

Company number 10664635

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

OXFORD CANNABINOID TECHNOLOGIES LTD.

(the Company)

Circulation date: 18th April 2018

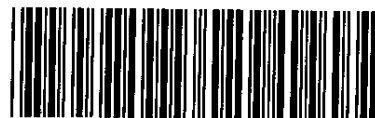
Under:

A. Chapter 2 of Part 13 of the Companies Act 2006 (the Act), the directors of the Company (the Directors) propose that the following resolutions (the Resolutions) are passed as special resolutions; and

B. the Company's articles of association (the Articles), the Directors propose that the Resolutions are passed with Majority Shareholder Consent and Majority Investor Consent (as both terms are defined in the Articles):

1. THAT, for the purposes of article 6 of the Articles and subject to Imperial Brands Ventures Limited becoming a holder of any Ordinary Shares (as defined below), the Directors be generally empowered to allot ordinary shares of £0.0001 (Ordinary Shares) to any other person, provided that this power shall be limited to the allotment of up to 57,538 Ordinary Shares.
2. THAT the authority under Resolution 1 shall expire at the close of business on 15 August 2018 (unless renewed, varied or revoked by the Company prior to or on that date), except that the Company may, before such expiry, make an offer or agreement which would or might require Ordinary Shares to be allotted after such expiry and the Directors may allot Ordinary Shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.
3. THAT the Directors be generally empowered to allot Ordinary Shares as if the rights of pre-emption set out in Article 10 of the Articles did not apply to any such allotment, provided that this power shall:
 - 2.1 be limited to the allotment of up to 57,538 Ordinary Shares; and
 - 2.2 expire on 15 August 2018 (unless renewed, varied or revoked by the Company prior to or on that date), except that the Company may, before such expiry, make an offer or agreement which would or might require Ordinary Shares to be allotted after such expiry and the Directors may allot Ordinary Shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

The undersigned persons being all the persons entitled to vote, hereby irrevocably agree to the Resolutions:



A17 *A7904Y6H* #98
07/07/2018
COMPANIES HOUSE

Signed by
for and on behalf of **GHS CAPITAL LTD**

Date:

Signed by **TAREK KHALIL TABSH**

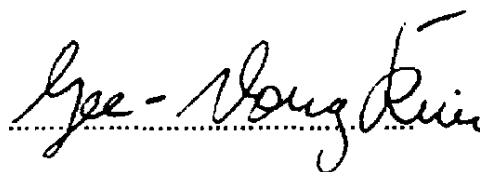
Date:

Signed by **RICHARD PAUL GRETHE**

Date:

Signed by *Hee-Dong Kim*
on behalf of **KINGSLEY CAPITAL PARTNERS LLP**

Date: *18th April 2018*



Signed by

on behalf of **AGRICORE HOLDINGS**

Date:

Signed by **ANTHONY MARSHALL**

Date:

Signed by Gavin Sathianathan
for and on behalf of GHS CAPITAL LTD

Gavin Sathianathan

Date: 18th April 2018

Signed by TAREK KHALIL TABSH

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Date:

Signed by RICHARD PAUL GRETHE

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Date:

Signed by

.....

on behalf of KINGSLEY CAPITAL PARTNERS LLP

Date:

Signed by

.....

on behalf of AGRICORE HOLDINGS

Date:

Signed by ANTHONY MARSHALL

.....

Date:

for and on behalf of GHS CAPITAL LTD

Date:

Signed by TAREK KHALIL TABSH



4/18/2018

Date:

Signed by RICHARD PAUL GRETHE

Date:

Signed by

on behalf of KINGSLEY CAPITAL PARTNERS LLP

Date:

Signed by

on behalf of AGRICORE HOLDINGS

Date:

Signed by ANTHONY MARSHALL

Date:

Signed by KAY NOH

Signed by
for and on behalf of **GHS CAPITAL LTD**

Date:

Signed by **TAREK KHALIL TABSH**

Date:

Signed by **RICHARD PAUL GRETHE**

Date:

Signed by

on behalf of **KINGSLEY CAPITAL PARTNERS LLP**

Date:

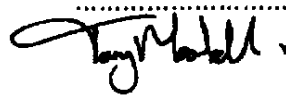
Signed by

on behalf of **AGRICORE HOLDINGS**

Date:

Signed by **ANTHONY MARSHALL**

Date: **18-04-2018**

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NOTES

1. You can choose to agree to all the Resolutions or none of them, but you cannot agree to only one or two of the Resolutions. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning to the Company using one of the following methods:
 - (a) **by hand:** delivering the signed copy to Indraneil Mahapatra at the Company's registered office address (71-75 Shelton Street, London WC2H 9JQ); or
 - (b) **by email:** by attaching a scanned copy of the signed document to an email and sending it to Indraneil Mahapatra (neil@kingsleyip.com), copied to Alex McPherson (alex@ignition.law). Please enter "Written resolutions" in the email subject box.

You may not indicate your agreement to the Resolutions by any other method.

2. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, after the expiry of 28 days following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. 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