

THE COMPANIES ACT 2006

ISLE OF MAN

A COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CEB RESOURCES PLC

*(previously called Clean Energy Brazil Plc, a company incorporated under the Companies Acts 1931-2004 and now continued as a company re-registered under the Companies Act 2006)*

Equity Limited  
15-19 Athol Street  
Douglas  
Isle of Man  
IM1 1LB

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1. The name of the Company immediately prior to the date of re-registration as a company incorporated under the Isle of Man Companies Act 2006 was CLEAN ENERGY BRAZIL PLC.
2. The name of the Company upon the date of re-registration will be CEB Resources PLC.
3. The liability of the members is limited.
4. The address of the first registered office of the Company is IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP.
5. The name of the first registered agent of the Company is IOMA Fund and Management Limited of IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP.
6. The Company may, by Special Resolution, amend the Memorandum of Association or Articles of Association of the Company.