

Company Number: 06610028

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**PRINT OF AN EXTRAORDINARY RESOLUTION**

**OF**

**FITZROY RESOURCES LIMITED**

**(the "Company")**

At an Extraordinary General Meeting of the Company held at Peace Cottage, Puxey, Sturminster Newton, Dorset, DT10 2HR on 4th April 2014 the following resolution was duly passed as an Extraordinary Resolution of the Company:

**EXTRAORDINARY RESOLUTION**

That the Articles of Association be updated to the revised articles attached to reflect the changes in the Companies Act and to include the insertion of the following new Articles 8.2 and 8.3

8.2 (a) Every ordinary resolution by which a dividend is declared shall direct that such dividend be paid in respect of one or more classes of shares to the exclusion of the other classes or in respect of all classes of shares

(b) Where a dividend is declared in respect of more than one class of shares the Company may, by ordinary resolution, differentiate between such classes as to the amount or percentage of dividend payable, but in default the shares in each such class shall be deemed to rank pari passu in all aspects as if they constituted one class of shares

(c) When paying interim dividends the directors may make payments to one or more classes of shares to the exclusion of the other classes or to all classes of shares. When making such payments the directors may differentiate between the classes to which payments are being made as to the amount or percentage of dividend payable

(d) Model Articles 30 and 36 shall be modified accordingly

8.3 On a winding up or other repayment of capital, the assets of the Company (including capital uncalled at the commencement of the winding up) remaining after paying and discharging the debts and liabilities of the Company and the costs of winding up, shall be applied in repaying the sums paid up or credited as paid up on all the issued shares without distinction as to class. The residue (if any) shall be divided among the holders of the issued shares in proportion to the nominal amount paid up or credited as paid up on such shares without distinction as to class

MONDAY



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\*R35S7ULC\*  
14/04/2014  
COMPANIES HOUSE

#77

..... *P. S. Wollocombe* .....

Mr P S Wollocombe  
(Chairman)

..... *10<sup>th</sup> April 2014* .....

Date