

Company No: 08790013

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

PORT CLARENCE ENERGY LIMITED

TUESDAY



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A28

18/08/2015

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary and special resolutions as detailed below

RESOLUTIONS

As ordinary resolutions

1. THAT, two (2) ordinary shares of £1 00 each, registered in the name of Derry Guy, be and are hereby reclassified as two (2) ordinary B shares of £1 00 each ("**B Shares**").
2. THAT, the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company provided that.
 - (i) the maximum nominal amount of such shares that may be allotted under this authority (within the meaning of such section) is £1,000,000; and
 - (ii) this authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire five years after the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which will or may require such shares to be allotted after such expiry,

and the authority granted by this resolution is in substitution for any authority to allot shares in the Company previously granted to the Directors which (to the extent that it remains in force and unexercised) is revoked.

As a special resolution

3. THAT, the Directors are empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) pursuant to the general authority given to them (by resolution 2 above) for the purposes of section 551 of that Act as if section 561(1) of that Act did not apply to any such allotment and the Company may make an offer or agreement which will or may require equity securities to be allotted after the expiry of the power granted by this resolution

Dated

6 May 2014

AGREEMENT

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

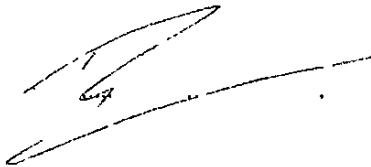
We, the undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions

Name of Shareholder

Signature

Date of Signature

Derry Guy



May 6, 2014

Copy

Auditors

NOTES

- 1 Shareholders who wish to agree to such resolutions should signify their agreement by signing and returning this document to the Company's registered office marked for the attention of the Directors

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

- 2 If sufficient agreement is not received within 28 days of the date above then these resolutions will lapse and shareholders will not be able to indicate agreement after that date. If you agree to the resolutions, please ensure your agreement reaches us before that date
3. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.