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 28/05/19



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03/06/2019  
COMPANIES HOUSE

## ORDINARY AND SPECIAL RESOLUTIONS OF

### SIRIUS MINERALS PLC

(Company number: 04948435)

(the Company)

At a general meeting of the Company duly convened and held at the offices of Allen & Overy LLP at One Bishops Square, London E1 6AD, United Kingdom on 21 May 2019 at 11.00 a.m., the following resolutions were duly passed as ordinary and special resolutions by the members of the Company:

#### 1. ORDINARY RESOLUTIONS

##### Resolution 1

That the terms of the proposed issue of ordinary shares of 0.25 pence each in the capital of the Company (Ordinary Shares) by way of firm placing of 1,962,432,513 new Ordinary Shares and by way of placing and open offer of 218,048,057 new Ordinary Shares, in each case, at an issue price of 15.00 pence per new Ordinary Share (which is at a discount of 31.5 per cent. to the closing price of 21.90 pence per Ordinary Share on the last business day before announcement of the Firm Placing and Placing and Open Offer) be and are hereby approved and the Directors be and are hereby directed to implement the Firm Placing and Placing and Open Offer, in each case, on the basis described in the Circular and in the Prospectus.

##### Resolution 2

That, subject to and conditional upon the passing of Resolution 1, in addition to the powers and authorities conferred upon the Directors under resolution 15 passed at the last annual general meeting of the Company held on 31 May 2018, the Directors be and they are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the Companies Act) to exercise all powers of the Company to allot Ordinary Shares and/or grant rights to subscribe for, or convert any security into, Ordinary Shares up to an aggregate nominal amount of £10,635,401.18 (being equivalent to 4,254,160,471 ordinary shares) in connection with the Firm Placing and Placing and Open Offer, and the issuance of the New Convertible Bonds and the allotment of any Ordinary Shares to be issued and delivered in connection with each New Convertible Bond Conversion, if applicable (each as defined and further described in the Circular); provided that the power granted by this resolution shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on the close of business on 30 June 2019, whichever is the earlier, unless and to the extent previously varied, revoked or renewed, and further provided that the Directors may before such expiry make an offer or agreement which would or might require Ordinary Shares to be allotted or rights to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or to convert any security into shares in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

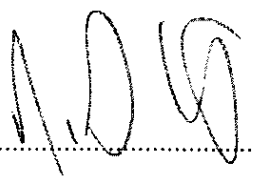
#### 2. SPECIAL RESOLUTION

##### Resolution 3

That, subject to and conditional upon the passing of Resolution 2, in accordance with the Companies Act, the Directors be empowered to allot equity securities (within the meaning of section 560 of the Companies Act) for cash pursuant to the authority conferred by Resolution 2 above and/or by way of a sale of Ordinary Shares held by the Company as treasury shares for cash, as if section 561 of the Companies Act did not apply to any such allotment, provided this power shall be limited to the allotment of equity securities for cash and by way of the sale of Ordinary Shares held by the Company as treasury shares for cash pursuant to the Firm

Placing and Placing and Open Offer, the issuance of the New Convertible Bonds and upon each New Convertible Bond Conversion, if applicable up to an aggregate nominal amount of £10,635,401.18 (being equivalent to 4,254,160,471 Ordinary Shares), and provided that the power granted by this resolution shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on the close of business 30 June 2019, whichever is the earlier, unless and to the extent previously varied, revoked or renewed, and further provided that the Directors may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Signed.....

A handwritten signature in black ink, appearing to be 'N. King', written over a dotted line.

Nicholas King  
Company Secretary