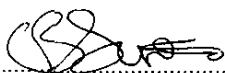


**FILING RESOLUTIONS**  
- of -  
**VATUKOULA GOLD MINES PLC**  
(the "**Company**")

Passed: 11 November 2020

At the General Meeting of the Company held on 11 November 2020 the following resolutions were duly passed:

1. To re-register the Company as a private limited company with the name of Vatukoula Gold Mines Limited (the "**Re-Registration**").
2. Subject to the passing of the above resolution, and conditional upon the Re-Registration becoming effective, to amend the articles of association of the Company by:
  - a) Replacing references to "*Vatukoula Gold Mines plc*" with "*Vatukoula Gold Mines Limited*" and "*public company*" with "*private company*";
  - b) deleting the existing text of the following articles and substituting it with "[*Article not used*]": Articles 43, 45.2, 45.3, 46.2, 48, and 75, 140, 141, and 142, and making corresponding deletions and changes throughout the articles of association; and
  - c) amending the following articles as follows and making corresponding changes throughout the articles of association:
    - i. **Article 2.1** – Interpretation – the defined term "*the Auditors*" be amended so as to read "*the auditors (if so appointed) of the Company in office at the relevant time*";
    - ii. **Article 44** – Extraordinary General Meetings – the word "*Extraordinary*" be deleted;
    - iii. **Article 45.1** – Notice – the words following "*Subject to Article 45.2*" and ending immediately before "*fourteen days' notice*" be deleted and replaced with "*any General Meeting shall be called by not less than*";
    - iv. **Article 61.1** – Votes – there be added as final sentence "*On a written resolution, every Member holding one or more shares shall have one vote for each share held by it*";
    - v. **Article 73** – Vacancies – the words "*or proposing a written resolution*" be inserted after "*the purpose of appointing an additional Director or Directors*", and the words "*propose a written resolution or*" be inserted after "*If no Directors are in office and able to act, any two Members may*";
    - vi. **Article 137** – Summary of Financial Statements – reference to sections in the Act be changed to section 247 of the 2006 Act;
    - vii. **Article 140.** – Appointment and duties – The current wording be replaced with the following – "*The Company may but shall not be required unless so required by the Statute to appoint Auditors and if appointed their duties shall be regulated in accordance with the provisions of the Statutes*"; and
    - viii. **Article 142** – General Meetings – After the words "*The Auditors*" be inserted the words "*if appointed*".



For Laytons Secretaries Limited  
as company secretary

THURSDAY



A15 10/12/2020 #34  
COMPANIES HOUSE