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If you have sold or otherwise transferred all of your shares in i3 Energy PLC please send this document to the purchaser or transferee or to the stockbroker, bank, or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass this document to the person who now holds the shares. If you have sold or transferred part only of your holding in shares in i3 Energy PLC you should retain this document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.



i3 ENERGY

i3 ENERGY PLC

(Incorporated in England and Wales under the Companies Act 2006 with registered number 10699593)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the “AGM” or “Meeting”) of i3 Energy PLC (“i3” or the “Company”) will be held on 30 June 2023 at 11:00 am. BST at the offices of W H Ireland at 24 Martin Lane, London, EC4R 0DR for the purposes of considering and, if thought fit, passing the following resolutions. Resolutions 1 to 10 will be proposed as ordinary resolutions and resolutions 11 to 13 will be proposed as special resolutions.

A summary of the action to be taken by Shareholders is set out in the Letter from the Chair to the Notice of the AGM set out in this document.

EXPECTED TIMETABLE

Date of this Document	7 June 2023
Last time and date for appointment of a proxy	11:00 am. BST on 28 June 2023
Annual General Meeting	11:00 am. BST on 30 June 2023

LETTER FROM THE CHAIR

i3 ENERGY PLC

(Incorporated in England and Wales under the Companies Act 2006 with registered number 10699593)

Directors:

John Larry Festival (Non-Executive Chair)
Majid Shafiq (Chief Executive Officer)
Ryan Heath (President of i3 Energy Canada)
Richard Millington Ames (Non-Executive Director)
Linda Janice Beal (Non-Executive Director)
Neill Ashley Carson (Non-Executive Director)

Registered Office:

New Kings Court Tollgate
Chandler's Ford
Eastleigh, Hampshire
United Kingdom
S053 3LG

To Shareholders

Dear Shareholder,

Notice of Annual General Meeting

The Company's Annual General Meeting (the "AGM" or "Meeting") will be held on 30 June 2023 at 11:00 am. BST at the offices of W H Ireland at 24 Martin Lane, London, EC4R 0DR. The formal notice convening the AGM (the "Notice of AGM" or "Notice") on pages 6 and 7 of this document sets out the business to be considered at the Meeting. The purpose of this letter is to explain certain elements of that business to you.

Business of the Meeting

An explanation of each of the resolutions to be proposed at the AGM is set out below. Resolutions 1 to 10 will be proposed as ordinary resolutions; this means that for each of those ordinary resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 11 to 13 will be proposed as special resolutions; this means that for each of those resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution.

Ordinary Resolutions

Resolution 1 – To receive the Annual Report and Accounts

The Directors are required to present the Strategic Report, Directors' Report and Auditor's Report and annual accounts of the Company to the Meeting. These are contained in the Company's Annual Report and Financial Statements for the period ending 31 December 2022.

Resolution 2 – To appoint PKF Littlejohn as auditor of the Company

At each meeting at which the Company's annual accounts are laid before its members, the Company is required to appoint an auditor to serve until the next such meeting. This resolution proposes the appointment of PKF Littlejohn as auditor of the Company, to hold office until the conclusion of the next general meeting of the Company at which annual accounts are laid before its members.

Resolution 3 – To authorise the Audit Committee to determine the remuneration of the auditor

This resolution gives authority to the Audit Committee to determine the auditor's remuneration.

Resolutions 4 – 9 – Re-election of Directors

All Directors will retire at the AGM and seek re-election.

Resolution 10 – To authorise the Directors to allot Ordinary Shares

The purpose of this resolution is to give the Directors powers to allot shares. The authority in paragraph (a) of this resolution, if passed, would provide the Directors with a general authority to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal amount of £40,062.48, which is equal to approximately one-third of the issued ordinary share capital of the Company.

Paragraph (b) of this resolution will grant the Directors additional authority to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a further nominal amount of £40,062.48 pursuant to a rights issue, which is equal to approximately one-third of the issued ordinary share capital of the Company.

The Directors have no present intention of exercising the authorities sought pursuant to this resolution, but consider them desirable to allow the Company to retain flexibility. The authorities will expire on 30 June 2024, or, if earlier, at the conclusion of the next annual general meeting to be held in 2024, unless previously renewed, revoked or varied by the Company in a general meeting. It is the intention of the Directors to renew these authorities annually at each annual general meeting.

Special Resolutions

Resolution 11 – To authorise the Directors to disapply pre-emption rights

Section 561(1) of the Companies Act 2006 provides that if the Directors wish to allot any equity securities or sell any treasury shares (if it holds any), for cash, the Company must first offer them to existing shareholders in proportion to their existing shareholdings. Section 561 does not apply in connection with allotments made pursuant to an employee share scheme.

