

Company no. 08792922

VAPE NATION LTD

(the "Company")

WRITTEN RESOLUTIONS: CIRCULATED ON 19 December 2018

Note: This document is important and requires your immediate attention.
Please read the explanatory statement to members before signifying your agreement to the resolutions in this document.

EXPLANATORY STATEMENT TO MEMBERS

1. Nature of written resolutions

This document contains proposed written resolutions of the Company for approval by you as a member of the Company. The resolutions are proposed as special resolutions and each require members holding more than 75 per cent of the total voting rights of members entitled to vote on such resolutions to vote in favour of them to be passed.

2. Period to approve written resolutions

If the Company has not received the necessary level of members' agreement to pass the resolutions 17 January 2019 (being 28 days from the date the resolutions were first circulated to members), the resolutions will lapse.

3. Action required if you wish to approve the resolutions:

- (a) Please signify your agreement to the resolutions by completing your details and signing and dating the document in the boxes provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors".
- (b) **Once you have signified your agreement to the resolutions, you cannot revoke it.** Please ensure that your agreement reaches us no later than the close of business on 17 January 2019.
- (c) If you are signifying agreement to the resolutions 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 to the Company at the same time as you signify your agreement to the resolutions and in any event by no later than the close of business 17 January 2019.

WEDNESDAY



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COMPANIES HOUSE

4. Action required if you do not wish to agree to the resolutions:

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

VAPE NATION LTD (the "Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 (the "Act") proposed by the directors of the Company, proposed as special resolutions as detailed below:

SPECIAL RESOLUTIONS

1. **That** notwithstanding article 21 of model articles for private companies limited by shares, the Company shall have no present or future lien on any share, dividend or money payable in respect of the shares which have been mortgaged, charged or pledged by way of security to a Secured Party and any lien conferred pursuant to these articles of association shall not apply in respect of any such share, dividend or moneys payable.
2. **That** notwithstanding article 26 of model articles for private companies limited by shares, where a transfer of shares in the Company is or is proposed to be:
 - 2.1 executed by a Secured Party by way of the exercise of any power of sale or other enforcement power under any relevant security interest;
 - 2.2 executed by a receiver or manager or similar officer appointed by or on behalf of any Secured Party under any relevant security interest; or
 - 2.3 made to any Secured Party pursuant to any relevant security interest,
each being a **"Secured Party Transfer"**.
 - 2.4 the directors (or director if there is only one) of the Company may not decline to register (or suspend the registration of) such a Secured Party Transfer;
 - 2.5 a holder of shares in the Company shall not be required to comply with any provision of the articles of association which restricts the transfer of shares or which requires any such shares to be first offered to all or any shareholders for the time being of the Company before any such Secured Party Transfer may take place; and
 - 2.6 a holder of shares in the Company shall not have any right under the articles of association or otherwise to require any shares that are subject of a Secured Party Transfer to be transferred to them.
 - 2.7 A certificate by an officer of a Secured Party that the shares were so charged, mortgaged or pledged and the transfer was or will be so executed shall be conclusive evidence of such facts.

"Secured Party" means in respect of any shares, any bank, institution or other entity or person to which such shares have been mortgaged, charged or pledged (or in favour of which

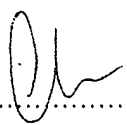
any other security interest in such shares has been created) and any nominee, agent or trustee for any such entity or person.

Circulation date: 19 December 2018

Registered office: 4 Beacon Road, Trafford Park, Manchester M17 1AF

Agreement to written resolutions

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

Name of member:	SUPREME IMPORTS LTD	
Name of signatory, signing on behalf of the member as his duly authorised attorney:	SANDEEP CHADHA <i>Block capitals please</i>	
Signed by the member's duly authorised attorney on behalf of the member:		Dated: 19 December 2018