

WRITTEN SHAREHOLDER RESOLUTION

Company number
7251600

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

WRITTEN ORDINARY AND SPECIAL RESOLUTIONS

OF

YORK POTASH LIMITED (the Company)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the sole member of the Company agreed that the following resolutions be passed as ordinary and special resolutions:

Ordinary resolution

Resolution 1

That:

- (a) in accordance with article 22 of the model articles of association for private companies limited by shares contained in Schedule 1 to the Companies (Model Articles) Regulations 2008 (SI2008 No 3229), which is incorporated by reference by article 1.1 in the Company's articles of association, the directors shall be authorised to create a new class of non-voting ordinary shares in the capital of the Company having the rights and restrictions set out in the articles of association of the Company adopted pursuant to resolution 2 below (the "Security Shares");
- (b) the directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006, to exercise all powers of the Company to allot one Security Share a nominal value of £1 in the capital of the Company having the rights and restrictions set out in the articles of association of the Company adopted pursuant to resolution 2 below. Unless renewed, varied or revoked by the Company, this authority shall expire at the close of business on 31 December 2018; and
- (c) this authority shall be in addition to all existing authorities under section 551 of the Companies Act 2006.

Special resolutions

Resolution 2

THAT the articles of association set out in the document sent or submitted to the sole eligible member with this resolution and initialled by the company secretary for the purpose of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

FRIDAY



A24 *A7EZKVC9* #262
21/09/2018
COMPANIES HOUSE

AGREEMENT OF ELIGIBLE MEMBER*

The undersigned, being the sole eligible member on 11 September 2018 (the "**circulation date**"), irrevocably agrees to the resolutions set out above:

Signed by:



for and on behalf of **York Potash Holdings Limited**

Date: 11 September 2018

The sole eligible member must signify its agreement to the proposed resolutions as follows: (i) **by hand**, by delivering a signed copy to Nick King at 3rd Floor, Greener House 66-68 Haymarket, London SW1Y 4RF; (ii) **by post**, by sending a signed copy to Nick King at 3rd Floor, Greener House 66-68 Haymarket, London SW1Y 4RF; or (iii) by sending a scanned signed copy of the resolutions to nick.king@siriusminerals.com. The sole eligible member must signify its agreement to the proposed resolutions within the period of 28 days from and including the circulation date. However, if the sole eligible member does not agree with the proposed resolutions, it does not need to reply. Once the sole eligible member has signified its agreement to the proposed resolution, its agreement may not be revoked. The proposed resolutions will lapse if they are not passed by the end of that 28 day period.

***Note:** An "eligible member" is a member who is or would be entitled to vote on the above resolutions on the circulation date (i.e. the date on which the resolutions are sent or submitted to the member).