

Company No: 08520600

HARDWICK CLIMATE BUSINESS LIMITED
(the “Company”)

Written Resolutions of the Members of the Company

Circulation date: 10 May 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the “**Act**”), the Director proposes that the following resolutions are passed (the “**Resolutions**”). Resolution 1 is proposed as an ordinary resolution and Resolution 2 is proposed as a special resolution.

ORDINARY RESOLUTION

- 1** That the existing 1,626 ordinary shares of the Company be and are hereby re-designated as 765 “A ordinary shares”, 313 “B ordinary shares” and 548 “C ordinary shares”, where each share shall have a nominal value of £0.001 each and have the same rights and be subject to the same restrictions as the Company’s existing 1,626 ordinary shares as set out in the Company’s Articles of Association (the “**Re-Designation Resolution**”).

SPECIAL RESOLUTION

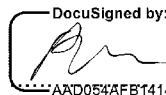
- 2** That, subject to the Re-Designation Resolution being duly passed by the shareholders, the Director having on 10 May 2023 made a solvency statement in accordance with Section 643 of the Act (the “**Solvency Statement**”), the Company’s share capital be reduced from £1.626 to £0.861 by cancelling 765 of the “A ordinary shares” of £0.001 each in the capital of the Company.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being persons entitled to vote on the Resolutions on 10 May 2023, hereby irrevocably agree to all of the Resolutions and confirm they have received a copy of the Solvency Statement at or before they received a copy of these Resolutions as required by Section 642(2) of the Act:

Signed by Philip Martin Hardwick

DocuSigned by:

 AAD054AFB1414BC...

Date

10 May

Signed for and on behalf of Base Carbon Corp.

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Date

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NOTES:

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in one of the following ways
 - **By Hand:** delivering the signed copy to Linklaters LLP, One Silk Street, London, EC2Y 8HQ (Attention: Seh Woon Neo).
 - **Post:** returning the signed copy by post to Linklaters LLP, One Silk Street, London, EC2Y 8HQ (Attention: Seh Woon Neo).
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to sehwoon.neo@linklaters.com and kerry.liebenberg@linklaters.com. Please enter "Written resolutions dated 10 May 2023" in the e-mail subject box.
- 2 If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless, by midnight on 7 June 2023,¹ sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before this time.

¹ 28 days from the circulation date.

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Date

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Date

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10 May

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Schedule 1
Solvency Statement

Company No. 08520600

HARDWICK CLIMATE BUSINESS LIMITED

**Solvency Statement
under Sections 642 and 643 Companies Act 2006**

I, the director of Hardwick Climate Business Limited (the “**Company**”), being the only director of the Company as the date of this Solvency Statement:

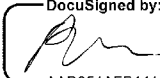
- (a) have formed the opinion, as regards the Company’s situation at the date of this statement, that there is no ground on which the Company could currently be found to be unable to pay (or otherwise discharge) its debts; and
- (b) have also formed the opinion that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement; and
- (c) confirm that it is not intended as at the date of this statement to commence the winding up of the Company within the next 12 months.

In forming the opinions set out in (a) and (b) above, I have taken into account all of the Company’s liabilities (including any contingent or prospective liabilities).

This Solvency Statement is made on 10 May 2023.

Name: Philip Martin Hardwick

Signed:

DocuSigned by:

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