

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

VESUVIUS MINERALS LIMITED
Company Number: 284115
(the "Company")

WRITTEN RESOLUTION OF MEMBERS

Circulation Date: 27 November 2020

Date Passed: 27 November 2020

SATURDAY



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05/12/2020

#176

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is hereby passed as a special resolution (the "**Resolution**").

SPECIAL RESOLUTION

THAT, having considered and reviewed the solvency statement signed by the Company's directors on 27 November 2020 and received at the same time as the Resolution, the share capital of the Company be and is hereby reduced by:

- (1) the cancellation of £37,501, being the amount standing to the credit of the share premium account; and
- (2) the cancellation of 9,302,427 issued ordinary shares of £1 each registered in the name of Vesuvius Holdings Limited and 6 issued ordinary shares of £1 each registered in the name of Vesuvius Investments Limited, such that following the passing of this resolution the capital of the Company will be £1.00 divided into 1 ordinary share of £1 each registered in the name of Vesuvius Holdings Limited,

and the amount so cancelled be transferred to the retained earnings account of the Company.

AGREEMENT TO WRITTEN RESOLUTION

Please read the notes at the end of this document before signifying your agreement to the Resolution.

We, the undersigned, being all the members entitled to vote on the Resolution on the circulation date set out above, hereby irrevocably agree to the passing of the Resolution.

Henry Knowles
For and on behalf of
Vesuvius Holdings Limited

Date of Signature 27 November 2020

Henry Knowles
For and on behalf of
Vesuvius Investments Limited

Date of Signature 27 November 2020

NOTES:

1. If you wish to agree to the Resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the Company Secretary.
2. If you do not agree to the Resolution you need not do anything. You will not be deemed to agree if you fail to respond.
3. Once you have indicated your agreement to the Resolution you may not revoke your agreement.
4. Unless by the end of the period of 28 days beginning with the circulation date set out above sufficient agreement has been received for the Resolution to be passed it will lapse.
5. If you are signing this document on behalf of another person under a power of attorney or other authority, please provide a copy of such power or authority when returning this document.