The purpose of this resolution is to seek power for the Directors to allot equity securities or sell any treasury shares for cash as if Section 561(1) of the Companies Act 2006 did not apply, in connection with rights issues, open offers and other pre-emptive and non-pre-emptive offers and issues pursuant to the authority granted by resolution 10. The power conferred by this resolution will expire on 30 June 2024, or, if earlier, at the conclusion of the next annual general meeting to be held in 2024, unless previously renewed, revoked or varied by the Company in a general meeting. It is the intention of the Directors to renew this power annually at each annual general meeting.

The Board considers that it is in the best interests of Shareholders for the Company to have the authority to place new Ordinary Shares for cash without the application of pre-emption rights, subject to the limitations set out in resolutions 10 and 11. In these uncertain times, the Board considers it prudent to retain sufficient financial flexibility to be able to meet unanticipated challenges and to take advantage of market opportunities which may present themselves. The Board confirms it has no current intention to place new Ordinary Shares for cash without the application of pre-emption rights.

Resolution 12 – To approve the purchase of the Company's own shares

This resolution would, if passed, authorise the Company to make market purchases of up to 120,187,446 of its own Ordinary Shares, representing approximately 10% of the Company's issued Ordinary Shares. The resolution specifies the minimum and maximum prices at which the Ordinary Shares may be bought under this authority. This authority will expire at the conclusion of the Company's next annual general meeting, or 30 June 2024, whichever is earlier.

The Directors have no present intention to exercise the authority granted by this resolution, but the authority provides the flexibility to allow them to do so in the future. The Directors would not exercise the authority unless they believed that the expected effect would promote the success of the Company for the benefit of its shareholders as a whole. Any shares purchased would be effected by a purchase in the market and may either be cancelled or held as treasury shares, which may then be cancelled or sold for cash. As at the date of this letter, the Company did not hold any shares in treasury.

Resolution 13 – To cancel the Company's Share premium account

The Board considers it highly desirable that the Company has the maximum flexibility to consider the payment of dividends and otherwise return value to Shareholders. However, the Company will be precluded from the payment of any dividends or other distributions or the redemption or buy-back of its shares in the absence of it having sufficient distributable reserves.

The Company's share premium account currently stands at approximately £51,000,000. As at 31 May 2023, the Company had retained earnings of approximately £6,000,000. It is proposed that the Company's share premium account be cancelled (the "**Capital Reduction**"). The proposed Capital Reduction is intended to increase retained earnings by an amount equal to the amount standing to the credit of the Company's share premium account.

The purpose of the Company's cancellation of its share premium account is to create further distributable reserves in the Company to facilitate the future consideration of payment of dividends (in cash or otherwise) to Shareholders, where justified by the profits of the Company, or to allow the redemption or buy-back of the Company's shares (or other distributions to Shareholders).

If the proposed cancellation of the Company's share premium account is approved by Shareholders at the Meeting, it will be subject to the scrutiny of, and confirmation by, the High Court of England and Wales

(the “**High Court**”) which will take due account of the protection of creditors. Subject to that confirmation and registration by the Registrar of Companies in England and Wales of the order of the High Court, the Capital Reduction is expected to take effect later this year.

The Board anticipates that the cancellation of the Company’s share premium account will result in the creation of further distributable reserves. However, this is subject to: (i) there being no materially negative change in the financial position or prospects of the Company; and (ii) any provision that the court requires the Company to make for the protection of its creditors (although the Board does not expect any undertakings or similar measures to be required). This will give the Company the maximum flexibility to consider the payment of dividends and otherwise return value to the Shareholders, should the Board consider it appropriate. It should however be noted that if the Company is required to give undertakings to the High Court, this may delay the Company’s ability to pay dividends and otherwise return value to Shareholders.

Following the implementation of the Capital Reduction, there will be no change in the nominal value of the Company’s shares or the number of shares in issue. The Capital Reduction in itself will not involve any distribution or repayment of share premium by the Company and will not reduce the underlying net assets of the Company.

The Directors reserve the right to abandon or discontinue any application to the High Court for confirmation of the Capital Reduction if the Directors believe that the terms required to obtain confirmation are unsatisfactory to the Company or if, as the result of a material unforeseen event, the Directors consider that to continue with the Capital Reduction would be inappropriate or inadvisable.

The expected timetable of principal events with respect to the Capital Reduction are as follows:

Principal Event	Indicative Date
Expected date for the directions hearing for the High Court to consider the Capital Reduction application	July 2023
Expected date for the hearing by the High Court to confirm the Capital Reduction	Late July / August 2023
Expected date that the Capital Reduction becomes effective	August 2023

Notes

1. The dates set out in this timetable and throughout this document that fall after the date of publication of this document are based on the Company’s current expectations and are subject to change. The times and dates are indicative only and will depend, among other things, on the date upon which the High Court of England and Wales confirms the Capital Reduction. The provisional final hearing date is subject to change and dependent on the High Court.
2. The timetable assumes that there is no adjournment of the AGM. If the scheduled date for the AGM changes, the revised date and/or time will be notified to Shareholders by an announcement made by the Company through a RIS.
3. All times shown are London times unless otherwise stated.

