

Golden Minerals Co
Form SC 13D/A
January 27, 2016
CUSIP No. 381119106

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D/A-8
Under the Securities Exchange Act of 1934

Golden Minerals Company
(Name of Issuer)

Common Stock
(Title of Class of Securities)

381119106
(CUSIP Number)

Greg Link, Director

Sentient Executive GP IV, Limited, General Partner

Of Sentient GP IV, LP, General Partner of Sentient Global Resources Fund IV, L.P.,

Edgar Filing: Golden Minerals Co - Form SC 13D/A

Landmark Square, 1st Floor, 64 Earth Close, West Bay Beach South

P.O. Box 10795, George Town, Grand Cayman KY1-1007, Cayman Islands

345-946-0921

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

(with copy to)

Gregory A. Smith, Esq.

Quinn & Brooks PLLC

P O Box 590

Larkspur CO 80118

303-298-8443

January 19, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and if filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 381119106

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sentient Global Resources Fund III, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) x

(b) o

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

o

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES 7.
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH:

SOLE VOTING POWER

3,582,746

8.

SHARED VOTING POWER

0

9.

SOLE DISPOSITIVE POWER

3,582,746

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,582,746

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.72%

14. TYPE OF REPORTING PERSON

PN

CUSIP No. 381119106

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

SGRF III Parallel I, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) x

(b) o

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

o

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES **7.**
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH:

SOLE VOTING POWER

357,044

8.

SHARED VOTING POWER

0

9.

SOLE DISPOSITIVE POWER

357,044

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

357,044

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.67%

14. TYPE OF REPORTING PERSON

PN

CUSIP No. 381119106

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sentient Executive GP III, Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) x

(b) o

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

o

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES 7.
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH:

SOLE VOTING POWER

3,939,790

8.

SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

3,939,790

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,939,790

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.39%

14. TYPE OF REPORTING PERSON

CO

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sentient GP III, Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) x

(b) o

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

o

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES	7.	SOLE VOTING POWER
BENEFICIALLY OWNED BY		
EACH REPORTING PERSON		3,939,790
WITH:		
	8.	SHARED VOTING POWER
		0
	9.	SOLE DISPOSITIVE POWER

3,939,790

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,939,790

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.39%

14. TYPE OF REPORTING PERSON

CO

CUSIP No. 381119106

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sentient GP IV, Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) x

(b) o

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

o

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES **7.**
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH:

SOLE VOTING POWER

31,453,013

8.

SHARED VOTING POWER

0

9.

SOLE DISPOSITIVE POWER

31,453,013

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,453,013

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

42.22%

14. TYPE OF REPORTING PERSON

CO

CUSIP No. 381119106

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sentient Global Resources Fund IV, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) x

(b) o

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

o

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES 7.
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH:

SOLE VOTING POWER

31,453,013

8.

SHARED VOTING POWER

0

9.

SOLE DISPOSITIVE POWER

31,453,013

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,453,013

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

42.22%

14. TYPE OF REPORTING PERSON

PN

CUSIP No. 381119106

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sentient Executive GP IV, Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) x

(b) o

3. SEC USE ONLY

4. SOURCE OF FUNDS (See Instructions)

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

o

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES **7.**
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH:

SOLE VOTING POWER

31,453,013

8.

SHARED VOTING POWER

0

9.

SOLE DISPOSITIVE POWER

31,453,013

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,453,013

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

42.22%

14. TYPE OF REPORTING PERSON

CO

CUSIP No. 381119106

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Item 1.

Security and Issuer

This filing relates to the common stock (the **Common Stock**) of Golden Minerals Company (**Golden Minerals** or the **Issuer**), a Delaware corporation. The address of Golden Minerals' principal office is 350 Indiana Street, Suite 800, Golden, Colorado 80401.

Item 2.

