

Company number : 11349694

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
SONORA LITHIUM LTD
(the "Company")

COPY of a special resolution passed by all of the shareholders of the Company entitled to vote at a general meeting of the Company on 26 February 2021 by way of a Written Resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (Act):

ORDINARY RESOLUTION

1. **THAT**, in accordance with section 551 of the Companies Act 2006 (CA 2006), the directors of the Company (Directors) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £7,395,568 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 March 2021 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

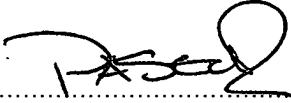
SPECIAL RESOLUTIONS

2. **THAT**, subject to the passing of Resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by Resolution 1, as if section 561(1) of the CA 2006 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 £7,395,568; and
 - b. expire on 31 March 2021 (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.
3. **THAT** the existing articles of association of the Company be replaced by new articles of association in the form of the draft appended to this resolution and marked A.

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4. **THAT** conditional upon the passing of Resolutions 1 to 3 the 104,210,276 ordinary shares in the Company held by Bacanora Lithium Limited be re-designated as Bacanora Shares (as defined in the New Articles) and the 30,254,596 ordinary shares held by Ganfeng International Trading (Shanghai) Limited be re-designated as Ganfeng Shares (as defined in the New Articles).

A handwritten signature in black ink, appearing to read 'Peter Secker', is written over a horizontal dotted line.

Peter Secker, Director

Dated 26 February 2021