

Company Number: 04955555

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE MEMBERS

of
SKILLS MATTER LIMITED
(the "Company")

Passed on 25 January 2018

SATURDAY



Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "Act"), the directors of the Company (the "Directors") propose that Resolution 1 be passed as an ordinary resolution and Resolutions 2 and 3 as special resolutions (the "Resolutions")

ORDINARY RESOLUTION

1. Authority to allot

THAT, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate amount of 4,787,044 shares in accordance with the terms of a warrant instrument to be entered into by the Company provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 January 2019 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 on the Directors in accordance with section 551 of the Act

SPECIAL RESOLUTIONS

2 Disapplication of pre-emption rights

THAT, subject to the passing of Resolution 1 and in accordance with section 570 of the Act, the Directors be generally empowered 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 did not apply to any such allotment, provided that this power shall

- 2.1 be limited to the allotment of equity securities up to an aggregate amount of 4,787,044 shares in accordance with the terms of a warrant instrument to be entered into by the Company provided that this authority shall, unless renewed, varied or revoked by the Company, and
- 2.2 expire on 31 January 2019 (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

SIGNED by  on behalf)
of SKILLS MATTER LIMITED)

DAVID CARVILLE
Director