



GENERAL MEETING

Notice is hereby given that a General Meeting of **MetaNRG PLC** (the '**Company**') is to be held on **Wednesday, 15th May 2019** at **3.00 pm** at the offices of City Group PLC, 1 Ely Place, London EC1N 6RY for the following purposes:

Special Business

Resolution 1

Ordinary Resolution

THAT the Directors be generally and unconditionally authorised, pursuant to and in accordance with section 551 of the Companies Act 2006, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into shares in the Company ('Rights') up to a maximum nominal amount of £60,000 (consisting of 600,000,000 ordinary shares of 0.01p each and representing 295% of the aggregate nominal amount of the issued ordinary share capital of the Company), provided that this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2019, save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offers or agreements as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

In the event that a larger issue of shares is recommended by the Directors in order to pursue an investment opportunity, the shareholders will be requested to approve such allotment at a general meeting.

Resolution 2

Special Resolution

THAT,

- (a) subject to the passing of Resolution 1 set out above, the Directors be empowered, pursuant to section 570 of the Companies Act 2006, to allot equity securities, within the meaning of section 560 of that Act, for cash pursuant to the authority conferred by Resolution 1, as if section 561(1) of that Act did not apply to any such allotment, provided that this power shall be limited to:
 - (i) the allotment of equity securities in connection with a rights issue; and
 - (ii) the allotment to any person or persons (otherwise than in connection with a rights issue) of equity securities up to an aggregate nominal amount of £60,000 (consisting of 600,000,000 ordinary shares of 0.01p each and representing 295% of the aggregate nominal amount of the issued ordinary share capital of the Company);
- (b) the power given by this resolution shall expire upon the expiry of the authority conferred by Resolution 1 set out above, save that the Directors shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offers or agreements as if the power conferred hereby had not expired; and

- (c) for the purposes of this resolution, 'rights issue' means a rights issue, open offer or other offer of equity securities open for acceptance for a period fixed by the Directors to holders of equity securities on the register on a fixed record date where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be practicable) to their respective holdings of such equity securities or in accordance with the rights attached thereto (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements or legal or practical problems under the laws of, or the requirements, of any recognised body or any stock exchange in, any territory or by virtue of shares being represented by depositary receipts or any other matter).

By order of the Board

City Group PLC,
Company Secretary

25th April 2019