

**Company number 09829448**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**GOBSMACK HOLDINGS LIMITED (the "Company")**

Passed on 28<sup>th</sup> September 2020

The following resolutions were duly passed as special resolutions on 28<sup>th</sup> September 2020 by way of resolution at a general meeting under Chapter 3 of Part 13 of the Companies Act 2006.

**SPECIAL RESOLUTIONS**

**1. AUTHORITY TO ALLOT**

**AUTHORITY TO ALLOT AND ISSUE**

THAT, the director(s) of the company (the "Directors") be generally and unconditionally authorised to allot shares, or to grant rights to subscribe for, or to convert any security into any shares in the Company, provided that this authority is limited to the allotment of up to:

- (i) 10,638 Ordinary Shares of £0.01 each;
- (ii) such number of Ordinary Shares of £0.01 each as is required to be allotted and issued to satisfy the conversion of up to £5,000,000 of convertible loan notes (the "Loan Notes") proposed to be issued by the Company within 3 months of the date of this resolution and in accordance with the terms of those Loan Notes;
- (iii) 213 Ordinary Shares of £0.01 to be issued in satisfaction of certain warrants in the Company;

and provided that (i) and (ii) together shall not exceed £5million in value (by way of amount subscribed).

This authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years after the date of this resolution and save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in addition to all previous authorities conferred on the Directors in accordance with section 551 of the Act.

Signed .....



Director/Company Secretary

