1.00	1000	5

This notice is intended to stop the transfer of the said securities and not the payment of any dividend or interest due thereon.

For NM Rothschild & Sons (Australia) Limited (ACN 008 458 366)

By: David A. Lloyd

Name: David Lloyd

Title: Director

By: 

Name: Quentin Amos

Title: Director

Date:

2001