Identity and Background is amended to read as follows:

(a) (c) This Schedule is being filed jointly by: (i) Sentient Global Resources Fund III, L.P. (**Fund III**), (ii) SGRF III, Parallel I, LP (**Parallel I**), (iii) Sentient Executive GP III, Limited (**Sentient Executive III**), (iv) Sentient GP III, Limited (**GP III**); (v) Sentient Global Resources Fund IV, L.P. (**Fund IV**); (vi) Sentient GP IV, Limited (**GP IV**); and (vii) Sentient Executive GP IV, Limited (**Sentient Executive IV**) (the foregoing are collectively referred to herein as the **Reporting Persons**). Sentient Executive IV is the general partner of the general partner of Fund IV and makes the investment decisions for those entities.

Fund III and Parallel I are both Cayman Islands limited partnerships. The sole general partner of each is Sentient GP III, LP which is a Cayman Islands limited partnership (**GP III**). The sole general partner of GP III is Sentient Executive III which is a Cayman Islands exempted company. Fund IV is a Cayman Islands limited partnership. The sole general partner is Sentient GP IV, LP which is a Cayman Islands limited partnership (**GP IV**). The sole general partner of GP IV is Sentient Executive IV which is a Cayman Islands exempted company. The principal business of Fund III, Parallel I, and Fund IV is making investments in public and private companies engaged in mining and other natural resources activities. The principal business of GP III is performing the functions of and serving as the sole general partner of Fund III, Parallel I and other similar funds and the principal business of Sentient Executive III is performing the functions of and serving as the sole general partner of GP III. Investment decisions related to investments of Fund III and Parallel I are made by Sentient Executive with the approval of Fund III and Parallel I, as appropriate. The principal business of GP IV is performing the functions of and serving as the sole general partner of Fund IV, and other similar funds and the principal business of Sentient Executive IV is performing the functions of and serving as the sole general partner of GP IV. Investment decisions related to investments of Fund IV are made by Sentient Executive IV with the approval of Fund IV.

The principal offices of each of the Reporting Persons is: Landmark Square, 1st Floor, 64 Earth Close, West Bay Beach South, P.O. Box 10795, George Town, Grand Cayman KY1-1007, Cayman Islands.

(d)

During the past 5 years, none of the Reporting Persons, and to the best knowledge of the Reporting Persons, none of the Schedule A Persons has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).

(e)

During the past 5 years, none of the Reporting Persons, and to the best knowledge of the Reporting persons, none of the Schedule A Persons a party to a civil proceeding of a judicial or administrative body of competent jurisdiction that resulted in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws, or a party to a civil proceeding of a judicial or administrative body of competent jurisdiction that resulted in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f)

The citizenship of the Schedule A Persons who are natural persons is set forth on Schedule A and incorporated herein by this reference.

Item 3.

Source and Amount of Funds or Other Consideration

The funds used by Fund IV to make the loan described below to Golden Minerals are funds held by it for investment.

Item 4.

Purpose of Transaction is amended to read as follows:

(a) The acquisition of additional securities of the Issuer, or the disposition of securities of the Issuer.Convertible Note

On October 27, 2015, the Issuer, entered into a Loan Agreement (the *Loan Agreement*) with Fund IV (*Fund IV*). The Reporting Persons own, in the aggregate, approximately 27% of the Issuer's outstanding common stock (excluding restricted common stock held by the Issuer's employees and excluding shares reserved for issuance pursuant to the exercise of warrants and conversion of the Note described herein).

Pursuant to the terms of the Loan Agreement, on October 27, 2015, the Issuer borrowed from Fund IV \$5.0 million, the entire amount available under the Loan Agreement, and the Issuer delivered a Senior Secured Convertible Note (the *Note*) in favor of Fund IV, with principal and accrued interest thereunder due on October 27, 2016. Pursuant to the Loan Agreement and as required by NYSE MKT rules, the conversion features of the Note would only be effective if approved by the Issuer's shareholders which approval occurred on January 19, 2016. As a result at the option of Fund IV, all or any of the the outstanding principal balance together with accrued and unpaid interest evidenced by the Note became convertible into shares of the Issuer's common stock at a conversion price equal to the lowest of (i) \$0.29 (90 percent of the 15-day volume weighted average price (VWAP) for the period immediately preceding the loan funding date), (ii) 90 percent of the 15-day VWAP for the period immediately preceding any election to convert, or (iii) an anti-dilution adjusted price based on the lowest price for which the Issuer has sold its stock following the borrowing date (subject to certain exceptions set forth in the Note).

