

ORDINARY AND SPECIAL RESOLUTIONS  
OF  
TRI-STAR RESOURCES PLC (“the Company”)  
(company number 04863813)

At the annual general meeting of the Company held on 24 July 2019, the following resolutions were passed:

Ordinary resolutions

1. To receive the financial statements for the 12 month period ended 31 December 2018 and the reports of the directors and the independent auditors as set out in the annual report and accounts.
2. To re-elect Adrian Collins as a director, who is retiring by rotation in accordance with the articles of association, and who being eligible offers himself for re-election.
3. To elect David Facey as a director, who is retiring having been appointed by the directors of the Company since the last annual general meeting of the Company and who being eligible offers himself for election as a director of the Company.
4. To re-appoint Grant Thornton UK LLP as independent auditors and to authorise the directors to fix their remuneration.
5. That:

the directors of the Company be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (“CA 2006”) to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company:

(a) up to an aggregate nominal amount of £1,568,764; and

(b) comprising equity securities (as defined in CA 2006) up to a further aggregate nominal amount of £1,568,764 in connection with an offer by way of rights issue; and

that this authority shall expire at the conclusion of the annual general meeting of the Company in 2020 or at the close of business on 31 December 2020, whichever is earlier, save that, in each case, the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired; and

that this authority revokes and replaces all unexercised authorities previously granted to the Directors to allot or grant Rights, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Special resolution

6. That, subject to the passing of resolution 5:

the directors of the Company are hereby authorised pursuant to section 570 CA 2006, to allot securities (within the meaning of section 560 CA 2006) wholly for cash:

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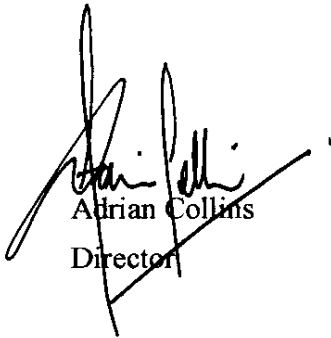
(a) pursuant to the authority given by paragraph (a) of resolution 5:

i) in connection with a pre-emptive offer; and

ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal value of £470,629, representing 10% of the existing issued share capital as if section 561(1) CA 2006 did not apply; and

b) pursuant to the authority given by paragraph (b) of Resolution 5 in connection with a rights issue, as if section 561(1) CA 2006 did not apply.

The power granted by this resolution shall expire when the authority conferred on the directors by Resolution 5 above expires (unless such authority is renewed, varied or revoked by the Company prior to or on such 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 such an offer or agreement as if the power conferred had not expired.



Adrian Collins  
Director