

Company No: 05314207

TERSUS ENERGY LIMITED
(the "Company")

Minutes of the 2016 annual general meeting of the Company held at Squire Patton Boggs (UK) LLP, 7 Devonshire Square, London EC2M 4YH on 29 September 2016 at noon

PRESENT: J F Devaney
D T Wilson

IN ATTENDANCE: C Sloan, S West

1. CHAIRPERSON

John Francis Devaney was appointed chairman of the meeting.

2. NOTICE AND QUORUM

2 1 **IT WAS NOTED** that a quorum was present and the meeting would accordingly proceed to business

2 2 There was produced to the meeting a notice ("**Notice**") convening the meeting and, with the consent of all members present, the Notice was taken as read

2 3 The chairman produced to the meeting the appointments of proxies set out in the schedule to these minutes

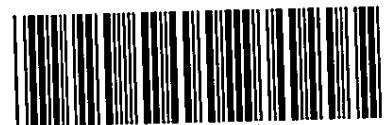
3. RESOLUTIONS

3 1 **RESOLUTION 1** as set out in the Notice was duly proposed as an ordinary resolution by the chairman. The chairman asked if any of the shareholders had any questions. The chairman then asked for those shareholders present to vote either in favour of or against Resolution 1 on a show of hands. Before announcing the result of voting by show of hands, the chairman announced that the Company had received proxy votes as follows

For 1,812,458

Against 0

THURSDAY



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COMPANIES HOUSE

Withheld 4,000

Percentage of votes cast in favour: 100%

The chairman then declared that Resolution 1 had been carried by the necessary majority.

- 3 2 **RESOLUTION 2** as set out in the Notice was duly proposed as an ordinary resolution by the chairman. The chairman asked if any of the shareholders had any questions. No shareholder had any questions. The chairman then asked for those shareholders present to vote either in favour of or against Resolution 2 on a show of hands. Before announcing the result of voting by show of hands, the chairman announced that the Company had received proxy votes as follows:

For 1,812,458

Against 0

Withheld 4,000

Percentage of votes cast in favour: 100%

The chairman then declared that Resolution 2 had been carried by the necessary majority.

- 3 3 **RESOLUTION 3** as set out in the Notice was duly proposed as an ordinary resolution by the chairman. The chairman asked if any of the shareholders had any questions. No shareholder had any questions. The chairman then asked for those shareholders present to vote either in favour of or against Resolution 3 on a show of hands. Before announcing the result of voting by show of hands, the chairman announced that the Company had received proxy votes as follows:

For 1,812,458

Against 0

Withheld 4,000

Percentage of votes cast in favour: 100%

The chairman then declared that Resolution 3 had been carried by the necessary majority.

- 3.4 **RESOLUTION 4** as set out in the Notice was duly proposed as an ordinary resolution by the chairman. The chairman asked if any of the shareholders had any questions. No

Withheld 4,000

Percentage of votes cast in favour: 99.07%

The chairman then declared that Resolution 6 had been carried by the necessary majority.

4. NO FURTHER BUSINESS

4.1 The chairman declared that there was no further business. The chairman thanked those present for their attendance and declared the meeting closed.



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John Francis Devaney

shareholder had any questions. The chairman then asked for those shareholders present to vote either in favour of or against Resolution 4 on a show of hands. Before announcing the result of voting by show of hands, the chairman announced that the Company had received proxy votes as follows:

For 1,795,553

Against 16,915

Withheld 4,000

Percentage of votes cast in favour: 99.07%

The chairman then declared that Resolution 4 had been carried by the necessary majority.

- 3.5 **RESOLUTION 5** as set out in the Notice was duly proposed as an ordinary resolution by the chairman. The chairman asked if any of the shareholders had any questions. No shareholder had any questions. The chairman then asked for those shareholders present to vote either in favour of or against Resolution 5 on a show of hands. Before announcing the result of voting by show of hands, the chairman announced that the Company had received proxy votes as follows:

For 1,795,553

Against 16,915

Withheld 4,000

Percentage of votes cast in favour: 99.07%

The chairman then declared that Resolution 5 had been carried by the necessary majority.

- 3.6 **RESOLUTION 6** as set out in the Notice was duly proposed as a special resolution by the chairman. The chairman asked if any of the shareholders had any questions. No shareholder had any questions. The chairman then asked for those shareholders present to vote either in favour of or against Resolution 6 on a show of hands. Before announcing the result of voting by show of hands, the chairman announced that the Company had received proxy votes as follows:

For 1,795,553

Against 16,915