The conversion feature of the Note results in adjustments that reduce the exercise price and increase the number of shares issuable under certain outstanding warrants, including some, but not all of the warrants owned by Sentient.

Warrant Adjustments

In September 2012, the Issuer closed on a public offering and concurrent private placement with Sentient in which it sold units consisting of one share of Common Stock and a five-year warrant to acquire one half of a share of Common Stock at an exercise price of \$8.42 per share (the September 2012 Warrants). The exercise price was subsequently adjusted downward to \$7.17 per share based on a weighted average dilution provision in the September 2012 Warrants. This adjustment was the result of the September 2014 public offering and concurrent Fund IV private

placement described below. As a result of the shareholders approving conversion provisions of the Note, the number of shares of Common Stock issuable upon exercise of the September 2012 Warrants will be increased from 4,031,409 shares to 5,164,279 shares (1,132,870 share increase) and the exercise price will be decreased from \$7.17 per share to approximately \$5.60 per share due to the anti-dilution provisions of the September 2012 Warrants (the 2012 Warrant Adjustment). Sentient holds September 2012 Warrants exercisable to purchase 802,249 shares, which will increase to 1,027,690 shares as the result of the anti-dilution adjustment described above.

In September 2014, the Issuer closed on a public offering and concurrent private placement with Fund IV in which the Issuer sold units, consisting of one share of Common Stock and a five-year warrant to acquire one half of a share of Common Stock at an exercise price of \$1.21 per share (the September 2014 Warrants and together with the September 2012 Warrants, the Warrants). Pursuant to the anti-dilution provisions in the September 2014 Warrants issued in the public offering (but not included in the warrants acquired by Fund IV, as a result of the Note conversion, the number of shares of Common Stock issuable upon exercise of the September 2014 Warrants issued in the public offering will be increased from 1,846,000 shares to 2,234,391 shares (388,391 share increase), and the September 2014 Warrants exercise price will be decreased from \$1.21 per share to approximately \$1.00 per share (the 2014 Warrant Adjustment , and together with the 2012 Warrant Adjustment, the Warrant Adjustment). Pursuant to the anti-dilution provisions in the Fund IV September 2014 Warrants, the exercise price will be adjusted downward to approximately \$1.00 per share as noted above, but there would be no increase in the shares underlying the Fund IV September 2014 Warrants. Fund IV continues to own September 2014 Warrants exercisable to purchase 2,900,000 shares of Common Stock.

Summary of Ownership

The following table shows the number of shares of the Issuer's common stock owned prior to and after the Note Conversion as well as the purchase price paid by Fund IV and the percentage ownership of Fund III, Parallel I, and Fund IV.

	Number of Shares owned prior to January 19, 2016	Number of Shares Issuable upon Conversion of Note as of January 19, 2016	Number of Warrants previously owned and acquired as a result of of January 19, 2016	Price (in US \$) of Shares purchased January 19, 2016	Total ownership as a % of outstanding shares as of January 19, 2016
Fund III	3,582,746	0	0	\$ 0	6.72%
Parallel I	357,044	0	0	\$ 0	0.67%
Fund IV	<u>10,283,944</u>	<u>17,241,379*</u>	<u>3,927,690**</u>	<u>\$ 5,000,000</u>	<u>42.22%</u>
Total	14,223,734	17,241,379	3,927,690	\$ 5,000,000	49.61%

*

This represents the conversion of principal, but not interest. If the Note is converted at maturity and the conversion includes all interest payable under the Note, the total number of shares issuable (assuming no further anti-dilution adjustments) is 18,965,516 for a conversion price of \$5,500,000. In addition, the conversion price of the Note is subject to further downward adjustment to the lower of (i) 90% of the 15 day VWAP on the date of conversion or (ii) an anti-dilution adjusted price based on the lowest price for which the Issuer has sold its stock following the borrowing date, in the event the price determined under subparagraphs (i) or (ii) is less than \$0.29 per share.

