

MAY 25 2007 2-30PM

MAGELLAN MINERALS LTD.  
(the "Company")

**DIRECTORS' CONSENT RESOLUTION IN WRITING**

The undersigned directors, being all of the directors of the Company do hereby consent to the following resolutions being passed as of the 25th day of May, 2007.

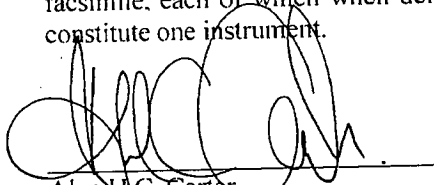
WHEREAS:

- A. The Board of Directors deems it advisable and in the best interest of the Company to establish corporate governance guidelines (the "Guidelines") for its directors, officers, employees and consultants. The form of Guidelines has been presented to the directors as a Corporate Governance Manual; and
- B. In accordance with the Guidelines, the Company proposes to appoint Alan Carter, Dennis Moore and Derek White as members of the Nominating & Corporate Governance Committee (the "Committee") and James Stypula as Chairman of the Committee.

**BE IT RESOLVED THAT:**

- 1. the Guidelines are hereby approved and adopted;
- 2. Alan Carter, Dennis Moore and Derek White are hereby appointed as members of the Committee, and Jim Stypula is hereby appointed as Chairman of the Committee.
- 3. any one Director or Officer of the Company is hereby authorized for and on behalf of the Company to take all such action, do all such things, and execute under seal or otherwise and deliver or cause to be delivered all such documents that such director or officer deems necessary or desirable in furtherance of the foregoing resolutions.

These resolutions may be signed by the directors in any number of counterparts, and may be delivered by facsimile, each of which when delivered shall be deemed to be an original and all of which together shall constitute one instrument.

  
\_\_\_\_\_  
Alan H.C. Carter

✓  
\_\_\_\_\_  
James Stypula

✓  
\_\_\_\_\_  
Dennis Moore

✓  
\_\_\_\_\_  
Derek White

JUN 22 2007 2-30 PM

**MAGELLAN MINERALS LTD.**  
(the "Company")

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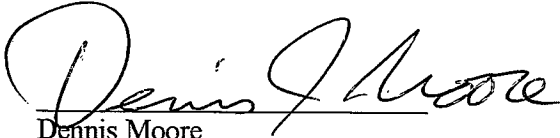
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Alan H.C. Carter

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\_\_\_\_\_  
James Stypula

  
\_\_\_\_\_  
Dennis Moore

✓  
\_\_\_\_\_  
Derek White

MAGELLAN MINERALS LTD.  
(the "Company")

MAY 28 2007 11-30AM

DIRECTORS' CONSENT RESOLUTION IN WRITING

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✓  
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Alan H.C. Carter

✓  
\_\_\_\_\_  
Dennis Moore

~~\_\_\_\_\_~~  
~~James Stypula~~

✓  
\_\_\_\_\_  
Derek White

MAY 29 2007 9-30 AM

MAGELLAN MINERALS LTD.  
(the "Company")

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Alan H.C. Carter

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\_\_\_\_\_  
Dennis Moore

✓  
\_\_\_\_\_  
James Stypula

\_\_\_\_\_  
Derek White