

COMPANIES ACT 2006
SPECIAL/~~WRITTEN~~/ORDINARY RESOLUTION

Company number: 09381071

Company name: YellowDog Limited

On the 21 day of April 2020 the following special/~~written~~/ordinary resolution was agreed and passed by the members:

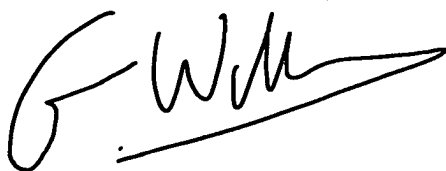
ORDINARY RESOLUTION

1. THAT, in accordance with section 551 of the Act, the directors of the Company ("Directors") be generally and unconditionally authorised to allot up to 204,036 A Ordinary Shares of £0.0001 each (with an aggregate nominal value of £20.4036) in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") in connection with the terms of a convertible loan note instrument dated on or around the date of these Resolutions (which provides for the conversion of loan notes not exceeding £500,000 in aggregate) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is thirty-six months from the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in addition to all previous authorities conferred on the Directors.

SPECIAL RESOLUTION

2. THAT, subject to the passing of Resolution 1, any and all rights of pre-emption to which the current shareholders of the Company may be entitled, howsoever entitled (including but not limited to under the terms of the articles of association of the Company, the Act or otherwise) be and are hereby disapplied in respect of any allotment of shares made pursuant to Resolution 1 above.

Signed



Gareth Williams
 CEO
 21 April 2020

THURSDAY



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23/04/2020

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COMPANIES HOUSE