**

Includes warrants to purchase (i) 682,897 shares, plus (ii) 119352 shares (anti-dilution adjustment as a result of the 2014 sales of units by the Issuer), plus (iii) 225,441 shares (the 2012 Warrant Adjustment), plus (iv) 2,900,000 shares (acquired in 2014).

The percentage of outstanding shares is based upon the Issuer having a total of 53,335,333 shares issued and outstanding as of January 19, 2016.

The Reporting Persons reserve the right to acquire beneficial ownership or control over additional securities of the Issuer.

(b) Any extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries.

None.

(c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries.

None.

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(d) Any change in the present board or directors or management of the Issuer, including plans or proposals to change the number of term of directors or to fill any existing vacancies on the board.

None.

(e) Any material change in the present capitalization or dividend policy of the Issuer.

None.

(f) Any other material change in the Issuer's business or corporate structure. None, except as set forth herein.

None.

(g) Changes to the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person.

None.

(h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association.

None.

(i) Causing a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act.

None.

(j) Any action similar to any of those enumerated above.

None.

Item 5.

Interest in Securities of the Issuer is amended to read as follows:

Fund III owns 3,582,746 shares of the Issuer's common stock.

Parallel I owns 357,044 shares of the Issuer's common stock.

Fund IV owns (i) 10,283,944 shares of the Issuer's common stock, (ii) warrants exercisable to acquire an additional 3,927,690 shares of the Issuer's common stock at prices ranging from \$1.00 to \$5.60 per share, and (iii) 17,241,279 shares of common stock issuable upon conversion of the principal amount of the Note. The number of shares issuable upon conversion of the Note is subject to adjustment to include accrued and unpaid interest up to the date of conversion. In addition, the conversion price of the Note is subject to further downward adjustment to the lower of (i) 90% of the 15 day VWAP on the date of conversion or (ii) an anti-dilution adjusted price based on the lowest price for which the Issuer has sold its stock following the borrowing date, in the event the price determined under subparagraphs (i) or (ii) is less than \$0.29 per share.

Item 6.

Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

None, except as previously reported.

Item 7.

Material to be Filed as Exhibits

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(A)

Filing Agreement dated January 27, 2016 by and among Sentient Global Resources Fund III, LP; SGRF III Parallel I, L.P.; Sentient Executive GP III, Limited; Sentient GP III, LP; Sentient Global Resources Fund IV, LP, Sentient GP IV, LP, its General Partner and Sentient Executive GP IV, Limited, General Partner filed herewith.

(B)

Loan Agreement, as filed as Exhibit 10.1 to the Issuer's Quarterly Report on Form 10-Q for quarter ended September 30, 2015 and filed on November 16, 2015 and incorporated by reference herein.

(C)

Note, as filed as Exhibit 10.2 to the Issuer's Quarterly Report on Form 10-Q for quarter ended September 30, 2015 and filed on November 16, 2015 and incorporated by reference herein.

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Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Sentient Global Resources Fund III, L.P.

SGRF III Parallel I, L.P.

By: Sentient GP III, LP, General Partner

By: Sentient GP III, LP, General Partner

**By: Sentient Executive GP III, Limited,
General Partner**

**By: Sentient Executive GP III, Limited,
General Partner**

By: /s/ Greg Link

By: /s/ Greg Link

Greg Link, Director

Greg Link, Director

Date: January 27, 2016

Date: January 27, 2016

Sentient GP III, LP

By: /s/ Greg Link

Greg Link, Director

Date: January 27, 2016

Sentient Executive GP III, Limited

By: /s/ Greg Link

Greg Link, Director

Date: January 27, 2016