

**WRITTEN RESOLUTIONS OF THE SHAREHOLDERS
OF IRONROCK INSURANCE COMPANY LIMITED (the "Company")**

DATED 12 FEBRUARY 2016

Per. I, **RICHARD THWAITES**, hereby certify THAT :

Granite Group Limited, being the ordinary shareholder of IronRock Insurance Company Limited (the "Company") having the right to attend and vote at general meetings of the Company, hereby unanimously pass the following resolutions as written resolutions of the Company in accordance with the Articles of Incorporation of the Company, and such resolutions shall be deemed to be as effective as if they were passed at a general meeting of the Company duly convened and held:

1. ADOPTION OF NEW ARTICLES OF INCORPORATION

THAT the Articles of Incorporation submitted to this meeting, and initialed by the Chairman for the purpose of identification, being Articles of Incorporation in a form suitable for a public company, be and are hereby approved and adopted as the Articles of Incorporation of the Company in substitution for and to the exclusion of the existing Articles of Incorporation of the Company.

2. RE-REGISTRATION AS PUBLIC COMPANY

THAT the Company be re-registered as a public company under section 34 of the Companies Act, 2004

3. SUBDIVISION OF ORDINARY SHARE CAPITAL

THAT each of the ordinary shares in the authorised and issued capital of the Company be subdivided into 25 shares.

4. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT any pre-emption rights, howsoever arising, be disapplied for the purposes of the issue by the Company of up to 105,000,000 ordinary shares for subscription subject to a prospectus of the Company to be dated and issued on or about February/March 2016 subject to necessary regulatory approvals.

5. CONVERSION OF SHARES INTO STOCK

THAT all fully paid shares in the Company be converted into stock units at the time of their issue.

SIGNED FOR AND ON BEHALF OF THE SOLE SHAREHOLDER OF THE COMPANY, GRANITE GROUP LIMITED



(1)

RICHARD E. D. THWAITES
SOLE DIRECTOR AND COMPANY SECRETARY

16 FEBRUARY 2016
Date

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APR 08 2016
COMPANIES OFFICE OF JAMAICA

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