

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
Of
YELLOWDOG LIMITED (the "Company")

Company number: 09381071

On the 17th day of December 2021 the following ordinary and special resolutions were agreed and passed by the members:

Ordinary Resolution

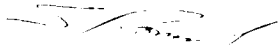
1. THAT:

- (A) for the purposes of section 551 of the Companies Act 2006 (the "Act") the directors be and are hereby generally and unconditionally authorised to allot, or grant rights to subscribe for, or to convert any security into, shares in the capital of the Company in connection with the terms of a convertible loan note instrument dated 15 January 2020 by the Company for the creation of convertible loan notes to allow for conversion of the principal amount of any loans of up to five hundred thousand pounds (£500,000) in aggregate, together with the conversion of such amount in respect of any interest due and payable in respect of that principal amount which has not been repaid by the Company in cash, each having the rights and being subject to the restrictions set out in the articles of association of the Company ("Articles"), provided that this authority shall expire five years from the date of this resolution but may be previously revoked or varied or renewed and so that the Company may, before such expiry, revocation or variation of this authority, make any offer or agreement which would or might require relevant securities to be allotted after such expiry, revocation or variation, and the directors may allot relevant securities in pursuance of any such offer or agreement as if such authority had not expired or been revoked or varied; and
- (B) this authority is in addition to any existing authority conferred by the Articles or ordinary resolution of the Company.

2. Section 549(6) of the Act provides that any failure by the Company to comply with all necessary approvals required under section 549 of the Act in relation to any shares previously allotted and issued in the capital of the Company ("Previous Allotments") does not affect the validity of those issues and allotments. Notwithstanding this, to ensure good order in respect of all Previous Allotments, the Company wishes to ratify and approve the Previous Allotments and the actions of the Directors of the Company in connection with the Previous Allotments. Accordingly, all Previous Allotments and actions by the directors in relation to such Previous Allotments are hereby ratified and approved.

Special Resolution

3. THAT subject to and conditional upon the passing of resolution 1, the directors be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1 as if section 561(1) of the Act and article 19 of the Articles did not apply to any such allotment and the power conferred by this resolution shall expire five years after the passing of this resolution but may be previously revoked, varied or renewed and so that the Company may before such expiration, revocation or variation, make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation, and the directors may allot equity securities in pursuance of any such offer or agreement as if such power had not expired or been revoked or varied.
4. THAT, the articles of association of the Company attached to this resolution be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.



Signed:

Simon Ponsford
CEO
17th December 2021