



**THIS REPORT WAS FILED IN ENGLISH WITH SECURITIES REGULATORS IN POLAND ON MARCH 7, 2018**

**Current Report No. 10/2018**

**Date: 2018-03-07**

**Issuer's trading name: SERINUS ENERGY INC.**

**Title: Resolutions adopted by the Special Meeting of Serinus Energy INC. on March 7th, 2018**

**Legal basis: Article 56 section 1 Item 2 Act on Public Offering -current and periodical information**

**Content:**

The Management of SERINUS ENERGY INC. (the "Company", the "Corporation") informs that at the Special Meeting of Shareholders (the "**Meeting**") which was held on March 7<sup>th</sup>, 2018 at 10:00 am (Calgary time) holders ("**Shareholders**") of common shares ("**Common Shares**") in the capital of the Corporation approved a special resolution (the "**Continuance Resolution**") authorizing:

- the continuance (the "**Continuance**") of the Corporation from Canada to Jersey, Channel Islands, pursuant to the provisions of the *Companies (Jersey) Law 1991* (as amended) (the "**CJL**"); and
- the Corporation to adopt new charter documents of the Corporation upon the Continuance, which shall include amendments to the existing charter documents of the Corporation including a change of the Corporation's name to "Serinus Energy Plc",

each to be completed at the discretion of the board of directors ("**Board of Directors**") of the Corporation and all as more particularly described in the Corporation's management information circular dated February 5, 2018 (the "**Circular**") which was attached to the current report No. 8/2018.

*The text of the resolution adopted at the Meeting is provided in the attachment to this current report.*

The total number of Common Shares represented by Shareholders present in person or by proxy at the Meeting was 79,828,902 Common Shares, representing 52.99 per cent of the Corporation's outstanding Common Shares. Of the total Common Shares voted, 79,574,585 Common Shares, representing 99.68 per cent of the Common Shares voted, voted in favour of the Continuance Resolution and 254,317 Common Shares, representing 0.32 per cent of the Common Shares voted, voted against the Continuance Resolution.

The Meeting resolved not to forgo the examination of any item on the proposed agenda and no objections were registered and entered in the minutes in this regard.

The decision of the Board of Directors to proceed with the Continuance will be timed to coincide with an anticipated approval of the Corporation's fast track application to admit the Corporation's entire issued and to be issued share capital to trading on the AIM ("**AIM**") Market of the London Stock Exchange (the "**Admission**"). As a quoted applicant under Rule 2 of the AIM Rules for Companies (the "**AIM Rules**"), the Corporation is required to provide the London Stock Exchange with certain information specified by Schedule One of the AIM Rules at least 20 business days prior to the expected date of the Admission.

Should the Board of Directors determine to proceed with the Continuance, the process will be as follows:

- The Corporation will make an application to the Alberta Registrar ("**Registrar**") appointed under the *Business Corporations Act* (Alberta) for approval of the Continuance;
- Subject to receipt of approval from the Registrar and compliance with all of the requirements of the CJL, the Registrar of Companies in Jersey will issue to the Corporation a Certificate of Continuance; and
- Upon the issue of the Certificate of Continuance:
  - Serinus will become domiciled in Jersey, Channel Islands and will be a company governed under the CJL;
  - the new charter documents will replace Serinus' existing articles;
  - the Corporation's name will change to "Serinus Energy Plc"; and
  - the Corporation's registered office will change to the address of a Jersey registered office provider.

Upon completion of the Continuance and the Admission, the Corporation intends delist from the Toronto Stock Exchange but maintain its listing on the Warsaw Stock Exchange. Shareholders should expect further details regarding the Continuance and the Admission by news release in the coming weeks.

The information concerning voting results presented as required by the Canadian regulations (*National Instrument 51-102 – Continuous Disclosure Obligations, Section 11.3*), has been provided through the SEDAR system at [www.sedar.com](http://www.sedar.com).



## **Schedule to the current report No. 10/2018 of March 7th, 2018**

Issuer's trading name: **SERINUS ENERGY INC.**

**The resolution adopted by the Company's Special Meeting which was held on March 7th, 2018.**

"BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. Serinus Energy Inc. (the "Corporation") be and is hereby authorized to:
  - (a) make application pursuant to Article 127K of the Companies (Jersey) Law 1991, as amended (the "CJL") to the Jersey Financial Services Commission ("JFSC") to seek continuance of the Corporation as a Corporation incorporated under the CJL under the name "Serinus Energy Plc" (the "Continuance"); and
  - (b) make application to the Registrar under the Alberta Business Corporations Act (the "ABCA") for the Registrar's authorization to permit the Continuance;
2. Subject to the issuance by the Jersey Registrar of Companies of a certificate of continuance (the "Certificate of Continuance") and without affecting the validity of any act previously done by the Corporation under its charter documents or otherwise, the Corporation is hereby authorized to adopt a Memorandum and Articles of Association in such form as is approved by the board of directors of the Corporation as the charter documents of the Corporation (and the Articles of Association shall be the "articles of continuance" under the CJL) and, in connection therewith, all amendments to the existing articles of the Corporation to be implemented by the adoption of the Memorandum and Articles of Association, including the change in the Corporation's name to "Serinus Energy Plc", are hereby approved;
3. Subject to the issuance of the Certificate of Continuance, the repeal of the Corporation's by-law is hereby authorized;
4. Any purchase by the Corporation, prior to the completion of the Continuance, of any shares of any shareholder dissenting to the Continuance be and is hereby sanctioned as a special resolution and the contract resulting from the acceptance by each dissenting shareholder of an offer to purchase made by the Corporation pursuant to section 191(7) of the ABCA, together with the Corporation's and such dissenting shareholder's obligations and rights under the ABCA in relation to such purchase, including the price at which the shares of dissenting shareholders are agreed or otherwise determined by a court to be purchased, shall form the purchase contracts between the Corporation and any shareholders dissenting to the Continuance, and all such contracts, if any, are hereby approved;
5. Notwithstanding that this resolution has been passed by the shareholders of the Corporation, the directors of the Corporation are hereby authorized and empowered in their sole discretion, without further notice to, or approval of, the shareholders of the Corporation, to revoke this resolution and abandon the application for Continuance at any time prior to the issuance of the Certificate of Continuance; and
6. Any one officer or one director of the Corporation is hereby authorized and directed for and on behalf of the Corporation to execute or cause to be executed and to deliver or cause to be delivered all such documents, applications, articles, agreements and instruments and to perform or cause to be performed all such other acts and things as in such person's opinion may be necessary or desirable to give full effect to the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the executio."