

**COMPANIES ACT 2006 ORDINARY & SPECIAL
RESOLUTIONS
OF
KENDRICK RESOURCES PLC
(Company number: 2401127)**

On 25 July 2025, the following resolutions were duly passed by the members:

ORDINARY RESOLUTION

1. **THAT** for the purposes of section 551 of the Companies Act 2006 (the “**Act**”) in substitution for any existing authority, to generally and unconditionally authorise the Directors to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company (the “**Rights**”) up to an aggregate maximum nominal amount of £120,000 to such persons and at such times and on such terms and conditions as the Directors think proper, such authority, unless previously revoked or varied by the Company in a General Meeting, to expire at the conclusion of the next Annual General Meeting of the Company save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require shares to be allotted or equity securities or Rights to be granted after such expiry and the Directors may allot or grant equity securities in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTIONS

2. **THAT** in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash or non-cash consideration pursuant to the authority conferred in Resolution 1 above, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to the aggregate nominal amount set out in Resolution 6 and provided that these powers shall;
- i) be limited to the allotment of equity securities pursuant to the exercise of any share options issued by the company representing up to 10% of the issued share capital of the company from time to time; and
 - ii) expire on the earlier of conclusion of the next Annual General Meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) 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 offers or agreements notwithstanding that the power conferred by this resolution has expired.
3. **THAT** the Directors be and are hereby empowered to approve and authorise the issue of shares in the Company to directors, management, and consultants in lieu of unpaid accrued remuneration, fees and allowances (“**Accrued Fees**”) provided that;
- i) the shares issued to settle Accrued Fees be issued based on either a) the VWAP for the quarter in which the services have been provided or b) if done at or within a month of a fundraising by the Company at the fundraising price; and
 - ii) this authority will be subject to the then current authority of directors to issue shares and otherwise will remain in place until revoked.



..... (Sign.) Colin

Bird: Chairman