



**THE FOLLOWING SPECIAL RESOLUTIONS WERE DULY PASSED AT
THE ANNUAL GENERAL MEETING OF INFRASTRATA PLC
HELD AT THE OFFICES OF ALLENBY CAPITAL LIMITED, 3 ST HELEN'S PLACE,
LONDON EC3A 6AB ON TUESDAY 31ST JANUARY 2017 AT 1130 HOURS.**

Special Resolution

Dis-application of Pre-emption Rights

“THAT, subject to the passing of Resolution 5 above the Directors be and they are hereby empowered pursuant to section 570 CA 2006 to allot equity securities (within the meaning of section 560 CA 2006) for cash pursuant to the authority conferred by Resolution 5, as if section 561 CA 2006 did not apply to any such allotment, provided that this power shall be limited

- (A) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authorities granted under paragraph (B) of Resolution 5, by way of a rights issue only)
- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings, and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter (including any such problems arising by virtue of equity securities being represented by depositary receipts), and

- (B) to the allotment (otherwise than under paragraph (A) of this Resolution 6):
- (i) prior to the Share Capital Reorganisation becoming effective, of equity securities up to an aggregate nominal amount of £1,880,415 99; and
 - (ii) with effect from the Share Capital Reorganisation becoming effective, of equity securities up to an aggregate nominal amount of £18,804 16

and shall, in so far as they have not previously expired, expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or 31 January 2018, whichever is the earlier,

except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired ”

Special Resolution

Dis-application of Pre-emption Rights (Baron Oil Plc)

“THAT, subject to the passing of Resolution 5 above the Directors be and they are hereby empowered pursuant to section 571 CA 2006 to allot equity securities (within the meaning of section 560 CA 2006) for cash pursuant to the authority conferred by Resolution 5, as if section 561 CA 2006 did not apply to any such allotment, provided that this power shall be limited:

- (A) to the issue and allotment
- (i) prior to the Share Capital Reorganisation becoming effective, of equity securities up to an aggregate nominal amount of £313,390.13 pursuant to the exercise of the revised option granted to Baron Oil plc on 25 September 2016, and
 - (ii) with effect from the Share Capital Reorganisation becoming effective, of equity securities up to an aggregate nominal amount of £3,133.90 pursuant to the exercise of the revised option granted to Baron Oil plc on 25 September 2016

The authorities conferred on the Directors under paragraph (A) above shall, in so far as they have not previously expired, expire on 31 March 2017 ”

Special Resolution

Share Capital Reorganisation

“THAT, subject to and conditional on the admission of the New Ordinary Shares (as defined below) to trading on the AIM Market of the London Stock Exchange plc becoming effective and on Resolution 9 set out in the notice of General Meeting being passed without amendment each existing ordinary share of 1 penny each (each an “Existing Ordinary Share”) that are in issue as at 6.00 p.m. on 31 January 2017 (or such other time as the Directors may determine) (the “Record Time”) be subdivided into one ordinary share of 0.01 penny each (each a “New Ordinary Share”) and 99 deferred shares of 0.01 penny each (“Second Deferred Shares”), each having the rights and being subject to restrictions set out in the articles of association of the Company as amended by Resolution **Error! Reference source not found.** below ”

Special Resolution**Amendment to Articles of Association**

“That the existing articles of association of the Company be amended by

- (A) the addition in Article 2 of the following definition “*Second Deferred Shares*” means *deferred shares of 0 01p each in the capital of the Company having such rights are stated as attaching thereto in Article 176* ”
- (B) the deletion of the definition “*Ordinary Share*” in Article 2 and its replacement with the following definition “*Ordinary Share*” means *an ordinary share of 0 01 penny each in the capital of the Company*”,
- (C) the addition of a new Article 176 as follows

”176 Second Deferred Shares

The rights attaching to the Second Deferred Shares shall be as follows

- (i) *The Second Deferred Shares shall confer no right to participate in the profits of the Company,*
- (ii) *Save that the nominal capital paid up or credited as paid up on the Deferred Shares being 1 penny each and the nominal capital paid up or credited as paid up on the Second Deferred Shares being 0 01 penny each, the Deferred Shares and the Second Deferred Shares shall rank pari passu and the provisions set out in Article 175 shall apply equally to both of them ” ”*

I, Walter Rookehurst Roberts, as Company Secretary of InfraStrata plc certify that the above is a transcript of the resolutions passed by the above meeting and that the resolutions remain in full force and effect at the date hereof.

1st February 2017.

