SHAREHOLDER RESOLUTIONS

AMENDMENT OF CONSTITUTION

[COMPANY NAME]

REGISTRATION NO.: [COMPANY REGISTRATION NUMBER]

ADDRESS: [COMPANY ADDRESS]

(the "**Company**")

WRITTEN SHAREHOLDER RESOLUTIONS – SPECIAL RESOLUTIONS

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1. BACKGROUND/PURPOSE

1.1 Pursuant to applicable law and the constitution of the Company, the directors of the Company have proposed that the following resolutions be passed as special resolutions.

1.2 These resolutions relate to the amendment of the Company's constitution.

2. CONSIDERATION

2.1 The copy of the constitution that the Company seeks to adopt (the "**New Constitution**") is attached to these resolutions at **Schedule 1 (New Constitution)**.

2.2 All eligible Shareholders have received and considered the New Constitution.

2.3 It is the opinion of the Shareholders that adopting the New Constitution, will be for the long-term benefit and interests of the Company and its stakeholders.

3. RESOLUTIONS

3.1 The undersigned Shareholders, being eligible members of the Company (as defined by applicable law and the Company's constitution) agree by way of special resolution that:

(a) as of the date of these resolutions, the New Constitution be adopted as the constitution of the Company.

4. RATIFICATION

4.1 The undersigned Shareholders agree that that any and all actions of the Company and/or its directors taken prior to the date of these resolutions in connection with the New Constitution be ratified, confirmed and approved.

5. FILING

5.1 The undersigned Shareholders agree that each director is authorised to complete any filing with any authority, company or person required to give effect these resolutions.