

The Companies Act 2006
Company limited by shares
Ordinary and special resolutions
Of
BMR GROUP PLC (the “Company”)
(Company number 2401127)

At the Annual General Meeting of the Company, duly convened and held at 7/8 Kendrick Mews, London SW7 3HG on Thursday 4 February 2021 at 10:00am GMT, the following resolutions were passed.

ORDINARY RESOLUTIONS

Resolution 5

That each of the issued ordinary shares of £0.01 each in the capital of the Company be and is hereby re-designated and sub-divided into one new ordinary share of £0.00001 each and one deferred share of £0.00999 each in the capital of the Company, having attached thereto the rights set forth in the Articles of Association of the Company to be adopted pursuant to resolution 10 below and the sub-division is to become effective at 6.00 p.m. on Thursday 4 February 2021.

Resolution 6

That, subject to and conditional upon the passing of resolution number 5 above, and in accordance with section 551 of the United Kingdom Companies Act 2006 (“Act”), in substitution for any existing authority, the Directors be generally and unconditionally authorised to allot equity securities (as defined by section 560 of the Act) and grant rights to subscribe for or convert any security into shares in the Company (the “Rights”) up to an aggregate nominal amount of £50,000 to such persons and at such times and on such terms and conditions as the Directors think proper provided that this authority shall, unless renewed, be varied or revoked by the Company, expire on the conclusion of the next annual general meeting of the Company save that the Company may, before such expiry, make offer(s) or enter agreement(s) which would or might require shares to be allotted, equity securities or Rights to be granted after such expiry and the Directors may allot or grant equity securities in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTIONS

Resolution 7

That, conditional on passing Resolutions 5 and 6 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash or non-cash consideration pursuant to the authority conferred in Resolution 6, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- i) the allotment of equity securities pursuant to the exercise of any share options issued pursuant to the Executive Share Option Plan (as defined in Resolution 4) representing 10% of the issued ordinary share capital of the Company from time to time; and
- ii) the allotment of equity securities up to an aggregate nominal amount of £50,000 and provided that these powers shall expire on the earlier of conclusion of the next Annual General Meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of

any such offers or agreements notwithstanding that the power conferred by this resolution has expired.

Resolution 8

That the Company is authorised to, at its discretion, issue shares in the Company and / or assign share investments held by the Company to Directors, management, and consultants in lieu of current and future deferred remuneration, fees and allowances in relation to fees due before the next Annual General Meeting of the Company ("**Deferred Fees**"). Shares issued in lieu of Deferred Fees will be calculated on a calendar quarterly basis for services that have been provided to the Company during that quarter (payment in arrears). The Company shares to be issued to settle Deferred Fees shall be calculated on a quarterly basis at a price for the quarter representing;

a) the last fundraising by the Company whilst its shares are not traded on a stock exchange; and

b) once the Company's shares are traded on a stock exchange the volume weighted average share price of the Company during the quarter to which the fees relate (the "**Share Price Criteria**"). Shares in share investments held by the Company shall be assigned at a deemed price for the quarter based on the Share Price Criteria as applied to the company whose shares are assigned to settle Deferred Fees.

Resolution 9

That the name of the Company be changed to Kendrick Resources PLC.

Resolution 10

That, subject to and conditional upon the passing of resolution number 5 above, with effect from the passing of this resolution, the draft Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification (the "**New Articles**") be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association.



Signed.....

Colin Bird: Director & Chairman of meeting