

Company No 5380466

The Companies Act 2006

Public Company Limited by shares

Ordinary and Special Resolutions of

## Tulla Resources plc

At a General Meeting of the above-named Company duly convened and held on the 9<sup>th</sup> day of March 2021 the following Resolutions were passed as to Resolution number 1, 2, 3, and 5 as an Ordinary Resolution and Resolutions numbered 4, and 6 as a Special Resolution.

### Ordinary Resolutions

1. THAT subject to the passing of Resolution 4 every 600 ordinary shares of £0.00003827 each in the capital of the Company ("Existing Ordinary Shares") which are credited as fully paid be consolidated into 1 ordinary share of £0.022962 in the capital of the Company (each being a "New Ordinary Share"), each such share having the same rights and being subject to the same restrictions (save as to nominal value) as each of the Existing Ordinary Shares, provided that where such consolidation results in any member being entitled to a fraction of a New Ordinary Share, such fraction shall be aggregated with the fractions of New Ordinary Shares to which other members of the Company are entitled and the directors of the Company shall be and are authorised to sell, on behalf of the relevant members, the shares representing such fractions to any person including the Company for the best price reasonably obtainable save that, where the net proceeds of such sale are less than £3, the net proceeds of such sale will not be paid to such members and such amounts will instead be donated to charity by the Company; and any director of the Company (or any person appointed by the directors of the Company) shall be and is hereby authorised to execute an instrument of transfer in respect of such shares on behalf of the relevant members and to do all acts and things the directors of the Company consider necessary or expedient to effect the transfer of such shares to, or in accordance with the directions of, any buyer of any such shares and transferred as aforesaid.
2. THAT, subject to the passing of Resolution 4 to approve the terms of the proposed contract to be entered into between (1) the Company and (2) the holder of the

deferred shares of £0.01246173 each in the Company ("Deferred Shares") for the purchase by the Company of each holding of Deferred Shares, which contracts have been deposited at the registered office of the Company for not less than 15 days prior to the meeting convened by this notice and is produced to the meeting and initialled by the Chairman for the purpose of identification, the authority conferred by this resolution to expire no later than 18 months from the date of the passing of this resolution.

3. THAT the non-executive director's remuneration be approved in the aggregate sum of £250,000 for the year financial year ended June 2021, as determined by the directors.

#### Special Resolutions

4. THAT, the articles of association produced to the meeting be adopted as the new articles of association for the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

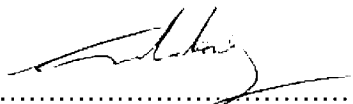
#### Ordinary Resolution

5. THAT, subject to the passing of Resolutions 1 and 4 the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006, as amended ("Companies Act") to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "relevant securities") provided that:
  - (a) such allotment is conditional upon completion of the offer of CHESS Depositary Interests (each representing a beneficial interest in one New Ordinary Share) to applicants in connection with the proposed listing of the Company to the official list of the Australian Securities Exchange ("ASX") and the proposed quotation of the Company's CHESS Depositary Instruments on ASX; and
  - (b) this authority shall be limited to the allotment of 200,000,000 new ordinary shares of £0.022962 each in the capital of the Company; and unless previously renewed, revoked, varied or extended, this authority shall expire on the date which is 18 months from the date of the passing of this resolution, except that the Company may at any time before such expiry make an offer or agreement which would or might require

relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

### Special Resolution

6. THAT, subject to the passing of Resolutions 4 and 5, the Directors be and they are empowered pursuant to section 570 (1) and 571(1) of the Companies Act, as applicable, to allot equity securities (as defined in section 560 of the Companies Act) of the Company for cash pursuant to the authority of the Directors under section 551 of the Companies Act conferred by Resolution 5, and/or where such allotment constitutes an allotment of equity securities by virtue of section 560(2) of the Companies Act, as if section 561(1) of the Companies Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to the allotment of 200,000,000 new ordinary shares of £0.022962 each in the capital of the Company and unless previously renewed, revoked, varied or extended this power shall expire on the date falling 18 months after the date of the passing of this resolution, except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted under this authority after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.



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Director - Kevin W Maloney

Date 9 March 2021