

Nations Energy Company Ltd.

Written Resolution of the Directors Nations Energy Company Ltd. in Lieu of a Meeting
29 December 2006

WHEREAS:

Nations Energy Company Ltd. (the "Company") is the shareholder holding 100% of the voting shares (2,045,035 common shares) of Karazhanbasmunai Joint Stock Company ("KBM"). KBM and its executive body are located at 8, Microdistrict 15, City of Aktau, Mangistauskaya Oblast, Republic of Kazakhstan.

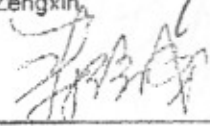
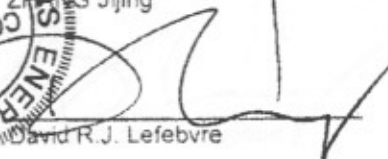
RESOLUTIONS:

The undersigned, being all of the Directors of the Company, managing the Law of the Republic of Kazakhstan "On Joint Stock Companies" and KBM Charter, unanimously adopt the following resolutions in writing in lieu of a meeting:

3. RESOLVED to terminate the authorization of all members of KBM board of directors below appointed by Resolution of the Company of 4 March 2005 before the appointed time:
 - Prabowo Subianto;
 - Hashim S. Djojohadikusumo;
 - Philip Hirschler;
 - Kadyr K. Baikenov.

4. FURTHER RESOLVED that new members of KBM Board of Directors as follows should be elected for 5 year terms:
 - MI Zengxin;
 - ZHANG Jijing;
 - Shou Xuancheng;
 - Kadyr K. Baikenov.

The above resolutions were adopted on 29 December 2006.

 MI Zengxin		 ZHANG Jijing
 Shou Xuancheng	 David R.J. Lefebvre	