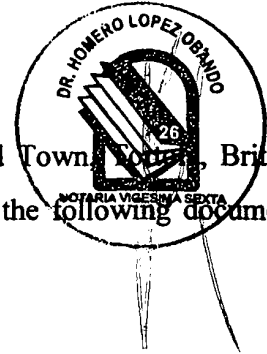


## NOTARIAL CERTIFICATE



I, Jason Jagessar, Notary Public, duly admitted, sworn and practising in Road Town, British Virgin Islands DO HEREBY CERTIFY that the document attached hereto is the following document relating to **Ceres Environmental Limited** (the "Company"):

- Original Specific Power of Attorney



Signature :



Name: Jason Jagessar

Capacity: Notary Public

Date : 29<sup>th</sup> October, 2012

### **APOSTILLE**

(Convention de la Haye du 5 Octobre 1961)

1. Country: British Virgin Islands  
This Public Document
2. Has been signed by: Jason Jagessar
3. Acting in the capacity of: Notary Public
4. Bears the Seal/Stamp of: Jason Jagessar  
CERTIFIED
5. At the High Court Registry
6. The 30<sup>th</sup> day of October, 2012
7. By: Registrar
8. No. H-10459
9. Seal / Stamp



  
Registrar

## **PODER ESPECIAL**

**OTORGADO POR:  
CERES ENVIRONMENTAL LIMITED**

**A FAVOR DE:  
MARIANA VILLAGOMEZ ALVAREZ**

### **PRIMERA.- COMPARECIENTE.-**

JAMES TIMOTHY BRISTOW, en calidad de Representante Legal de **CERES ENVIRONMENTAL LIMITED** (en adelante "MANDANTE").- Debidamente autorizado(s) y facultado(s) en la calidad que comparecen.

### **SEGUNDA.- PODER ESPECIAL.-**

El MANDANTE, en forma libre y voluntaria, otorga el presente Poder Especial a MARIANA VILLAGOMEZ ALVAREZ y la nombra como su Apoderada Especial, a quien en adelante se les podrá denominar la "MANDATARIA", para que de forma individual, tenga plenas facultades y atribuciones para realizar, a nombre y en representación del MANDANTE, lo siguiente:

- a) Representar al MANDANTE, en los actos que sean necesarios ante entidades públicas, privadas, administrativas o judiciales, única y exclusivamente por su calidad de MANDATARIA, especialmente pero no limitado a: i) la suscripción de títulos de acción; ii) comparecer a las Juntas Generales que se celebren, pudiendo proponer, discutir y votar sobre los puntos a tratarse iii) presentar solicitudes a órganos de control ecuatorianos; iv) registrar la inversión en el Banco Central del Ecuador; v) realizar convocatorias.
- b) Contestar y presentar demandas, representar judicial y extrajudicialmente para defender los derechos e intereses del MANDANTE.
- c) La MANDATARIA está facultada al tenor del Art. 6 de la Ley de Compañías, especialmente, a contestar demandas y cumplir las obligaciones respectivas que eventualmente le correspondan o sean por cuenta de LA MANDANTE.
- d) La MANDATARIA, podrá hacer, a nombre del MANDANTE, todo aquello que sea necesario para cumplir a cabalidad

## **SPECIFIC POWER OF ATTORNEY (SPOA)**

**GRANTED BY:  
CERES ENVIRONMENTAL LIMITED**

**TO:  
MARIANA VILLAGOMEZ ALVAREZ**



### **FIRST.- APPEARER.-**

JAMES TIMOTHY BRISTOW, in his capacity as Representative of **CERES ENVIRONMENTAL LIMITED** (hereinafter "PRINCIPAL").- Able to execute contracts and assume obligations, acting in their capacity and for the rights they represents.

### **SECOND.- SPECIFIC POWER.-**

PRINCIPAL, freely and voluntarily hereby grants this SPOA to MARIANA VILLAGOMEZ ALVAREZ and appoints her as "Attorney-in-fact", hereinafter also referred to as "AGENT", so that she shall have the full power and authority, in the name and on behalf of the PRINCIPAL, to undertake and perform only the following acts:

- a) To act on behalf of the PRINCIPAL, in necessary acts before public, private, administrative or legal entities, only and exclusively in her capacity of AGENT, specially but not limited to: i) subscription of Shares in consultation with any one director of the PRINCIPAL; ii) attend to the General Shareholders Meetings that might be held, being capable to propose, discuss and vote on the matters to be known; iii) file applications before Ecuadorian control entities; and, iv) register the investment at the Central Bank of Ecuador.
- b) Reply and file claims, whether judicial and extra-judicial, in consultation with any one director of the PRINCIPAL, in order to safeguard the rights and interests of the PRINCIPAL.
- c) The AGENTS are entitled to, under Article 6 of the Companies Law, in particular, reply demands and enforce the obligations may be subject to be charged to THE PRINCIPAL.
- d) On behalf of the PRINCIPAL, the AGENT shall undertake all necessary procedures in order to fully accomplish the assignment conferred within this instrument and

con el mandato conferido y para proteger los derechos e intereses del MANDANTE, por lo que ninguna entidad y/o autoridad pública o privada del Ecuador podrá alegar insuficiencia de poder.

El MANDANTE, reconoce y acepta que la MANDATARIA no será personalmente responsable de las obligaciones que adquiriera el MANDANTE.

**TERCERA.- PLAZO.-**

El presente poder es otorgado por un periodo que terminará el 31 de diciembre de 2.013.



**JAMES TIMOTHY BRISTOW**  
Director  
CERES ENVIRONMENTAL LIMITED

safeguard its rights and interests. No Ecuadorian authority, whether governmental or private, can claim lack of legal capacity to handle assigned matters.

The PRINCIPAL acknowledges and accepts that the AGENT shall not be held personally liable of the responsibilities acquired by the PRINCIPAL.

**THIRD.- TERM.-**

This SPOA is valid as from the date of execution up to 31 December 2013.

NOTARIA VIGESIMA SEXTA DEL CANTON QUITO  
De acuerdo con la facultad prevista en la Ley Notarial, doy fé que la FOTOCOPIA que antecede, es igual al documento presentado ante mí.  
en: 3 folios: útil (es).  
Quito, a

7 NOV. 2012  
DR. HOMERO LOPEZ OBANDO  
NOTARIO VIGESIMA SEXTA  
DEL CANTON QUITO

