

Grain Connect Limited (Company number: 10285348)
(a Private Company Limited by Shares)
(the "Company")

Written Resolutions

(the "**Date of Circulation**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Companies Act**"), the directors of the Company propose that the following resolutions (the "**Resolutions**"), in the case of the resolution numbered 1 as an ordinary resolution and in the case of the resolution numbered 2 as a special resolution, are passed:

Resolution 1 - Ordinary Resolution

That the directors be and they are generally and unconditionally authorised for the purposes of Section 551 of the Companies Act to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to a maximum of 413,418 Ordinary shares of £0.001 each at any time or times during the period of 5 years from the date of the passing of this Resolution on which date this authority shall expire and this authority shall allow the Company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.

This authority is in substitution for all previous authorities conferred on the directors in accordance with Section 80 of the Companies Act 1985 or section 551 of the Companies Act.

Resolution 2 - Special Resolution

That subject to the passing of Resolution 1, the pre-emption provisions set out in article 9 of the Company's articles of association shall not apply in respect of the issue and allotment of the shares referred to in Resolution 1.

AGREEMENT

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

We, the undersigned, being all members entitled to vote on the resolution at the Date of Circulation

hereby irrevocably agree to the Resolutions:



Signed by

For and on behalf of **Solway**

Communications Limited

Date: ...7th December.....

.....

Signed by

For and on behalf of **Pinnacle Group**

Limited

Date: ...7th December.....

.....

Signed by

For and on behalf of **Albion Real**

Assets GP LLP

Date: ...7th December.....

hereby irrevocably agree to the Resolutions:

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Limited**

Date: ...7th December.....



.....

Signed by
For and on behalf of **Albion Real
Assets GP LLP**

Date: ...7th December.....

Notes (please read before signifying your agreement to the Resolutions)

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to the Resolutions, please indicate your agreement (which may not be revoked, once given) by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - **By Hand:** delivering the signed and dated copy by hand to the Company's registered office.
 - **By Email:** by attaching a scanned copy of the signed and dated document to an e-mail and sending it to philip.edmonds@roxburghmilkins.com and/or rich@grainconnect.com.
 - **By Post:** delivering the signed and dated copy by post to the Company's registered office.
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. Your agreement must be given prior to the date which falls 28 days after the Date of Circulation for the Resolutions to pass; they will otherwise lapse.