

RESOLUTIONS PASSED AT GENERAL MEETING
ALEXANDER MINING PLC

WEDNESDAY



L8W7Y0IG
LD1 08/01/2020 #276
COMPANIES HOUSE

(Incorporated in England and Wales with registered number 05357433)

On 8 January 2020 the following ordinary and special resolutions were passed by the shareholders at a general meeting of Alexander Mining plc:

ORDINARY RESOLUTIONS

1. **THAT**, subject to and conditional upon the passing of Resolutions 2 to 16 (inclusive), the waiver granted by the Panel on Takeovers and Mergers of the obligation on the Concert Party (as defined in the admission document published by the Company and dated 19 December 2019 of which this notice forms part, hereinafter referred to as the “**Admission Document**”) to make a general offer under Rule 9 of the City Code on Takeovers and Mergers, as a result of the issue to them of ordinary shares in the capital of the Company, pursuant to the Acquisition Agreement (as such term is defined in the Admission Document) be and is hereby approved.
2. **THAT**, subject to and conditional upon the passing of Resolutions 1 and 3 to 16 (inclusive), the proposed acquisition by the Company of the entire issued share capital of eLight Group Holdings Limited, which comprises a reverse takeover pursuant to Rule 14 of the AIM Rules for Companies (being the Acquisition (as such term is defined in the Admission Document), on the terms and subject to the conditions of the sale and purchase agreement dated 19 December 2019 (being the Acquisition Agreement (as such terms is defined in the Admission Document), as more particularly described in the Admission Document, be and is hereby approved with such revisions and amendments (including as to price) of a non-material nature as may be approved by the directors of the Company (the “**Directors**”) or any duly authorised committee thereof, and that all acts, agreements, arrangements and indemnities which the Directors or any such committee consider necessary or desirable for the purpose of or in connection with the Acquisition be and are hereby approved.
3. **THAT**, the proposed disposal by the Company of the MetaLeach Assets (as such term is defined in the Admission Document), which comprises a fundamental change in the business of the Company substantial transaction pursuant to Rule 15 of the AIM Rules for Companies on the terms and subject to the conditions of the disposal agreements dated 19 December 2019 (being the Disposals Agreement (as such terms is defined in the Admission Document), as more particularly described in the Admission Document, be and is hereby approved with such revisions and amendments (including as to price) of a non-material nature as may be approved by the Directors or any duly authorised committee thereof, and that all acts, agreements, arrangements and indemnities which the Directors or any such committee consider necessary or desirable for the purpose of or in connection with the Disposal be and are hereby approved.
4. **THAT**, subject to and conditional upon the passing of Resolutions 1 to 3 (inclusive) and 5 to 16 (inclusive), David William Nicholl, having consented to act, be appointed as a director of the Company with effect from admission of the Enlarged Ordinary Share Capital (as such

term is defined in the Admission Document) to trading on the AIM market of the London Stock Exchange ("**Admission**").

5. **THAT**, subject to and conditional upon the passing of Resolutions 1 to 4 (inclusive) and 16 (inclusive), Harvey Ian Sinclair, having consented to act, be appointed as a director of the Company with effect from Admission.
6. **THAT**, subject to and conditional upon the passing of Resolutions 1 to 5 (inclusive) and 7 to 16 (inclusive), Richard Mark Williams, having consented to act, be appointed as a director of the Company with effect from Admission.
7. **THAT**, subject to and conditional upon the passing of Resolutions 1 to 6 (inclusive) and 8 to 16 (inclusive), Andrew Robin Lawley, having consented to act, be appointed as a director of the Company with effect from Admission.
8. **THAT**, subject to and conditional upon the passing of Resolutions 1 to 7 (inclusive) and 9 to 16 (inclusive), Dr Nigel John Burton, having consented to act, be re-appointed as a director of the Company with effect from Admission.
9. **THAT**, subject to and conditional upon the passing of Resolutions 1 to 8 (inclusive) and 10 to 16 (inclusive), in accordance with section 551 of the Companies Act 2006 (the "**Act**"), the Directors be generally and unconditionally authorised to exercise all of the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into shares in the Company ("**Rights**"):
 - (a) up to an aggregate nominal amount of £262,953.00 each in accordance with the terms and conditions of the Acquisition Agreement;
 - (b) up to an aggregate nominal amount of £80,000.01 in accordance with the terms and conditions of the Placing Agreement (as such term is defined in the Admission Document);
 - (c) up to an aggregate nominal amount of £3,927.79 in accordance with the terms and conditions of the Adviser Warrants (as such term is defined in the Admission Document);
 - (d) up to an aggregate nominal amount of £2,000.01 in relation to the TP Shares (as such term is defined in the Admission Document); and
 - (e) up to an aggregate nominal amount of £4,000.00 in relation to the CB Shares (as such term is defined in the Admission Document),

provided that the authority granted by this Resolution shall, unless renewed, varied or revoked by the Company, expire at the earlier of the Company's next annual general meeting and 1 February 2021, except that the Company may, before it expires make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of that offer or agreement. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Act to the extent not utilised at the date it is passed.

