

Company number 11043077

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

LEOPARD MINERAL INVESTMENTS LIMITED (the "Company")

18 December 2017 ("Circulation Date")

THURSDAY
18 DEC 2017



SPE	28/12/2017	#106
COMPANIES HOUSE		
A22	28/12/2017	#219
COMPANIES HOUSE		

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company propose that resolution 1 below is passed as an ordinary resolution and resolutions 2 - 4 below are passed as special resolutions (the "**Resolutions**").

Ordinary Resolution

1. Authority to allot

THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company (the "**Directors**") be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £2,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on such authority to expire, unless renewed, revoked or varied by the Company, at the conclusion of the first annual general meeting of the Company 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 revokes and replaces all unexercised authorities previously granted to the Directors.

Special Resolutions

2. Disapplication of pre-emption rights

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- 2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £2,000,000; and

- 2.2 expire on the conclusion of the first annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

3. Re-registration as a PLC

THAT pursuant to section 90(1) Companies Act 2006, the Company be re-registered as public company under the Companies Act 2006 by the name Leopard Mineral Investments plc.

4. Adoption of new articles of association

THAT subject to the passing of resolution 3 the articles attached to these written resolutions be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

AGREEMENT

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

The undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.



Signed:

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Michael Johnson

Date: 18 December 2018