

Company number 8792603

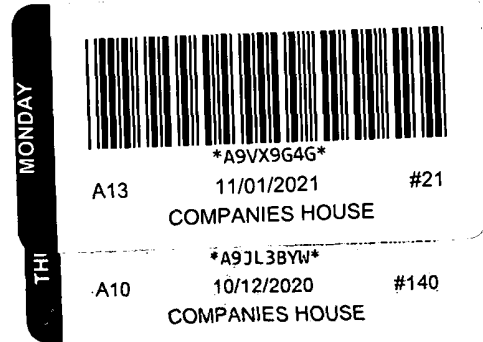
ORDINARY AND SPECIAL RESOLUTIONS

OF

Sentiment 360 Limited (Company)

Ordinary Resolution passed on 23 November 2020

Special Resolutions passed on 2 December 2020



The following resolutions were duly passed as ordinary and special resolutions by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

ORDINARY RESOLUTION

1. That, in respect of the matters set out in Resolution 2 below and the proposed dealings by the Company with Richard Wilson (**Richard**), Felicity Wilson (**Felicity**), Christopher Wilson (**Tim**) and F&R Wilson Associates Limited (**F&R**) in respect of the allotment of ordinary shares in the Company to Richard, Felicity, Tim or F&R (as applicable), the directors are hereby given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006 and to disapply any conflicting provisions in the Company's Articles of Association (in accordance with Article 14 (3) (a) thereof). This authority shall continue in force until the earlier of (i) the expiry of the authority in Resolution 2 below, and (ii) the allotment of all of the shares permitted to be allotted in accordance with Resolution 2 below.

SPECIAL RESOLUTIONS

2. THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006), the director(s) of the Company (Directors) be generally and unconditionally (save as set out below) authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (Rights) up to an aggregate nominal amount of £376.30 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2024 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 2 pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. The conditions on this general authority shall be that (i) the following specific allotments may be made for nil consideration: 432 ordinary shares to

Flint Barrow; 432 ordinary shares to Tim; 52 ordinary shares to Jared Bray; and 1 ordinary share to Gabino Stergides; and (ii) the remaining shares shall only be allotted in exchange for consideration of not less than £378.67 per share (whether by cash investment or release of an equivalent sum of debt owed by the Company). This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

3. THAT, in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by Resolution 2, as if section 561(1) of the CA 2006 did not apply to any such allotment.
4. THAT, with effect from the date 15 days after the Circulation Date, the draft articles of association attached to this Resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

Signed.....

Director

Company number 8792603

MEMO OF ORDINARY RESOLUTION

OF

Sentiment 360 Limited (Company)

The following ordinary resolution was passed as an ordinary resolution of the Company on 23 November 2020 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

ORDINARY RESOLUTION

That, in respect of the matters set out in a Special Written Resolution of the Company (filed separately) and the proposed dealings by the Company with Richard Wilson (Richard), Felicity Wilson (Felicity), Christopher Wilson (Tim) and F&R Wilson Associates Limited (F&R) in respect of the allotment of ordinary shares in the Company to Richard, Felicity, Tim or F&R (as applicable), the directors are hereby given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006 and to disapply any conflicting provisions in the Company's articles of association (in accordance with Article 14 (3) (a) thereof). This authority shall continue in force until the earlier of (i) the expiry of the authority in the Special Written Resolution of the Company (filed separately), and (ii) the allotment of all of the shares permitted to be allotted in accordance with the Special Written Resolution of the Company (filed separately).

Signed

Director



Company number 8792603

MEMO OF SPECIAL RESOLUTIONS

OF

Sentiment 360 Limited (Company)

The following resolutions were passed as special resolutions of the Company on 2 December 2020 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTIONS

1. THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006), the director(s) of the Company (Directors) be generally and unconditionally (save as set out below) authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (Rights) up to an aggregate nominal amount of £376.30 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2024 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 2 pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. The conditions on this general authority shall be that (i) the following specific allotments may be made for nil consideration: 432 ordinary shares to Flint Barrow; 432 ordinary shares to Christopher Wilson; 52 ordinary shares to Jared Bray; and 1 ordinary share to Gabino Stergides; and (ii) the remaining shares shall only be allotted in exchange for consideration of not less than £378.67 per share (whether by cash investment or release of an equivalent sum of debt owed by the Company). This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.
2. THAT, in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by Resolution 2, as if section 561(1) of the CA 2006 did not apply to any such allotment.
3. THAT, with effect from the date 15 days after the Circulation Date, the draft articles of association attached to this Resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

Signed
Director