

**Company Number: 00269566**

## **NOTICE OF ANNUAL GENERAL MEETING**

### **PATERNOSTER RESOURCES PLC**

**(the "Company")**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of the Company will be held at the offices of Adams & Remers LLP, Duker Court, 32 Duke Street St James's, London SW1Y 6DF on 29 June 2015 at 11.30 am for the following purposes:

#### **Ordinary Business**

1. To receive the Company's annual accounts for the financial year ended 31 December 2014 together with the directors' report and auditor's report on those accounts.
2. To re-appoint Welbeck Associates as the Company's auditors to hold office from the conclusion of this meeting until conclusion of the next meeting at which accounts are laid before the Company and to authorise the directors to agree the remuneration of the auditors.
3. To re-appoint as a director Graham Haselden who retires in accordance with article 39.1 of the Company's articles of association and, being eligible, is standing for re-appointment.
4. To re-appoint as a director Matt Lofgran who was appointed since the last Annual General Meeting and is standing for re-appointment in accordance with article 34.2 of the Company's articles of association.

#### **Special Business**

To consider and, if thought fit, pass resolutions 5 and 6 as Ordinary Resolutions and resolution 7 as a Special Resolution.

#### **Ordinary Resolutions**

5. THAT, the Company's current investment policy be amended to include companies and businesses in the energy sector, including power generation and transmission
6. THAT, in accordance with section 551 of the Companies Act 2006 (the "Act"), the directors of the Company ("Directors") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £336,429 provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company or (if earlier) 15 months from the date of passing this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act.

#### **Special Resolution**

7. THAT, subject to the passing of resolution 4, the Directors be given the general power to allot equity securities (as defined by section 560 of the 2006 Act) for cash, either pursuant to the authority conferred by resolution 4 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

7.1 The allotment of equity securities in connection with an offer by way of a rights issue:

7.1.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

7.1.2 to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange.

7.2 The allotment (otherwise than pursuant to paragraphs 4.1 above) of equity securities up to an aggregate nominal amount of £336,429.

The power granted by this resolution will unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company or (if earlier) 15 months from the date of passing this resolution, save that 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 may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

**BY ORDER OF THE BOARD**

**Nicholas Lee  
CHAIRMAN**

Registered Office:

30 Percy Street  
London  
W1T 2DB

**Dated: 5 June 2015**

Notes :

- 1 As a member of the Company, you are entitled to appoint another person as your proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. You should have received a proxy form (the "Proxy Form") with this notice of meeting. You can only appoint a proxy using the Proxy Form and the procedures set out in the notes to the Proxy Form.
- 2 You may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise the rights attached to any one share. To appoint more than one proxy, please follow the instructions set out in the notes to the Proxy Form.
- 3 To be effective, the Proxy Form must be:
  - completed and signed;
  - sent or delivered to Share Registrars Limited at: **Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL** or by facsimile transmission to 01252 719232;
  - alternatively, the completed Proxy Form can be scanned and emailed to [proxies@shareregistrars.uk.com](mailto:proxies@shareregistrars.uk.com); and
  - received by Share Registrars Limited no later than 48 hours prior to the Meeting, excluding non-working days, or any adjournment thereof, together, if appropriate, with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or, where the Proxy Form has been signed by an officer on behalf of a corporation, a notarially certified copy of the authority under which it is signed.
- 4 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.
- 5 Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Register of Members 48 hours before the meeting, excluding non-working days, (or if the meeting is adjourned, those members registered on the Register of Members of the Company 48 hours before the adjourned meeting, excluding non-working days) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Subsequent changes to entries on the register after this time shall be disregarded in determining the rights of any persons to attend or vote at the meeting.
- 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).
- 7 You may not use any electronic address provided either:
  - 7.1 in this notice of meeting; or
  - 7.2 any related documents (including the Proxy Form and the notes to the Proxy Form);

to communicate with the Company for any purposes other than those expressly stated.