

Company Number: 04003357

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
PRINT OF RESOLUTIONS OF THE D ORDINARY SHAREHOLDERS
OF
OXIS ENERGY LIMITED
(the "Company")

On 8 August 2012, the Company's D Ordinary Shareholders ("**D Shareholders**") duly passed the following Resolution as a special resolution, at a meeting of the D Shareholders of the Company:

"THAT pursuant to Chapter 3 of Part 13 of the Companies Act 2006, the holders of a requisite majority of shares giving a right to authorise the variation of their class rights attaching to the Company's issued D Ordinary Shares ("**D Shares**") hereby resolve that any variation to the rights attaching to D Shares from the adoption of new articles of association in the form attached be and are hereby approved."

Signed:


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CHAIRMAN