10. **THAT**, subject to and conditional upon the passing of Resolutions 1 to 9 (inclusive) and 11 to 16 (inclusive), in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to exercise all of the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into shares in the Company (“**Additional Rights**”) up to an aggregate nominal amount of £392,778.51, representing approximately 100 per cent. of the Enlarged Ordinary Share Capital (as such term is defined in the Admission Document, provided that the authority granted by this Resolution shall, unless renewed, varied or revoked by the Company, expire at the earlier of the Company’s next annual general meeting and 1 February 2021, except that the Company may, before it expires make an offer or agreement which would or might require shares to be allotted or Additional Rights to be granted and the Directors may allot shares or grant Additional Rights in pursuance of that offer or agreement.

This Resolution is in addition to the authority conferred by Resolution 9.

SPECIAL RESOLUTIONS

11. **THAT**, subject to and conditional on the passing of Resolutions 1 to 10 (inclusive) and 12 to 16 (inclusive):
- (a) the Directors shall be authorised, in accordance with the New Articles, to sell in the market any shareholding of ordinary shares of £0.00001 each in the capital of the Company (the “**Existing Ordinary Shares**”) held by any shareholder which is less than 75,000 Existing Ordinary Shares; and
 - (b) following the issue of 69,851 Registrar Shares (as such term is defined in the Admission Document), the Existing Ordinary Shares be consolidated on a 75,000 to 1 basis into ordinary shares of £0.75 each (the “**Consolidated Ordinary Shares**”).
12. **THAT**, subject to and conditional upon the passing of Resolutions 1 to 11 (inclusive) and 13 to 16 (inclusive), each of the 58,434 Consolidated Ordinary Shares of £0.75 each be subdivided into 250 ordinary shares of £0.003 each (the “**New Ordinary Shares**”).
13. **THAT**, subject to and conditional upon the passing of Resolutions 1 to 12 (inclusive) and 14 to 16 (inclusive), in accordance with sections 570 and 571 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 9, as if section 561(1) of the Act did not apply to such allotment provided that this power shall be limited to:
- (a) up to an aggregate nominal amount of £262,953.00 each in accordance with the terms and conditions of the Acquisition Agreement;
 - (b) up to an aggregate nominal amount of £80,000.01 in accordance with the terms and conditions of the Placing Agreement (as such term is defined in the Admission Document);
 - (c) up to an aggregate amount of £3,927.79 in accordance with the terms and conditions of the Adviser Warrants (as such term is defined in the Admission Document);

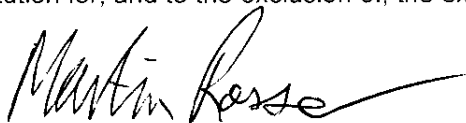
- (d) up to an aggregate nominal amount of £2,000.01 in relation to the TP Shares (as such term is defined in the Admission Document); and
- (e) up to an aggregate nominal amount of £4,000.01 in relation to the CB Shares (as such term is defined in the Admission Document),

provided that this authority shall expire at the earlier of the Company's next annual general meeting and 1 February 2021. The Company may, before this authority expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the directors may allot equity securities pursuant to that offer or agreement.

14. **THAT**, subject to and conditional upon the passing of Resolutions 1 to 13 (inclusive), and 15 to 16 (inclusive) in accordance with sections 570 and 571 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 10, as if section 561(1) of the Act did not apply to such allotment provided that this power shall be limited to the issue of Additional Rights up to an aggregate nominal amount of £294,583.88, representing approximately 75 per cent. of the Enlarged Ordinary Share Capital (as such term is defined in the Admission Document), provided that the authority granted by this Resolution shall, unless renewed, varied or revoked by the Company, expire at the earlier of the Company's next annual general meeting and 1 February 2021, except that the Company may, before it expires make an offer or agreement which would or might require shares to be allotted or Additional Rights to be granted and the Directors may allot shares or grant Additional Rights in pursuance of that offer or agreement.

This Resolution is in addition to the authority conferred by Resolution 13.

15. **THAT**, subject to and conditional upon the passing of Resolutions 1 to 14 (inclusive) and 16, the name of the Company be changed to '**eEnergy Group plc**'.
16. **THAT**, subject to and conditional upon the passing of Resolutions 1 to 15 (inclusive), the articles of association of the Company produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.



Director for and on behalf of **Alexander Mining plc**



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number **5357433**

The Registrar of Companies for England and Wales hereby certifies that under the Companies Act 2006:

ALEXANDER MINING PLC

a company incorporated as public limited by shares; having its registered office situated in England and Wales; has changed its name to:

EENERGY GROUP PLC

Given at Companies House on **8th January 2020**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**