

**Company No 5875525**

The Companies Act 2006

Public Company Limited by shares

Ordinary and Special Resolutions of

**North River Resources plc**

MONDAY



A08 \*A8H179MI\* 28/10/2019 #136  
COMPANIES HOUSE

At the Annual General Meeting of the above-named Company duly convened and held on the 25<sup>th</sup> October 2019 the following resolutions were passed as to the Resolutions numbered 4 as an Ordinary Resolution and as to the Resolution numbered 5 as a Special Resolution:

#### **Ordinary Resolution**

4. THAT the directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 ("the Act"), in substitution for all previous powers granted to them, to exercise all the powers of the Company to allot and make offers to allot shares in the Company and to grant rights ("Rights") to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £71,000.00 such authority shall, unless previously revoked or varied by the Company in general meeting, expire on the conclusion of the Annual General Meeting of the Company to be held in 2020 provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares and grant Rights pursuant to any such offer or agreement as if the authority conferred hereby had not expired

#### **Special Resolution**

5. THAT the directors be and they are hereby empowered pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred by Resolution 4 above as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:-
  - (a) the allotment of equity securities in connection with an issue in favour of shareholders where the equity securities respectively attributable to the interests of all such shareholders are proportionate (or as nearly as may be practicable) to the respective number of ordinary shares in the capital of the Company held by them on the record date for such allotment, but subject to such exclusions or other

arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange, in any territory; and

(b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of further equity securities up to an aggregate nominal amount of £71,000.00:

and this power shall, unless previously revoked or varied by special resolution of the *Company in general meeting, expire at the conclusion of the Annual General Meeting of the Company to be held in 2020.* The Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors are hereby empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.



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CHAIRMAN