

Company Number 5429800

THE COMPANIES ACT 2006

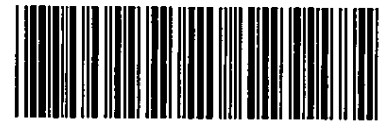
SPECIAL RESOLUTION

OF

1SPATIAL PLC

COMPANY LIMITED BY SHARES

COMPANIES HOUSE



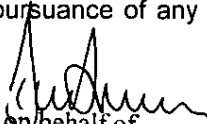
R2B13480
RM 21/06/2013 #24
COMPANIES ACT 2006

At an general meeting of the above-named Company, duly convened and held at 8 Clifford Street, London, W1S 2LQ on the 12 day of June 2013, the following **SPECIAL RESOLUTION** was duly passed

That, subject to and conditional upon the passing of Resolution 1 and in substitution for any existing authority, the Directors be empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash as if Section 561(1) of the Act did not apply to any such allotment, provided that such power shall be limited to

- (A) the allotment of equity securities for cash in connection with an offer of, or invitation to apply for, equity securities
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings, and
 - (ii) to holders of other equity securities, as required by the rights of those securities, or as the board otherwise considers necessary, and so that the board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,
- (B) the allotment of equity securities in connection with the Placing pursuant to the authority conferred by Resolution 1,
- (C) the allotment of equity securities in connection with the Warrants, and
- (D) the allotment (otherwise than pursuant to paragraphs (A), (B) and (C)) of equity securities up to an aggregate nominal amount of £655,470,

and shall expire 15 months after the date of the passing of this Resolution or at the conclusion of the next annual general meeting of the Company following the passing of this Resolution, whichever occurs first (unless previously renewed, varied or revoked by the Company in general meeting), except that the Company may 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 any such offer or agreement as if the power conferred hereby had not expired


For and on behalf of
St John's Square
Secretaries Limited

COMPANY SECRETARY