

RESOURCE RESERVE RECOVERY PLC

(Registered in England and Wales, Company number 04918684)

Notice of Annual General Meeting

Notice is hereby given that the twelfth Annual General Meeting of Resource Reserve Recovery plc (“the Company”) will be held at the Company’s offices at New Liverpool House, 15-17 Eldon Street, London EC2M 7LD on Thursday, 24 September 2014 at 11.00 a.m. at which the following Resolutions will be proposed, in the case of Resolutions 1 to 3 inclusive, as ordinary resolutions, and, in the case of Resolutions 4 and 5, as special resolutions:

1. That the report of the Directors and the audited accounts of the Company for the year ended 31 March 2015 be received.
2. That Jonathan Stuart Berger be re-elected a director of the Company.
3. That Hilden Park Accountants Limited be re-appointed as auditors of the Company, and that the Directors be authorised to determine their remuneration.
4. That the Directors be and are hereby empowered, pursuant to section 570 of the Act, to allot equity securities (as defined in section 560 of the Act) as if section 561 of the Act did not apply to such allotment, provided that this power shall be limited to –
 - (a) the allotment of equity securities in connection with a rights issue in favour of or other offer to the holders of ordinary shares where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient to deal with any fractional entitlements or any legal or practical problems under the law of or the requirements of any regulatory body or any recognised stock exchange in any territory;
 - (b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £100,000

provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on 30 September 2016 or, if earlier, at the conclusion of the next Annual General Meeting of the Company to be held after the passing of this resolution but so that the Directors shall be empowered to allot equity securities in pursuance of an offer or agreement made prior to such expiry as if the power conferred by this resolution had not expired.

5. That the Articles of Association of the Company be amended by deleting Article 124 in the Company’s existing Articles of Association and substituting the following new Article:

“124. Payment of Dividends *in specie*

The Directors may, if they think fit, from time to time make such interim dividends as appear to them to be justified, in either case to be paid or made, wholly or in part by the distribution of specific assets, and in particular paid-up shares of any other company. Where any difficulty arises in regard to any such distribution, the Directors may settle the difficulty in such manner as they shall think expedient and in particular:

- 124.1 may fix the value for distribution of such specific assets or any part of them;
- 124.2 may issue fractional certificates or, where Members would otherwise be entitled only to a fractional certificate, determine that such fractions shall be held in trust for the persons entitled to the distribution or (in the Directors’ discretion) for the benefit of the Company;
- 124.3 may determine that, where the value of any Member’s entitlement in respect of such distribution does not exceed £20 or such other sum as the Directors, in their discretion, from time to time consider fair and

appropriate in any case, the amount of such distribution shall be retained for the benefit of the Company; and

124.4 generally may make such arrangements in relation to the distribution of such specific assets as they think fit.”

BY ORDER OF THE BOARD

Jonathan Berger
Director

Dated: 27 August 2015

Registered Office:
16 Union Road
Cambridge
CB2 1HE

Notes:

1. On 19 February 2015, shareholders approved the de-merger of VSA Capital Limited from the Company, and a change of investing policy for the Company. Since then, the Directors have developed an investment strategy to use the Company as a “crowdfunding shell generator” and enlarge the shareholder base of target companies by distributing shares in the target company *in specie* to the Company’s shareholders. The first transaction, involving a participation in Groove Musical Experience Limited, has been successfully completed. The experience of this first transaction has shown that the Directors may require an element of discretion in the management of future similar transactions and the resulting distributions *in specie* of the shares in the target companies thereby acquired, in particular in cases where shareholders would become entitled only to a fraction of a share in the target company. The proposed amendment to the Company’s Articles would give the Directors the discretion to deal with such cases as they think in the best interests of the Company as a whole.
2. If you are a member of the Company entitled to attend the Annual General Meeting, 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. To be valid, a proxy form must be completed and signed, and sent or delivered to the Company’s registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, B63 3DA so as to be received by them no later than 11.00 am on Tuesday, 22 September 2015. 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 other authority under which a proxy form is signed (or a duly certified copy of that power or authority) must be included with the proxy form.
4. 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 your proxy.
5. 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 you may photocopy the proxy form. Please indicate the proxy holder’s name and the number of shares in relation to which they are authorised to act as your proxy, which, in aggregate, should not exceed the number of shares held by you. Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
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, the first named being the most senior.
7. The appointment of a proxy does not preclude you from attending and voting in person at the Annual General Meeting.
8. 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 at 6.00 pm on Tuesday, 22 September 2015 will be entitled to attend and vote at the Annual General Meeting.