

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE
ATTENTION**

If you are in any doubt about the action to be taken, you should immediately consult your bank manager, stockbroker, solicitor, accountant or other independent financial adviser authorised pursuant to the Financial Services and Markets Act 2000, as amended, if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are outside the United Kingdom.

If you have sold or otherwise transferred all of your Ordinary Shares in the Company, or will have sold or transferred all of your Ordinary Shares prior to the annual general meeting of the Company to be held online at 11.30 a.m. on Friday 26 February 2021, please send this document and accompanying Form of Proxy, as soon as possible, to the purchaser or transferee or to the stockbroker, independent financial adviser or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only some of your Ordinary Shares you should retain this document and consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.

ALTONA ENERGY Plc

(Registered in England and Wales with registered number 05350512)

Notice of Annual General Meeting

Notice is hereby given of the Annual General Meeting of Altona Energy PLC, to be held at the offices of Alfred Henry Corporate Finance Ltd, Finsgate, 5-7 Cranwood Street, London EC1V 9EE, on Friday 26 February 2021 at 11.30 a.m.

In light of current Government social distancing measures relating to Covid-19, this year's AGM will run as a closed meeting, with only the quorum necessary for a valid meeting. Shareholders will not be permitted to attend in person. We are therefore strongly encouraging Shareholders to vote by electing the Chairman of the Meeting as proxy. You can vote by returning the proxy instructions that you received with this document.

To be valid, the Form of Proxy accompanying this document for the Annual General Meeting (and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority) should be returned not less than 48 hours (excluding weekends and public holidays) before the time and date for which the Annual General Meeting is convened, being 11.30 a.m. on 24 February 2021, either by post or by hand (during normal business hours only) or by fax or email as specified on page 8 of this document to The Company Secretary, Altona Energy Plc, c/o Share Registrars Ltd, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR. The completion and depositing of a Form of Proxy will not preclude a shareholder from attending and voting as provided above at the AGM.

The Board understands that the Annual General Meeting also serves as a forum for shareholders to raise questions and comments. If shareholders do have any questions or comments relating to the business of the meeting that they would like to ask the

Board, they are asked to submit those questions in writing via email to ctw@altonaenergy.com by no later than 6.00 p.m. on 24 February 2021. These questions will be posed to the Board and the Directors' responses will be uploaded to the website at www.altonaenergy.com later on the day of the AGM.

ALTONA ENERGY PLC

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (“**AGM**”) of the Company will be held online at 11.30 a.m. on Friday 26 February 2021 for the following purposes. The resolutions are best read in conjunction with the Company’s RNS released during the past 12 months.

Ordinary Resolutions

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. To receive and adopt the Company’s annual accounts for the financial year ended 30 June 2020, together with the directors’ report and the independent auditor’s report on those accounts.
2. To re-elect as a director of the Company Christian Taylor-Wilkinson, who retires by rotation under the Articles of Association of the Company and, being eligible, offers himself for re-election.
3. To re-appoint Jeffrey’s Henry LLP as auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting, at which annual accounts are laid before the Company and to authorise the Directors to determine their remuneration.

Special Resolutions

To consider and, if thought fit, pass the following resolutions as special resolutions:

4. To change the name of the Company to that of Altona Rare Earths Plc, in-line with the Company’s new strategy of exploration mining of Rare Earth Metals in Africa.

If you are a registered holder of Ordinary Shares in the Company, you may use the enclosed form of proxy to appoint the Chairman of the Meeting to vote on your behalf.

This may be sent by email to voting@shareregistrars.uk.com or by post to:

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

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, being 11.30 a.m. on Friday 26 February 2021, or any adjournment thereof.

BY ORDER OF THE BOARD OF DIRECTORS

.....

Christian Taylor-Wilkinson
CHIEF EXECUTIVE OFFICER AND DIRECTOR

Registered office:

16 Finborough Road
London
SW10 9EQ

By Order of the Board
Anthony Eastman
Company Secretary
3 February 2021

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 which, in light of the Covid-19 pandemic, we recommend is the Chairman of the Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

3. Details of how to appoint the Chairman of the Meeting as your proxy using the proxy form are set out in the notes to the proxy form.

4. 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

5. 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, Surrey, GU9 7DR; 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

6. 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

7. 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

8. 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, Surrey, GU9. 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.

Issued shares and total voting rights

9. As at the date of this Notice, the Company's issued ordinary share capital comprised 9,705,719 ordinary shares of 1p 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 9,705,719.

Communications with the Company

10. Except as provided above, members who have general queries about the Meeting should telephone Christian Taylor-Wilkinson (Interim CEO) on 07795 168 157 (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, to communicate with the Company for any purposes other than those expressly stated.

ALTONA ENERGY Plc
FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING

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

I _____, a Member of **ALTONA ENERGY Plc** (hereinafter referred to as 'the Company') and entitled to vote, hereby appoint the Chairman of the Meeting as my proxy to attend, speak and vote for me and on my behalf at the General Meeting of the Company to be held on 26 February 2021 at 11.30 a.m. 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.)

	Resolutions	FOR	AGAINST	WITHHELD
Resolution 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 2019.			
Resolution 2	To re-appoint as a director of the Company Christian Taylor-Wilkinson, who retires by rotation under the Articles of Association of the Company and, being eligible, offers himself for re-election.			
Resolution 3	To re-appoint Jeffrey's Henry LLP as auditors of the Company, to act until the conclusion of the next AGM, and to authorise the Directors to determine their remuneration.			
Special Resolution 4	To change the name of the Company to that of Altona Rare Earths Plc, in-line with the Company's new strategy of exploration mining of Rare Earth Metals in Africa			

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

Signature:
Date:
Full name:
Address:

NOTES

1. Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to vote at the Meeting. A member so entitled may appoint (a) proxy(ies), to vote on his/her behalf.
2. Please indicate how you wish your proxy to vote in the For, Against, Withheld boxes above. 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.
3. A corporation must seal this form of proxy or have it signed by an officer or attorney or other person authorised to sign.
4. 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.
5. 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.
6. 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, Surrey, 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.
7. Any alteration to this form must be initialled.
8. 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.