

AMARA MINING LIMITED
(the "Company")

SATURDAY



Written Resolutions of the sole Member of the Company

Circulation Date: 11 June 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions are passed as special resolutions (the "Resolutions").

SPECIAL RESOLUTION

The undersigned, being the sole member of the Company for the time being entitled to attend and vote at meetings of the Company convened for the purpose of passing or sanctioning the following resolutions, hereby resolve unanimously in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as follows.

THAT the articles of association of the Company (the "Articles") be and are hereby amended as follows:

1. A new Article 4A shall be inserted in the Articles as follows:

"Section 561(1) of the Act shall not apply to any allotment of equity securities (as such term is defined in section 560(1) of the Act) by the Company pursuant to any authority conferred on the directors pursuant to section 550 of the Act."
2. A new Article 5A shall be inserted in the Articles as follows:

"Notwithstanding anything to the contrary in these articles or the Model Articles:

 - (a) the directors of the company will register any transfer of shares and may not suspend registration of such shares where such transfer:
 - (i) is to:
 - (A) a bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity a "Financial Institution") or an agent or trustee for any Financial Institution where a security interest has been or is purported to be granted over those shares (each a "Security") that benefits a Financial Institution; and/or
 - (B) a company or other entity to whom such shares are transferred at the direction of a Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a "Receiver") pursuant to powers granted to it under the Security; and
 - (ii) is delivered to the Company for registration to enforce, perfect or protect any Security of a Financial Institution; or
 - (iii) is executed by a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security; and

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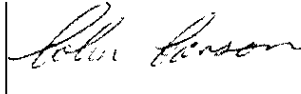
- (b) any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of Security."

3. Articles 37.1, 37.2 and 37.3 of the Articles shall be deleted in their entirety.

AGREEMENT

The undersigned, being a person entitled to vote on the Resolutions hereby irrevocably agrees to all of the Resolutions:

Executed in accordance with the section 127(1) of the *Corporations Act 2001* (Cth) by **Perseus Mining Limited**:



Signature of director



Signature of company secretary

Colin Carson

Name of director (print)

Martijn Bosboom

Name of company secretary (print)