

ALTONA ENERGY PLC

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of ALTONA ENERGY PLC (the "Company") in respect of the year ended 30th June 2017, will be held at 30 Percy Street, Fitzrovia, London W1T 2DB on Wednesday 10th January 2018 at 11.30 am for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions in the case of resolutions 1 to 5 (inclusive), and as a special resolution in the case of resolution 6.

ORDINARY RESOLUTIONS

1. To receive and adopt the financial report of the Company, together with the directors' report and the auditors report for the year ended 30 June 2017.
2. To re-appoint as a director of the Company Nicholas James Lyth, who retires by rotation under the Articles of Association of the Company and, being eligible, offers himself for re-election.
3. To re-appoint as a director of the Company Henry Kloepper, who retires in accordance with Article 131 of the Articles of Association of the Company and, being eligible, offers himself for re-election.
4. To re-appoint PKF Littlejohn LLP as auditors of the Company to act until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration.
5. That in addition to existing authorities to the extent unutilised (being £31,000 and for this purpose treating outstanding unexercised options as though options had been exercised and shares allotted), the Directors be generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £31,000. The authority referred to in this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on 31st December 2018. The Company may, at any time prior to the expiry of the authority, make an offer or agreement which would or might require equity securities to be allotted after the expiry of the authority and the Directors are hereby authorised to allot equity securities in pursuance of such offer or agreement as if the authority had not expired.

SPECIAL RESOLUTION

6. That the Directors, pursuant to Section 570 of the Act, be empowered to allot ordinary shares in the capital of the Company for cash pursuant to the authority conferred by Resolution 5 as if Section 561 of the Act did not apply to any such allotment provided that this power shall be limited to:
 - (i) the allotment of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to the holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) to their holdings of such ordinary shares but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities representing fractional entitlements and with legal or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange in, any territory; and
 - (ii) the allotment, other than pursuant to 6 (i) above (and in addition to it), of equity securities:
 - (A) arising from the exercise of options and warrants outstanding at the date of this resolution; and
 - (B) other than pursuant to 6(i) and 6(ii)(A)) above (and in addition to them), up to an aggregate nominal value of £62,000

and this power shall, unless previously revoked or varied by special resolution of the Company in general meeting, expire on 31st December 2018. The Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors are hereby empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

If you are a registered holder of Ordinary Shares in the Company, whether or not you are able to attend the meeting, you may use the enclosed form of proxy to appoint one or more persons to attend and vote on a poll on your behalf. A proxy need not be a member of the Company.

A form of proxy is provided.

This may be sent by facsimile to 01252 719 232 or by mail to:

The Company Secretary
Altona Energy Plc
c/o Share Registrars Limited
The Courtyard,
17 West Street,
Farnham
GU9 7DR

In either case, the signed proxy must be received no later than 48 hours (excluding any part of a day which is not a working day) before the time of the meeting, or any adjournment thereof.

By Order of the Board

Registered office:

Stephen Ronaldson
Company Secretary

30 Percy Street,
Fitzrovia,
London
W1T 2DB

19th December 2017

Notes to the Notice of General Meeting

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members 48 hours before the time of the Meeting shall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the registrars of the Company, Share Registrars Limited on 01252 821 390.

5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy using hard copy proxy form

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

completed and signed;

sent or delivered to Share Registrars Limited at The Courtyard, 17 West Street, Farnham GU9 7DR or by facsimile transmission to 01252 719 232; and

received by Share Registrars Limited no later than 48 hours (excluding any part of a day which is not a working day) prior to the Meeting.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited on 01252 821 390.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

9. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at The Courtyard, 17 West Street, Farnham GU9 7DR or by facsimile transmission to 01252 719 232. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, the revocation notice must be received by Share Registrars Limited no later than 48 hours (excluding any part of a day which is not a working day) prior to the Meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Issued shares and total voting rights

10. As at the date of this Notice, the Company's issued voting share capital comprised 1,558,956,853 ordinary shares of £0.0001 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights exercisable as at the date of this Notice is 1,558,956,853.

Communications with the Company

11. Except as provided above, members who have general queries about the Meeting should telephone the Company Secretary, Stephen Ronaldson, on 020 7580 6075 (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of general meeting; or any related documents (including the chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

ALTONA ENERGY PLC
FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING

c/o Share Registrars Limited
The Courtyard, 17 West Street, Farnham GU9 7DR

I _____, a Member of **ALTONA ENERGY PLC** (hereinafter referred to as 'the Company') and entitled to vote, hereby appoint the Chairman, or _____ as my proxy to attend, speak and vote for me and on my behalf at the Annual General Meeting of the Company to be held on 10th January 2018 at 11.30 am and at any adjournment thereof.

(Please indicate below how you wish your votes to be cast. If the form of proxy is returned without any indication as to how the proxy should vote on any particular matter, the proxy will vote as they think fit.)

	Ordinary Resolutions	FOR	AGAINST	WITHHELD
Resolution 1	Receive the financial report of the company, together with the directors' report and the auditor's report for the year ended 30 June 2017.			
Resolution 2	Re-appoint Nicholas James Lyth as a Director.			
Resolution 3	Re-appoint Henry Kloepper as a Director.			
Resolution 4	Re-appoint PKF Littlejohn LLP as auditors of the Company and to authorise the Directors to determine their remuneration.			
Resolution 5	To authorise the Directors to allot ordinary shares up to a maximum aggregate nominal value of £31,000 in addition to existing unused authorities.			
Resolution 6	To disapply pre-emption rights in respect of ordinary shares issued pursuant to Resolution 5.			

I/We authorise my/our proxy to act at his/her discretion in relation to any other business arising at the Annual General Meeting (including in respect of the question whether to adjourn such meeting) and at any adjournment of such Annual General Meeting.

Signature
Date
Full name
Address

NOTES

1. Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend, speak and vote at the Meeting. A member so entitled may appoint (a) proxy(ies), who need not be (a) member(s), to attend, speak and vote on his/her behalf.
2. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please insert his/her name and delete "the Chairman of the Meeting or".
3. Please indicate how you wish your proxy to vote by deleting either for or against. Unless otherwise instructed the person appointed a proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution as he/she thinks fit.
4. A corporation must seal this form of proxy or have it signed by an officer or attorney or other person authorised to sign.
5. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
6. Pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, members will be entitled to attend, speak and vote at the meeting if they are registered on the Company's register of members 48 hours excluding weekends and public holidays before the time appointed for the meeting or any adjournment thereof.
7. To be valid this form of proxy and any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority must reach Share Registrars Limited, The Courtyard, 17 West Street, Farnham GU9 7DR not later than 48 hours before the time of the Meeting (excluding any part of a day which is not a working day). Lodgement of a form of proxy does not preclude a member from attending the Meeting and voting in person.
8. Any alteration to this form must be initialled.
9. The completion and return of a proxy card will not affect the right of a member to attend, speak and vote in person at the meeting convened by this notice.