

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number **598387**

The Registrar of Companies for Scotland, hereby certifies that

CLIR RENEWABLES UK LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in Scotland

Given at Companies House, Edinburgh, on **29th May 2018**



* NSC598387V *



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **28/05/2018**

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Company Name in full: **CLIR RENEWABLES UK LIMITED**

Company Type: **Private company limited by shares**

Situation of Registered Office: **Scotland**

Proposed Registered Office Address: **1 SEAFORTH ROAD
STEWARTON
EAST AYSHIRE
SCOTLAND KA3 3FH**

Sic Codes: **62012
71122**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Company Director 1

The subscribers confirm that the person named has consented to act as a director.

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	1
<i>Currency:</i>	GBP	<i>Aggregate nominal value:</i>	1
<i>Prescribed particulars</i>			

**EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING,
DIVIDENDS AND DISTRIBUTIONS.**

Statement of Capital (Totals)

<i>Currency:</i>	GBP	<i>Total number of shares:</i>	1
		<i>Total aggregate nominal value:</i>	1
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **CLIR RENEWABLES INC**

Address **700-401 WEST GEORGIA
STREET
VANCOUVER
BRITISH COLUMBIA
CANADA
V6B5A1**

Class of Shares: **ORDINARY**

Number of shares: **1**

Currency: **GBP**

*Nominal value of each
share:* **1**

Amount unpaid: **0**

Amount paid: **1**

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Relevant Legal Entity (RLE) details

Company Name: **CLIR RENEWABLES INC**

Service Address: **700-401 WEST GEORGIA STREET
VANCOUVER
BRITISH COLUMBIA
CANADA
V6B 5A1**

Legal Form: **INCORPORATION**

Governing Law: **CANADIAN BUSINESS CORPORATIONS ACT**

Register Location: **BRITISH COLUMBIA CORPORATE REGISTRY**

Country/State: **BRITISH COLUMBIA**

Registration Number: **BC1093107**

<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, more than 50% but less than 75% of the shares in the company.
<i>Nature of control</i>	The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person, and the members of that firm (in their capacity as such) have the right to appoint or remove, directly or indirectly, a majority of the board of directors of the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, more than 50% but less than 75% of the voting rights in the company.

Election to keep information on the public register

The subscribers have elected to keep Register of Directors information on the public register

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Name: **CLIR RENEWABLES INC**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of CLIR RENEWABLES UK LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber	Authentication
Clir Renewables Inc	Authenticated Electronically

Dated: 28/05/2018