

**Company No.: 11954589**

**GEORGINA ENERGY PLC**

**COMPANIES ACT 2006**

**SPECIAL RESOLUTION AND ORDINARY RESOLUTION  
PASSED ON 27 JUNE 2022**

**Ordinary Resolution**

Resolution 1

**THAT** the Directors be generally and unconditionally authorised pursuant to section 551 of the Act to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company with an aggregate nominal value of up to £2,423,536.41 (being sufficient authority to allot the ordinary shares in connection with (i) the placing to certain new investors of the Company and admission of the entire issued share capital of the Company to trading on AIM, a market operated by London Stock Exchange Plc ("Admission"), (ii) the exercise of options over shares in the Company to be granted to certain parties, (iii) the exercise of warrants over shares in the Company to be granted to certain parties, and (iv) the conversion of existing convertible loan notes) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the earlier of the date falling 15 months after the date of passing of such resolution and the conclusion of the next annual general meeting of the Company 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.

This authority is in substitution for all previous authorities conferred upon the directors of the Company pursuant to section 551 of the Act.

**Special Resolution**

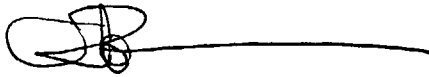
Resolution 2

THAT, subject to the passing of resolutions 1, the Directors be authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by resolution 1 and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Act and Article 5 of the Articles did not apply to any such allotment or sale, provided that such authority shall be limited to:

- (a) the allotment of equity securities to any person with an aggregate nominal value of up to £1,400,000 (being sufficient authority to allot the ordinary shares in connection with Admission);
- (b) the allotment of equity securities to any person with an aggregate nominal value of up to £261,542.86 to be used only in connection with the conversion of existing convertible loan notes;
- (c) the allotment of equity securities to any person with an aggregate nominal value of up to £360,399.88 to be used only in connection with various options over shares in the Company ("Georgina Energy Options");

- (d) the allotment of equity securities to any person with an aggregate nominal value of up to £90,099.97 to be used only in connection with warrants to be granted to Allenby Capital Limited;
- (e) the allotment of equity securities to any person with an aggregate nominal value of up to £84,000.00 to be used only in connection with warrants to be granted to Optiva Securities Limited;
- (f) the allotment of equity securities to any person with an aggregate nominal value of up to £227,493.70 to be used only in connection the CSS/Private Placement Warrants.

The authority granted by this resolution will expire on the earlier of the date falling 15 months after the date of passing of such 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 equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.



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Chairman /Director  
For and on behalf of Georgina Energy PLC