

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS
OF THE MEMBERS OF
ROCKFIRE RESOURCES PLC
Passed 12th JUNE 2020

TUESDAY



At the General Meeting of the above named Company, duly convened, and held Unit 302,1 Sylvan Avenue, Balgowlah NSW, 2093, Australia on 12th June 2020 at 9:15 am the following resolutions were duly passed:

- 8 THAT, in substitution for all existing and unexercised authorities, the Directors be and they are hereby generally and unconditionally authorised for the purpose of Section 551 of the Companies Act 2006 ('the Act') to exercise all or any of the powers of the Company to allot equity securities (within the meaning of Section 560 of the Act) up to a maximum nominal amount of £300,000 provided that this authority shall, unless previously revoked or varied by the Company in general meeting, expire on the earlier of the conclusion of the next Annual General Meeting of the Company or 30 June 2021, unless renewed or extended prior to such time except that the Directors of the Company may before the expiry of such period make an offer or agreement which would or might require equity securities to be allotted after the expiry of such period and the Directors of the Company may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

- 9 THAT, in substitution for all existing and unexercised authorities and subject to the passing of Resolution 7, the Directors of the Company be and they are hereby empowered pursuant to Section 570 of the Companies Act 2006 ('the Act') to allot equity securities (as defined in Section 560 of the Act) pursuant to the authority conferred upon them by Resolution 7 as if Section 561(1) of the Act did not apply to any such allotment provided that the power conferred by this Resolution, unless previously revoked or varied by special resolution of the Company in general meeting, shall be limited:
- (a) to the allotment of equity securities in connection with a rights issue or other pre-emptive issue in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all such shareholders are proportionate (as nearly as may be) to the respective numbers of the ordinary shares held by them subject only to such exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory; and
 - (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities or the grant of a right to subscribe for, or to convert; any equity securities into ordinary shares in the Company, up to an aggregate nominal amount of £300,000 in respect of any other issues for cash consideration;

and shall expire on the earlier conclusion of the next Annual General Meeting of the Company or 30 June 2021 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 offer or agreement as if the power conferred hereby had not expired.



SIGNED

Chairman

DATED ...12/06/2020.....