

**ADRIATIC METALS HOLDINGS BIH LIMITED (the "Company")**  
**COMPANY NUMBER 13430806**  
**WRITTEN RESOLUTION OF THE SOLE MEMBER OF THE COMPANY**  
**PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006**

The directors of the Company propose that the following written resolutions be passed by the Company: resolutions (1), (2) and (3) as special resolutions, and resolution (4) as an ordinary resolution:

1. **THAT** Article 26(5) of the Articles of Association of the Company be amended as follows:  
  
"Subject to Article 26(6), the directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent."
2. **THAT** a new Article 26(6) is inserted into the Articles of Association of the Company as follows:  
  
"Where any mortgage, lien, charge or other security interest ("**Security**") has been granted to any person (a "**Security Interest Holder**") by any shareholder then, notwithstanding any other provision of these articles, the directors shall not decline to register any duly executed (and stamped if necessary) transfer of shares registered in the name of that shareholder if such transfer:  
  
A. is executed by that shareholder in favour of any person; or  
  
B. is executed by the Security Interest Holder or any receiver or insolvency practitioner or nominee appointed by the Security Interest Holder (or any other person acting on its behalf) pursuant to the Security in favour of any person,  
  
and in each case the directors shall promptly register any transfer of any such shares."
3. **THAT** the proposed amendment of the Articles of Association of the Company will promote the success of the Company for the benefit of its members as a whole.
4. **THAT** these resolutions have effect notwithstanding any provision of the Company's Articles of Association.

Members of the Company who are eligible members because they are entitled to vote on the resolutions on the circulation date (that is the first date on which copies of the resolutions are first sent to members, being Adriatic Metals Plc should sign and date below to signify their agreement to the resolutions and return the signed document a) by hand or by post to Ground Floor, Regent House, 65 Rodney Road, Cheltenham, Gloucestershire, United Kingdom, GL50 1HX and b) by sending a copy by email to [geoff.eyre@adriaticmetals.com](mailto:geoff.eyre@adriaticmetals.com).

This resolution must be passed by the requisite majority by the end of the period of 28 days beginning with the circulation date otherwise it will lapse.

**Agreed**

Signed ..... 

for and on behalf of Adriatic Metals Plc

Date ..... 8 January 2022 .....

TUESDAY



\*AAZTSDPS\*

A09

15/03/2022

#247

COMPANIES HOUSE