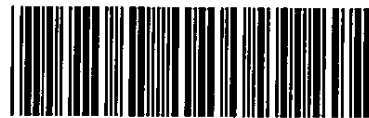


Company Number: 915392

Private Company Limited by Shares

**Written Resolutions of
Cleveland Potash Limited
(the "Company")**

SATURDAY



A23 24/01/2015 #84
COMPANIES HOUSE

Passed on 23 December 2014

The following resolution numbered 1 was duly passed as an ordinary resolution and the following resolutions numbered 2 and 3 were duly passed as special resolutions on 22nd 23rd December 2014 by way of written resolutions under Chapter 2 of Part 13 of the Companies Act 2006

Ordinary Resolution

- 1 **THAT**, in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Companies Act 2006, the director be generally and unconditionally authorised, pursuant to and in accordance with section 551 of the Companies Act 2006, to exercise all powers of the Company to allot shares in the company or to grant rights to subscribe for or to convert any security into shares in the Company for a period expiring on the fifth anniversary of the date of this resolution unless previously renewed, varied or revoked by the Company, provided that -
 - 2 1 the maximum nominal value of shares which may be allotted or rights granted pursuant to the authority conferred by this resolution is £681,397, and
 - 2 2 by the authority conferred above in this resolution, or by any renewal of the authority, the director may allot shares, or grant rights to subscribe for or to convert any security into shares, after the authorisation has expired if the shares are allotted, or the rights granted, in pursuance of an offer or agreement made by the Company before the authorisation expired

Special Resolution

- 2 **THAT**, subject to the passing of resolution 1 above the directors be generally and unconditionally authorised and empowered, pursuant to and in accordance with section 570 of the Companies Act 2006, to allot equity securities (as defined in section 560(1) of the Companies Act 2006) pursuant to the authority granted under resolution 1 under section 551 of the Companies Act 2006, as if section 561 did not apply to the allotment. In the event that the power conferred by section 570 of the Companies Act 2006 has expired, the directors are authorised allot equity securities in pursuance of an offer or agreement made by the company before the authorisation expired
- 3 **THAT**, subject to the passing of resolution 1 above, the pre-emption rights contained in Article 6(C) of the Articles of Association of the Company adopted by

Special Resolution on 6 October 1969 shall not apply to the allotment of shares pursuant to the authority granted under resolution 1



Howard David Clark
Director



Steven Michael Degen
Director