

The Companies Act 2006
Company limited by shares
Ordinary and special resolutions
Of

Kendrick Resources PLC (the “Company”)
(Company number 2401127)

At the General Meeting of the Company, duly convened and held at Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG on Monday 25 October 2021 at 09:00am GMT, the following resolutions were passed.

ORDINARY RESOLUTIONS

Resolution 4

That every thirty (30) issued and unissued ordinary share of £0.00001 each in the share capital of the Company (“**Existing Shares**”) be consolidated into one (1) ordinary share of £0.0003 each (“**New Shares**”) such New Shares having the same rights and being subject to the same restrictions, save as to nominal value, as the Existing Shares as set out in the New Articles to be adopted pursuant to resolution 8 (the “**Share Consolidation**”) and that the share consolidation would become effective 6.00 p.m. on 25th October 2021.

Resolution 5

That, in accordance with section 551 of the Act, in substitution for any existing authority, the Directors be:

- (a) empowered to allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £150,000 for the purpose of the proposed acquisition of the Spin Out Projects; and
- (b) generally and unconditionally authorised to allot equity securities and grant rights to subscribe for or convert any security into shares in the Company (the “**Rights**”) up to an aggregate nominal amount of £300,000 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 Resolution 5 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 5, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the

allotment of equity securities up to the aggregate nominal amount set out in Resolution 5 and provided that these powers shall;

- i) be limited to the allotment of equity securities pursuant to the exercise of any share options issued by the company representing up to 10% of the issued share capital of the company from time to time; and
- ii) 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, subject to and conditional upon the passing of resolution number 4 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