

**UNANIMOUS CONSENT OF MEMBERS
IN LIEU OF ORGANIZATIONAL MEETING
OF
L3 RESOURCES, LLC
A TEXAS LIMITED LIABILITY COMPANY**

The undersigned, being all the Members of L3 RESOURCES, LLC, a Texas Limited Liability Company (the "Company"), and being entitled to vote upon the resolutions hereinafter set forth as if the same had been submitted at a formal organizational meeting of the Members of said Company duly called and held for the purpose of acting upon such resolutions, do hereby consent that the following resolutions are deemed to be adopted to the same extent and to have the same force and effect as if adopted by unanimous vote at a formal organizational meeting of the Members of the Company duly called and held for the purpose of acting upon proposals to adopt such resolutions:

RESOLVED, that the Members of the company shall consist of one (1) member and that the initial member shall be:

Name:

L3 Company Holdings, LP

and those named above shall have the powers of the Members specified in the Company Agreement approved below; and

RESOLVED, that the following individuals shall serve as Officers of the Company for the ensuing year and/or until their successors have been duly elected and qualified:

Name:

Luis A. Soto, III
Samson Odhiambo
Linh Nguyen

Offices:

President
Vice-President & Corporate Secretary
Treasurer

and each of these Officers shall have the powers of office specified in the Company Agreement approved below;

RESOLVED FURTHER, that the duplicate copy of the Certificate of Formation filed with the Secretary of State of Texas on September 20, 2016, is a true and correct copy of the Certificate of Formation, and that such Certificate of Formation be and are hereby accepted and approved; and

RESOLVED FURTHER, that the duplicate copy of the Certificate of Amendment filed with the Secretary of State of Texas on April 13, 2017 changing the name from Monarch Minerals, LLC to L3 Resources, LLC, is a true and correct copy of the Certificate of Amendment and that such Certificate of Amendment be and is hereby accepted and approved; and

RESOLVED FURTHER, that the Secretary is hereby directed to insert the duplicate copy of the said Certificate of Formation, the Certificate of Filing and the Certificate of Amendment of the Company in the minute book of the Company; and

RESOLVED FURTHER, that the company seal, an impression of which appears on the signature page of these resolutions, be and is hereby adopted as the seal of the Company; and

RESOLVED FURTHER, that the form of membership certificate, attached as Exhibit "A" to these resolutions, be and is hereby adopted as the form of membership certificate for membership interests in the Company; and

RESOLVED FURTHER, that the Company Agreement entitled, "**COMPANY AGREEMENT OF L3 RESOURCES, LLC**" regulating the conduct of the business and affairs of the Company as prepared for the Company, be and are hereby adopted as the Company Agreement of the Company; and the Secretary is hereby directed to insert the Company Agreement in the minute book of the Company; and

RESOLVED FURTHER, that the Company is authorized to open an account with a bank chosen by the Members or by any officer and a resolution for that purpose on the printed form of said bank is adopted and a copy thereof shall be inserted in the minute book of the Company; and

RESOLVED FURTHER, that the Company's fiscal year shall end on December 31 of each year; and

RESOLVED FURTHER, that the Members of the Company have elected that the Company be treated as a disregarded entity for Federal Tax Classification Purposes; and

RESOLVED FURTHER, that the Company issue and deliver membership certificates to each of the persons listed below, representing the number of units of membership interest in the Company set forth opposite said person's name in consideration of money paid, or property or services rendered to and received by the Company, such consideration expressed in dollars set opposite said person's name, receipt of which is hereby acknowledged, and that such membership certificates shall, when issued, represent fully paid and non-assessable units of membership interest in the Company:

Name:	Certificate Number:	Units of Membership Interest:	Consideration Received:
L3 Company Holdings, LP	4	100%	\$1000.00

and

RESOLVED FURTHER, that the Officers and Members of the Company be and they are hereby authorized and directed to pay all fees and expenses incident to and necessary for the organization of the Company; and

RESOLVED FURTHER, that all actions taken on behalf of the Company prior to the date of this Unanimous Consent of Members in Lieu of Organizational Meeting by any of the persons designated herein as Officers and Members be and are hereby approved and ratified in all respects; and

BE IT FURTHER RESOLVED, that these resolutions are effective as of the 13th day of April, 2017.

MEMBERS:

L3 Company Holdings, LP, Member

By: 
L3 Company Management, Inc.,
Its General Partner
By: Luis A. Soto, III, Co-President

Being the sole member of
L3 RESOURCES, LLC

Attachment: Exhibit "A" (form of membership certificate)