

Company Number: 09540926

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS

of

NQ MINERALS PLC
(the "Company")

At a general meeting of the Company duly convened and held on 21 July 2015 at 12 p.m. at the Company's offices of Finsgate, 5-7 Cranwood Street, London, United Kingdom, EC1V 9EE, the following resolutions were passed as ordinary and special resolutions as indicated below

Ordinary Resolution

1 THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £12,500 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date hereof 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 Companies Act 2006 but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities

Special Resolution

2 THAT, subject to the passing of resolution 1 and in accordance with section 570 of the Companies Act 2006, the directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Companies Act 2006 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 nominal amount of £12,500, and

2.2 expire on the fifth anniversary of the date hereof (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

This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Companies Act 2006 but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities


Chairman

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