Recommendation

Full details of the above resolutions are contained in the Notice. The Directors believe that all of the proposed resolutions to be considered at the AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of all the resolutions, as they intend to do in respect of their own beneficial holdings.

“John Festival”

John Festival
Chair

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of i3 Energy PLC (the “**Company**”) will be held on 30 June 2023 at 11:00 am. (BST) at the offices of W H Ireland at 24 Martin Lane, London, EC4R 0DR for the purposes of considering and, if thought fit, passing the following resolutions. Resolutions 1 to 10 will be proposed as ordinary resolutions and resolutions 11 to 13 will be proposed as special resolutions.

ORDINARY RESOLUTIONS

1. To receive the Company’s annual report and accounts for the year ended 31 December 2022, together with the Strategic Report, Directors’ Report and the Auditor’s Report on those accounts.
2. To appoint PKF Littlejohn and auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next annual general meeting at which the Company’s annual accounts are laid before the Company.
3. To authorise the Audit Committee to determine the remuneration of the auditor.
4. To re-elect John Larry Festival as a director of the Company.
5. To re-elect Majid Shafiq as a director of the Company.
6. To re-elect Ryan Heath as a director of the Company.
7. To re-elect Richard Millington Ames as a director of the Company.
8. To re-elect Linda Janice Beal as a director of the Company.
9. To re-elect Neill Ashley Carson as a director of the Company.
10. That the Directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the “**Act**”), in addition to all existing authorities, to exercise all the powers of the Company to allot ordinary shares of £0.0001 each in the Company (“**Ordinary Shares**”) or grant rights to subscribe for, or convert any security into Ordinary Shares:
 - a. up to a maximum aggregate nominal value of £40,062.48, representing approximately one-third of the issued Ordinary Share capital of the Company; and
 - b. comprising equity securities (as defined in Section 560(1) of the Act) up to a further nominal amount of £40,062.48 (representing approximately one-third of the issued Ordinary Share capital of the Company) in connection with a pre-emptive offer by way of a rights issue,

provided that the authorities in this Resolution 10 shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 30 June 2024, whichever is earlier, except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority in question had not expired.

For the purposes of this Resolution 10, “rights issue” means an offer of equity securities to: (i) holders of Ordinary Shares on a fixed record date in proportion to their respective holdings of such shares; and (ii) other persons entitled to participate in such offer by virtue of, and in accordance with, the rights attaching to any other equity securities held by them, in each case, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal, regulatory or practical problems under the laws or the requirements of any regulatory body or stock exchange of any territory or otherwise.

SPECIAL RESOLUTIONS

11. That, subject to and conditional upon the passing of resolution 10 above, the Directors shall be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the general authority conferred by resolution 10 above and be empowered pursuant to section 573 of the Act to sell ordinary shares (as defined in section 560 of the Act) held by the Company as treasury shares (as defined in section 724 of the Act) for cash, as if section 561(1) of the Act did not apply to such allotment or sale, provided that this power shall be limited to allotments of equity securities and the sale of treasury shares:

- a. in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
- b. otherwise than pursuant to sub paragraph 11(a) above, up to an aggregate nominal amount of £40,062.48,

and such powers shall expire on the conclusion of the next Annual General Meeting of the Company to be held in 2024 or 30 June 2024, whichever is the earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of such offer or agreement as if the power conferred by this resolution had not expired. The power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the Directors pursuant to section 570 of the Act.

12. THAT the Company be generally and unconditionally authorised for the purpose of Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of fully-paid Ordinary Shares on such terms and in such manner as the Directors may decide, provided that:
 - a. the maximum number of Ordinary Shares that may be purchased pursuant to this authority is 120,187,446, representing approximately one-tenth of the Company's issued Ordinary Shares;
 - b. the minimum price that may be paid for any such Ordinary Share shall be the nominal value of that Ordinary Share (exclusive of expenses payable by the Company in connection with the purchase) at the time of purchase; and
 - c. the maximum price, exclusive of any expenses, which may be paid for each Ordinary Share is an amount equal to the higher of: (i) 105% of the average market value of an Ordinary Share, as derived from the London Stock Exchange Daily Official List for the five business days prior to the day on which the purchase is made; and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System.

Unless previously renewed, revoked or varied in accordance with the Act, this authority shall expire on 30 June 2024, or, if earlier, at the conclusion of the next annual general meeting of the Company to be held in 2024, but the Company may make a contract to purchase Ordinary Shares under this authority before its expiry which will or may be completed wholly or partly after the expiry of this authority, and may complete such a purchase as if this authority had not expired.

