

THE COMPANIES ACT 2006

AVIATION & DEFENCE SPARES LIMITED

WRITTEN RESOLUTION

OF

AVIATION & DEFENCE SPARES LIMITED ("the Company")

Company Number – 2470351

Dated this [17] day of [Sep] 2021

We, the undersigned, being all the members of the Company who, at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following Resolution as a Special Resolution and agree that the said Resolution shall, for all purposes be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held:-

THAT:-

That the Company hereby approve a share for share exchange and that 80 issued shares held by JAMES GORDON (32 A shares), MATTHEW GORDON (32 A shares), NICHOLAS GORDON (12 A shares) and JENNIFER GORDON (4 A shares) in the issued share capital of the Company be transferred to AVIATION & DEFENCE SPARES GROUP LIMITED in exchange for the allotment of 100 new shares in AVIATION & DEFENCE SPARES GROUP LIMITED. Any Pre-emption rights existing in the Articles of Association shall be disapplied for this transaction.

The shareholders shall be required to transfer their shareholding by the execution of a stock transfer form in favour of AVIATION & DEFENCE SPARES GROUP LIMITED and in return, shares in AVIATION & DEFENCE SPARES GROUP LIMITED shall be allotted as follows:-

1. JAMES GORDON RECEIVES 40 NEW ALLOTTED SHARES IN AVIATION & DEFENCE SPARES GROUP LIMITED IN EXCHANGE FOR HIS 32 A SHARES BEING TRANSFERRED TO AVIATION & DEFENCE SPARES GROUP LIMITED

2. MATTHEW GORDON RECEIVES 40 NEW ALLOTTED SHARES IN AVIATION & DEFENCE SPARES GROUP LIMITED IN EXCHANGE FOR HIS 32 A SHARES BEING TRANSFERRED TO AVIATION & DEFENCE SPARES GROUP LIMITED

3. NICHOLAS GORDON RECEIVES 15 NEW ALLOTTED SHARES IN AVIATION & DEFENCE SPARES GROUP LIMITED IN EXCHANGE FOR HIS 12 A SHARES BEING TRANSFERRED TO AVIATION & DEFENCE SPARES GROUP LIMITED

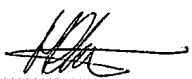
4. JENNIFER GORDON RECEIVES 5 NEW ALLOTTED SHARES IN AVIATION & DEFENCE SPARES GROUP LIMITED IN EXCHANGE FOR HER 4 A SHARES BEING TRANSFERRED TO AVIATION & DEFENCE SPARES GROUP LIMITED

Signature..... Name



JAMES GORDON

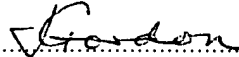


Signature.......... Name

MATTHEW GORDON

Signature.......... Name

NICHOLAS GORDON

Signature.......... Name

JENNIFER GORDON

FIRST CORPORATE
UNIT 12, GREENWAY FARM
BATH ROAD
WICK
BRISTOL, BS30 5RL

**THE COMPANIES ACT 2006
DEFENCE SPARES GROUP LIMITED-**

AVIATION &

WRITTEN RESOLUTION

OF

AVIATION & DEFENCE SPARES GROUP LIMITED ("the Company")

Company Number – 11595860

Dated this [17] day of [Sep] 2021

We, the undersigned, being all the members of the Company who, at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following Resolution as a Special Resolution and agree that the said Resolution shall, for all purposes be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held:-

THAT:-

That the Company hereby approve a share for share exchange and that 100 new shares be allotted to JAMES GORDON (40 shares), MATTHEW GORDON (40 shares), NICHOLAS GORDON (15 shares) and JENNIFER GORDON (5 shares) in exchange for the 80 issued A shares held by them in AVIATION & DEFENCE SPARES LIMITED. Any Pre-emption rights existing in the Articles of Association shall be disapplied for this transaction.

The shareholders shall be required to transfer their shareholding by the execution of a stock transfer form in favour of AVIATION & DEFENCE SPARES GROUP LIMITED and in return, shares in AVIATION & DEFENCE SPARES GROUP LIMITED shall be allotted as follows:-


1. JAMES GORDON RECEIVES 40 NEW ALLOTTED SHARES IN AVIATION & DEFENCE SPARES GROUP LIMITED IN EXCHANGE FOR HIS 32 A SHARES BEING TRANSFERRED TO AVIATION & DEFENCE SPARES GROUP LIMITED
2. MATTHEW GORDON RECEIVES 40 NEW ALLOTTED SHARES IN AVIATION & DEFENCE SPARES GROUP LIMITED IN EXCHANGE FOR HIS 32 A SHARES BEING TRANSFERRED TO AVIATION & DEFENCE SPARES GROUP LIMITED
3. NICHOLAS GORDON RECEIVES 15 NEW ALLOTTED SHARES IN AVIATION & DEFENCE SPARES GROUP LIMITED IN EXCHANGE FOR HIS 12 A SHARES BEING TRANSFERRED TO AVIATION & DEFENCE SPARES GROUP LIMITED
4. JENNIFER GORDON RECEIVES 5 NEW ALLOTTED SHARES IN AVIATION & DEFENCE SPARES GROUP LIMITED IN EXCHANGE FOR HER 4 A SHARES BEING TRANSFERRED TO AVIATION & DEFENCE SPARES GROUP LIMITED

Signature..... Name

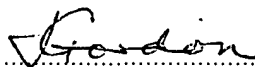
JAMES GORDON

Signature..... Name

MATTHEW GORDON

Signature.......... Name

NICHOLAS GORDON

Signature.......... Name

JENNIFER GORDON

FIRST CORPORATE
UNIT 12, GREENWAY FARM
BATH ROAD
WICK
BRISTOL, BS30 5RL