



To: Companies House  
Crown Way  
Cardiff  
CF14 3UZ

SATURDAY



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A07 20/07/2019 #58  
COMPANIES HOUSE

19 July 2019

**By Recorded Post**

Dear Sir/Madam,

At the General Meeting for Nu-Oil and Gas Plc. (company number 06370792) duly convened and held at Chamber Space, Elliot House, 151 Deansgate, Manchester, M3 3WD on 12 July 2019 at 11:00am, all resolutions were duly passed:

**Resolution 1: Allotment of securities\***

That the directors be and are hereby generally and unconditionally authorised (in substitution for any specific or general authority previously conferred on them but without prejudice to the allotment of securities under any such previous authority pursuant to any offer or agreement made prior to the date this resolution is passed) 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, in accordance with section 551 of the Companies Act 2006 ("the Act"), up to an aggregate nominal amount of £524,554 to such persons and at such times and on such terms as they think proper, PROVIDED THAT this authority shall expire on the earlier of the conclusion of the next annual general meeting of the company and a date being 18 months after the date of the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require the Relevant Securities (as defined below) to be allotted after such expiry and the directors may allot Relevant Securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

**Resolution 2: Removal of pre-emption rights\***

That, subject to the passing of resolution 1, the directors be and are hereby empowered, pursuant to section 570 of the Act, to allot:

- a. equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by resolution 1 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities pursuant to an offer or issue by way of rights, open offer or other pre-emptive offer:
  - i. to the holders of Ordinary Shares of the Company and other persons entitled to participate therein in proportion (as nearly as may be practicable) to their respective holdings; and
  - ii. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,



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but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- b. (otherwise than pursuant to paragraph 2a. above) equity securities up to an aggregate nominal amount of £524,554.

The power granted by this resolution will expire on the date which is 18 months after the date on which this resolution is passed or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements 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 notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'David Lau', written over a horizontal line.

David Lau  
Company Secretary  
for and on behalf of  
Nu-Oil and Gas Plc

- \* Ordinary Resolution  
# Special Resolution