

XPLORER PLC ("Company")

Company Number 07987393

ORDINARY AND SPECIAL RESOLUTIONS

Passed on 30 September 2015

At a general meeting of the Company duly convened and held at Roxburghe House, 273-287 Regent Street, London W1B 2AD on 30 September 2015 at 10 30a m the following resolutions were duly passed as ordinary and special resolutions

ORDINARY RESOLUTION

1. *To receive the accounts and reports for the financial period ended 31 March 2015*
2. *To re-appoint Crowe Clark Whitehill as auditors of the Company and to authorise the directors to fix their remuneration*
3. *That, in accordance with section 551 Companies Act 2006 (CA 2006), the directors of the Company are generally and unconditionally authorised, and in substitution for any previous authority to allot Relevant Securities (as defined in this resolution) comprising equity securities (as defined in section 560 CA 2006) up to an aggregate nominal amount of £4,084 (four thousand and eighty four pounds), such authority, unless previously revoked or varied by the Company in general meeting, to expire at the close of the Company's next annual general meeting, except that the directors of the Company may allot Relevant Securities pursuant to an offer or agreement made before the expiry of the authority. In this notice, Relevant Securities means any shares in the capital of the Company and the grant of any right to subscribe for, or convert any security into, shares in the capital of the Company*

SPECIAL RESOLUTION

4. *That, subject to the passing of resolution 3, under section 570 CA 2006, the directors of the Company are authorised, in substitution for any previous authority, to allot equity securities, as defined in section 560 CA 2006, wholly for cash for the period commencing on the date of this resolution and expiring on the date of the Company's next annual general meeting, as if section 561 CA 2006 did not apply to such allotment, except that the directors of the Company may allot Relevant Securities following an offer or agreement made before the expiry of the authority and provided that the authority is limited to*
 - 4.1 *the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where their holdings are proportionate, as nearly as possible, to the respective number of ordinary shares held, or deemed to be held, by them, but subject to any exclusions or arrangements the directors think necessary or expedient for the purpose of dealing with fractional entitlements or legal or practical problems under the laws of any territory or the requirements of any recognised regulatory body or stock exchange in any territory, or*



- 4 2 *the allotment of equity securities up to a maximum nominal value of £681 (six hundred and eighty one pounds) representing 5% of the existing issued ordinary share capital*

Capitalised terms above shall bear the meaning as set out in the notice of meeting dated 8 September 2015

Signed



Chairman of the meeting