

**Company No 05414325**

**The Companies Act 2006**

**Public Company Limited by shares**

**Ordinary and Special Resolutions of**

## **Vast Resources plc**



At the Annual General Meeting of the above-named Company duly convened and held on the 22<sup>nd</sup> October 2018 the following resolutions were passed, of which resolutions 1 to 9 as ordinary resolutions and resolutions 10 and 11 as special resolutions.

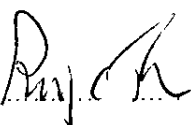
### **Ordinary Resolutions**

- 1 To receive and adopt audited financial statements of the Company for the year ended 31 March 2018 and the Directors' Report and Auditors' Report on those accounts.
2. To re-elect Mr Andrew Prelea, who was appointed by the Directors as an additional Director and who retires as a Director in accordance with article 88 of the Company's Articles of Association and, being eligible, offers himself for re-election as a Director of the Company.
3. To re-elect Mr Nicholas Hatch, who was appointed by the Directors as an additional Director and who retires as a Director in accordance with article 88 of the Company's Articles of Association and, being eligible, offers himself for re-election as a Director of the Company.
4. To re-elect Mr Craig Harvey, who was appointed by the Directors as an additional Director and who retires as a Director in accordance with article 88 of the Company's Articles of Association and, being eligible, offers himself for re-election as a Director of the Company
- 5 To re-elect Mr Brian Moritz, who retires as a Director in accordance with article 83 of the Company's Articles of Association and, being eligible, offers himself for re-election as a Director of the Company.
- 6 To re-appoint Crowe UK LLP as auditors of the Company to act until the conclusion of the next Annual General Meeting.
7. To authorise the Directors to determine the remuneration of the auditors.
8. That the Directors of the Company be and they are hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "Act") to allot relevant securities in connection with the grant of awards to Directors and officers of the Company under the Company's share appreciation rights scheme up to an aggregate nominal amount of £150,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) 12 months after the passing of this Resolution except that the Directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require any such relevant securities to be allotted after the expiry of such period, and the Directors of the Company may allot any such relevant securities notwithstanding that the authority conferred by this Resolution has expired

9. That the Directors be and they are hereby generally and unconditionally authorised pursuant to the Act, in substitution for all previous authorities granted to them otherwise than granted pursuant to resolution 8 above, to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £850,000 and such authority shall, unless previously revoked or varied by the Company in general meeting, expire on the conclusion of the Annual General Meeting of the Company to be held in 2019 provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted after such expiry and the Directors may allot relevant shares or grant Rights to any such offer or agreement as if the authority conferred hereby had not expired.

### **Special Resolutions**

10. That, subject to, and conditional on, the passing of Resolution 8, the Directors of the Company be and they are hereby empowered in accordance with section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred upon them by Resolution 8 as if section 561(1) of the Act did not apply to any such allotment provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) 12 months after the passing of this Resolution, save that the Company 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 of the Company may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.
11. That, subject to and conditional upon the passing of Resolution 9, the Directors be and they are hereby empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 9 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 in connection with an issue in favour of shareholders where the equity securities respectively attributable to the interests of all such shareholders are proportionate (or as nearly as may be practicable) to the respective number of Ordinary Shares in the capital of the Company held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange, in any territory, and
  - (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of further equity securities up to an aggregate nominal amount of £850,000, provided that this power shall, unless previously revoked or varied by special resolution of the Company in general meeting, expire at the conclusion of the Annual General Meeting of the Company to be held in 2019. 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

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**DIRECTOR**