

Company No 05414325
The Companies Act 2006
Public Company Limited by shares
Ordinary and Special Resolutions of
Vast Resources plc

THURSDAY



At the General Meeting of the above-named Company duly convened and held on 29 February 2024 at 11.00 a.m. the following resolutions were passed as ordinary and special resolutions:

Ordinary Resolution

1. That the Directors be and they are hereby generally and unconditionally authorised pursuant to the Companies Act 2006 (the "Act"), 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 £8,400,000 (representing 151% of the Company's existing issued Ordinary Share Capital) 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 2024 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 Resolution

2. That, subject to and conditional upon the passing of Resolution 1, 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 1 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 £8,400,000

and 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 2024 provided that 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.

Ordinary Resolution

3. That the Company's issued share capital be hereby reorganised on the basis that each 54 Existing Ordinary Share of £0.001 each will be converted into 9 New Ordinary shares of £0.001 each and 5 New Deferred Shares of £0.009 ranking pari passu with the existing 3,206,616,509

Deferred Shares of the Company.

The total authorities sought represent 151% of the 5,571,644,142 Company's Existing Ordinary Shares. In the event that Resolution 3 is not withdrawn and is passed, but that pursuant to the Directors' undertaking the authority that is used is restricted to an aggregate nominal amount of £2,000,000, the total authorities sought as restricted would amount to 215% of the 928,607,357 Company's Ordinary Shares expected to be in issue following the creation of the New Ordinary Shares.



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COMPANY SECRETARY