

Company Number: 10710968

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COMPANIES HOUSE

Mistsolar Holdings Limited (the "Company")

Written Resolutions

Circulation date: 9th May 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

1. resolutions 1 to 2 (inclusive) are passed as ordinary resolutions ("**Ordinary Resolutions**"); and
2. resolution 3 is passed as a special resolution ("**Special Resolutions**");

Ordinary Resolutions

- 1 **THAT** the share transfers in the Company proposed pursuant to the terms of a Share Exchange Agreement between Mr Paul Daplyn, Mr Graham Handley and Mr Gary Pesticcio and Mistsolar Group Limited be and are hereby approved (and such that, for the avoidance of doubt each of the undersigned hereby waives any rights of pre-emption which may exist whether pursuant to the articles of association of the Company or otherwise in relation to the proposed acquisition of such shares).
- 2 **THAT** the Directors be generally and unconditionally authorised pursuant to the Companies Act 2006 to allot, grant options over or otherwise deal with or dispose of ordinary shares of £0.01 each in the share capital of the Company provided that the authority thereby given:
 - (a) shall be limited to 75,480 ordinary shares of £0.01 each,;
 - (b) the authority shall expire on the day preceding the fifth anniversary of the date on which this resolution was passed unless previously renewed or varied save that the Directors may notwithstanding such expiry allot, grant options over or otherwise deal with or dispose of any shares under the authority in pursuance of an offer or agreement so to do made by the Company before the expiry of the authority.

Special Resolutions

3. **THAT** subject to the passing of resolution 2 the Directors of the Company be and are empowered to allot securities (by virtue of sections 571 (1) and (2) and 573 (2), (3) and (5) of the Companies Act 2006), disapplying section 561(1) to the allotment of shares pursuant

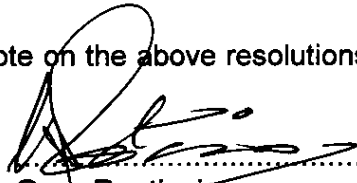
to the authority referred to in the preceding paragraph provided that this power shall be limited to the allotment of equity securities and shall expire on the fifth anniversary of the date on which this resolution was passed.

AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions, hereby irrevocably agrees to the special resolutions:


Signed by:


.....
Gary Pestiecio

Date:

9th May 2017
.....

Signed by:


.....
Paul Daplyn

Date

9th May 2017
.....

NOTES

If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company

- Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- If you are signing this document on behalf of a person under a power of attorney or other authority, please include a copy of the relevant power of attorney or authority when returning this document. Please also include the name of the person on whose behalf you are signing where indicated in the signature box.