

Company Number: 08994234

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

BITSTOCKS LTD (the "Company")

14 May 2021 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that resolutions 1 and 2 be passed as ordinary resolutions, and resolutions 3 and 4 be passed as special resolutions (the "Resolutions"):

Ordinary resolutions

1. Sub-division of the existing ordinary shares

THAT, each ordinary share of £1.00 each in the Company is hereby sub-divided into 1,000 ordinary shares of £0.001 each.

2. Authority to allot Shares

THAT, in accordance with section 551 of the Act, the directors of the Company are authorised to allot shares in the Company up to an aggregate nominal value of £278.298 comprising 278,298 ordinary shares of £0.001 each in the capital of the Company (the "Shares"), provided that this authority will, unless renewed, varied or revoked by the Company, expire on the date that is 60 months after the passing of this resolution.

Special resolutions

3. Disapplication of pre-emption rights

THAT, subject to the passing of resolution 2 and in accordance with section 570 of the Act, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 2, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:

- (A) be limited to the allotment of equity securities up to an aggregate nominal amount of £278.298; and
- (B) expire on the date that is 60 months after the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired.



4. Articles of association

THAT, the form of articles of association appended to these Resolutions be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the articles of association.

Important

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the members entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

SIGNED by Michael Hudson

DocuSigned by:
Michael Hudson
908217988100423.....

SIGNED by David Arakelian

DocuSigned by:
David Arakelian
881C60987246A4.....

SIGNED by Elia Yousif

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Elia Yousif
7297F6693D8148D3.....

Notes

If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering it to the directors of the Company.

If you do not agree with the Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.

Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

Unless sufficient agreement has been received for the Resolutions to pass, they will lapse on the twenty eighth (28th) day after the Circulation Date. If you agree to the Resolutions, please ensure that your agreement reaches the Company before or by this date.

APPENDIX 1

Articles