

DATE: *5 February* 2018

CONFIRMATION OF A MEMORANDUM OF UNDERSTANDING

Between

(1) YORK POTASH LIMITED
(as YPL)

and

(2) NORTH YORK MOORS NATIONAL PARK AUTHORITY
(as NYMNP)

CMS Cameron McKenna Nabarro Olswang LLP
Cannon Place
78 Cannon Street
London EC4N 6AF

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THIS CONFIRMATION is made on 5 February

2018

BETWEEN:

- (1) **YORK POTASH LIMITED** (registered in England and Wales with registration number 07251600) and whose registered office is at 3rd Floor, Greener House, 68 Haymarket, London, SW1Y 4RF (“YPL”); and
- (2) **NORTH YORK MOORS NATIONAL PARK AUTHORITY** of The Old Vicarage, Bondgate, Helmsley, York, YO62 5BP (“NYMNPA”).

RECITALS

- (A) By a memorandum of understanding between (1) YPL and (2) NYMNPA (the “MoU”) YPL and NYMNPA came to an understanding as to the manner in which the Security Arrangements (as such term is defined in a S.106 Agreement dated 19 October 2015 made between, inter alia, NYMNPA and YPL (together with other parties) (the “S.106 Agreement”) would operate.
- (B) YPL and NYMNPA have agreed to vary the terms of the S.106 Agreement by entering into a supplemental S.106 agreement, the purpose of which is to ensure that the original obligations of the S.106 Agreement continue to apply to development carried out pursuant to planning permission granted pursuant to planning application reference NYM/2017/0505/MEIA (“NYMNPA s.73 Permission”) dated on or about the date of this Confirmation (the “Supplemental S.106 Agreement”).

IT IS AGREED AS FOLLOWS:

1. CONFIRMATIONS

Both YPL and NYMNPA confirm and agree that, without prejudice to the terms of the MoU:

- 1.1 the MoU remains in full force and effect;
- 1.2 the terms of the MoU are not varied in any way whatsoever further to the entry into the Supplemental S.106 Agreement by NYMNPA and YPL;
- 1.3 their respective obligations under the MoU continue to be legal, valid and binding and enforceable in accordance with its terms;
- 1.4 subject to clause 1.5 and 1.6 as at the date of the notice of implementation of the NYMNPA s.73 Permission given under the Supplemental S.106 Agreement all references in the MoU to:
 - 1.4.1 the S.106 Agreement means the S.106 Agreement as amended by the Supplemental S.106 Agreement; and
 - 1.4.2 the planning permission with reference NYM/2014/0676/MEIA (the “NYMNPA Planning Permission”) governed by the S.106 Agreement will be a reference to the NYMNPA s.73 Permission;
- 1.5 in the event of the NYMNPA s.73 Permission expiring or being quashed or in the event of NYMNPA revoking the NYMNPA s.73 Permission prior to its implementation the variation to the S.106 Agreement comprised in the Supplemental S.106 Agreement shall be of no further effect and the

S.106 Agreement shall continue in full force and effect and this confirmation agreement shall be of no effect;

- 1.6 in the event of the NYMNP s.73 Permission being quashed following provision of the notice of implementation referred to in clause 1.4 the variation to the S.106 Agreement comprised in the Supplemental S.106 Agreement shall be of no further effect and the S.106 Agreement shall continue in full force and effect and this confirmation agreement shall be of no effect.

Signed on behalf of **York Potash Limited:**

Name: Christopher N. Fraser

Position: Managing Director

Signed on behalf of **North York Moors National Park Authority:**

Name: Andrew N. Wilson

Position: NPO/CEO