

Company number 05305345

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COMPANIES HOUSE

ORDINARY AND SPECIAL RESOLUTIONS

OF

TOWER RESOURCES PLC

(Company)

Passed on Thursday 29 June 2018

At an annual general meeting (**AGM**) of the Company duly convened and held in the Folkstone Room at the Royal Society for the Arts, 8 John Adam Street, London, WC2N 6EZ on 29th June 2018 at 11:30am, the following resolutions were duly passed of which resolutions 1 to 5 below were passed as ordinary resolutions and resolution 6 below was passed as a special resolution.

Ordinary Business

Resolution 1

THAT the Director's report and the financial statements for the year ending 31 December 2017 are received and adopted.

Resolution 2

THAT David M Thomas be elected as a Director of the Company.

Resolution 3

THAT Graeme Thomson be re-elected as a Director of the Company.

Resolution 4

THAT UHY Hacker Young LLP be re-appointed as auditors to the Company and the Directors be authorised to determine their remuneration.

Resolution 5

THAT the Directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot shares in the Company ("**Shares**") or grant rights to subscribe for, or to convert any security into, Shares ("**Rights**") up to an aggregate nominal amount of £9,000,000. The authority referred to in this resolution shall be in substitution for all other existing authorities, and shall expire (unless previously renewed, varied or revoked by the Company in a general meeting) at the conclusion of the next Annual General Meeting of the Company. The Company may, at any time prior to the expiry of the authority, make an offer or agreement which would or might require Shares to be allotted or Rights to be granted after the expiry of the authority and the Directors are hereby authorised to allot Shares or grant Rights in pursuance of such offer or agreement as if the authority had not expired.

4

Special Business

Resolution 6

THAT conditional on the passing of resolution 5 above, the Directors, pursuant to Section 570 of the Act be and are hereby empowered to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by resolution 5 above as if Section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:

(a) the allotment of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to the holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) to their holdings of such ordinary shares but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities representing fractional entitlements and with legal or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange in, any territory; and

(b) the allotment, other than pursuant to (a) above, of equity securities up to an aggregate nominal value of £9,000,000, and this power shall, unless previously renewed, varied or revoked by special resolution of the Company in a general meeting, expire at the end of the next Annual General Meeting of the Company. The Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors are hereby empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

Signed..........

Director