

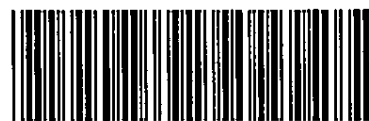
## THE COMPANIES ACT 2006

## WRITTEN RESOLUTION

Of

BUSPACE STUDIOS LIMITED

FRIDAY



A11 \*A5MX12BT\* 30/12/2016 #394  
COMPANIES HOUSE

22 December 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the above-named company (the "**Company**") propose that the following resolution (the "**Resolution**") is passed as a special resolution

## SPECIAL RESOLUTION

**IT WAS RESOLVED THAT** the Articles of Association be amended such that Article 2(b) be deleted and the following Article be inserted in substitution for the existing Article 14

**"Transfer of Shares**

14

Notwithstanding anything contained in these Articles,

- (i) any rights of existing members to receive notice, any right of pre-emption to any share in the Company, or any right to have any share transferred to any of the existing members whether for consideration or not, shall not apply to any transfer of shares where such transfer, and
- (ii) the directors of the Company shall not decline to register, nor suspend registration of any transfer of shares, where such transfer
  - (a) is to any person, bank or institution (or any nominee or nominees of such person or body) to whom shares have been mortgaged or charged by way of security (whether in its own capacity, or as agent or trustee) (a "**Secured Party**"),
  - (b) is delivered to the Company for registration by a Secured Party to perfect its security interest over such shares,
  - (c) is executed by a Secured Party either under the power of sale or any other power under the mortgage or charge by way of security or any other power in the document creating such security document creating such security interest over such shares, or
  - (d) is executed by a receiver or manager appointed by or on behalf of any Secured Party under such mortgage or charge by way of security or otherwise under any such document creating such security interest over such shares

Any lien on any shares which the Company has, shall not apply to any shares which have been mortgaged or charged by way of security to a Secured Party or otherwise proposed to be transferred under this article to any other person "

We, the undersigned, being the sole shareholder entitled to vote on the Resolution on 22 December 2016, hereby irrevocably agrees to the Resolution

For and on behalf of CLS Holdings plc

A handwritten signature in black ink, appearing to be 'J. M. C.', written in a cursive style.

Director

22 December 2016

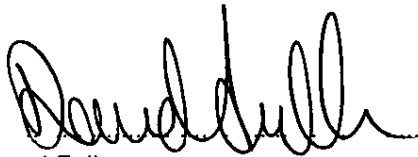
**BUSPACE STUDIOS LIMITED**

Record of written resolution agreed to in accordance with Chapter 2, Part 13 of the Companies Act 2006 which has effect as if passed by the Company in General Meeting

It is recorded that

The written resolution (the "**Resolution**"), a copy of which is attached, was passed as a special resolution by or on behalf of the sole member of the Company who, at the date of the circulation of the resolution, was entitled to attend and vote at a General Meeting of the Company

The Resolution was signed by or on behalf of the sole member on 22 December 2016

A handwritten signature in black ink, appearing to read 'David Fuller', written in a cursive style.

David Fuller  
Secretary

## NOTES

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in hard copy to The Secretary, by e-mail to [dfuller@clsholdings.com](mailto:dfuller@clsholdings.com) or by fax to +44 (0)20 7840 7728 or in electronic form
2. If by 28 days from the date of the proposed Resolution, sufficient agreement has not been received in order to pass the Resolution, the Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company on or before this date
- 3 In the case of joint holders, the vote of the first-named in the register of members of the Company, whether in person or by proxy, will be accepted to the exclusion of that of the other joint holders
4. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document