13. THAT, subject to court approval, the amount standing to the credit of the Company's share premium account of the Company be cancelled.

Dated: 7 June 2023

BY ORDER OF THE BOARD

Registered Office:
New Kings Court Tollgate
Chandler's Ford
Eastleigh
Hampshire
United Kingdom
S053 3LG

Important Notes:

The following notes explain your general rights as a member of the Company and your right to attend and vote at the AGM or appoint someone else on your behalf.

SHAREHOLDERS ARE STRONGLY ADVISED TO APPOINT THE CHAIR OF THE GENERAL MEETING AS THEIR PROXY (TOGETHER WITH A DISCRETIONARY OR SPECIFIED VOTING INSTRUCTION) AS SOON AS POSSIBLE AND IN ADVANCE OF THE DEADLINE FOR PROXY SUBMISSIONS FOR THE ANNUAL GENERAL MEETING. THIS WILL ENSURE THAT YOUR VOTE WILL BE COUNTED EVEN IF YOU ARE UNABLE TO ATTEND.

NOTES:

1 Entitlement to Attend and Vote

To be entitled to attend and vote at the Meeting (and for the purposes of the determination by the Company of the votes that may be cast in accordance with Regulation 41 of the Uncertified Securities Regulations 2001), only those members registered in the Company's register of members at close of business on 28 June 2023 (or, if the Meeting is adjourned, close of business on the date which is two business days before the adjourned Meeting) shall be entitled to attend and vote at the Meeting. Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

2 Website Giving Information Regarding the Meeting

Information regarding the Meeting, including the information required by Section 311A of the Act, is available from www.i3.energy.

3 Attending in Person

If you wish to attend the Meeting in person, please bring some form of identification.

4 Appointment of Proxies

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. You can appoint a proxy only using the procedures set out in these notes and the notes to the proxy form.

A proxy does not need to be a member of the Company but must attend the Meeting to represent you. 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 Chair) and give your instructions directly to them.

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 indicate on your proxy submission how many shares it relates to.

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.

Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion withhold from voting.

5 Appointment of Proxy Using Hard Copy Proxy Form

A hard copy form of proxy has not been sent to you but you can request one directly from the registrars, Link Group. Their general helpline team can be contacted on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. You can also request a hard copy form of proxy via email at shareholderenquiries@linkgroup.co.uk or via postal address at Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL. 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. For the purposes of determining the time for delivery of proxies, no account has been taken of any part of a day that is not a working day.

6 Appointment of a Proxy Online

You may submit your proxy electronically using the Share Portal service at www.signalshares.com. Shareholders can use this service to vote or appoint a proxy online. The same voting deadline of 48 hours (excluding non-working days) before the time of the meeting applies. Shareholders will need to use the unique personal identification Investor Code ("IVC") printed on your share certificate. If you need help with voting online, please contact our Registrar, Link Group's portal team on Tel: 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Alternatively, please contact them via email at shareholderenquiries@linkgroup.co.uk.

7 Appointment of Proxies Through Crest

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID: RA10) by 11.00 am. on 28 June 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time.

In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

8 Proximity Voting

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 11.00 am. on 28 June 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

9 Appointment of Proxy by Joint Members

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.

10 Changing Proxy Instructions

To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times 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 Link Group as per the communication methods shown in note 5. 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.

11 Termination of Proxy Appointments

In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Link Group, at the address shown in note 5. 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. The revocation notice must be received by Link Group no later than 48 hours before 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.

12 Corporate Representatives

A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

13 Issued Shares and Total Voting Rights

As at 6 June 2023, the Company's issued ordinary share capital comprised 1,201,874,464 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 in the Company on 6 June 2023 is 1,201,874,464. The website referred to in note 2 will include information on the number of shares and voting rights.

14 Questions at the Meeting

Under Section 319A of the Act, the Company must answer any question you ask relating to the business being dealt with at the Meeting unless:

- a) answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information;
- b) the answer has already been given on a website in the form of an answer to a question; or
- c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

15 Website Publication of Audit Concerns

Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

16 Documents on Display

Copies of the letters of appointment of the Directors of the Company and a copy of the Articles of Association of the Company will be available for inspection at the registered office of the Company from the date of this notice until the end of the Meeting.

17 Exemption from Toronto Stock Exchange (“TSX”) Requirements

The Company expects to obtain an exemption pursuant to Section 401.1 of the TSX Company Manual (the “**Manual**”), in respect of certain rules that would otherwise be applicable to the Meeting, and the matters to be acted upon at the Meeting. Subject to receipt of approval from the TSX, the Company will be exempt from complying with Section 461.4 of the Manual.

