

Company number 10114644

ORDINARY AND SPECIAL RESOLUTIONS

OF

EARNZ PLC

(the "**Company**")

Passed on Thursday 4 April 2024

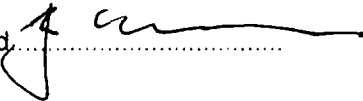
At a general meeting ("**GM**") of the Company duly convened and held at the offices of Shore Capital, Cassini House, 57 St James's Street, London SW1A 1LD on Thursday 4 April 2024 at 10.00 a.m., the following resolutions were duly passed as ordinary and special resolutions:

Ordinary Resolutions

1. **THAT**, with effect from 6.00 p.m on 5 April 2024 every 100 existing ordinary shares of £0.0004 each in the capital of the Company be consolidated into 1 ordinary share of £0.04 each, such Consolidated Shares having the same rights and being subject to the same restrictions (save as to nominal value) as the Ordinary Shares as set out in the Articles, provided that, where such consolidation results in any Shareholder being entitled to a fraction of a New Ordinary Share, such fraction shall be dealt with by the Directors as they see fit pursuant to their powers available to them under the Articles.
2. **THAT**, in accordance with s.551 of the Companies Act 2006 and subject to the passing of resolution 1, the directors be generally and unconditionally authorised to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being **Relevant Securities**) up to an aggregate nominal amount of £2,133,334, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the earlier of the date which is 18 months from the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company, save that the Company may, before such expiry, make offers or agreements which would, or might, require Relevant Securities to be allotted and the directors may allot equity securities in pursuance of such offer or agreement, notwithstanding that the authority conferred by this resolution has expired.

Special Resolution

3. **THAT**, in accordance with s.570 of the Companies Act 2006 and subject to the passing of resolution 2, the Directors be given the general power to allot equity securities (as defined in s.560 of the Companies Act 2006), pursuant to the authority conferred by resolution 2, as if s.561(1) of the Companies Act 2006 did not apply to any such allotment, such authority to be limited to an aggregate nominal amount of £2,133,334, and provided that this power shall (unless previously revoked, varied or renewed) expire when the authority conferred by resolution 2 above shall expire, save that the Company may, before such expiry, make offers or agreements which would, or might, require equity securities to be allotted and the directors may allot equity securities in pursuance of such offer or agreement, notwithstanding that the authority conferred by this resolution has expired.

Signed 

Director