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Reed Smith LLP

Reed Smith LLP

Dated 13 February 2017

Company number: 09090405

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**FBC MINING (BA) LIMITED**

**CIRCULATION DATE: 2 February 2017**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of FBC Mining (BA) Limited (the **Company**) propose that the following written resolution is passed as a special resolution (the **Special Resolution**)

**SPECIAL RESOLUTION**

That the directors of the Company are hereby authorised to allot 371,487 shares of \$1 00 each for cash at par in the share capital of the Company to FBC Mining (Holdings) Limited and to allot 123,829 shares of \$1 00 each for cash at par in the share capital of the Company to Arctic Resources Capital S à r l , and that the pre-emption rights contained in article 27 2 of the articles of association of the Company (to the extent that they apply) are hereby disapplied with respect to such allotment

**AGREEMENT**

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

The undersigned, an eligible member (see Note (a) below) entitled to vote on the Special Resolution on the Circulation Date, hereby agrees to the Special Resolution

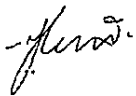


Signed

*John Piles*

**For and on behalf of FBC Mining (Holdings) Limited**

Date *2 February* 2017

Signed 

**For and on behalf of Arctic Capital Resources S. à r. l**

Date 2 February 2017

## NOTES

- (a) An eligible member is any member of the Company who is entitled to vote on the resolution on the Circulation Date
- (b) If you agree with the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods –
  - 1 1 By Hand delivering the signed copy to Georgia Quenby, Reed Smith LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2RS,
  - 1 2 By Post returning the signed copy by post to Georgia Quenby, Reed Smith LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2RS,
  - 1 3 By Fax faxing the signed copy to +44 (0)20 3116 3999 marked "For the attention of Georgia Quenby", or
  - 1 4 E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to [gquenby@reedsmith.com](mailto:gquenby@reedsmith.com) Please enter 'Written resolution' in the e-mail subject box

If you do not agree to the Special Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

- (c) Once you have indicated your agreement to the Special Resolution you may not revoke your agreement.
- (d) Unless by 2 March 2017 sufficient agreement has been received for the Special Resolution to pass, it will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us before or on this date.

If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.