

**BLenheim NATURAL RESOURCES PLC**  
**(formerly Coburg Group Plc)**

**NOTICE OF THE AGM**

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NOTICE IS HEREBY GIVEN THAT the ANNUAL GENERAL MEETING of the above-named company (the "Company") will be held at 4<sup>th</sup> Floor, 40 Queen Street, London EC4R 1DD at 12 noon on Friday 30 October 2015 for the transaction of the following business.

**Ordinary Business**

To consider and if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive the company's financial statements for the year ended 30 April 2015 together with the directors' report and the auditors' report on those accounts.
2. To re-elect Mark Parker as a director who retires by rotation.
3. To elect Christopher Ells as a director who retires by rotation.
4. To re-appoint PKF Littlejohn LLP as auditors of the company to hold office from the conclusion of the meeting to the conclusion of the next general meeting at which accounts are laid before the Company at a remuneration to be determined by the directors.

**Special Business**

To consider and if thought fit, to pass the following resolutions, of which resolutions 5 and 6 will be proposed as ordinary resolutions and resolutions 8 will be proposed as a special resolutions:

Ordinary Resolutions

5. That the redemption date of the £185,000 in nominal amount of convertible unsecured loan notes 2014 of the Company now in issue ("Existing Notes") be extended to 15 April 2017.
6. That the redemption date of the £90,000 in nominal amount of convertible unsecured loan notes 2015 of the Company now in issue ("Additional Notes") be extended to 15 April 2017
7. That the 727,909 issued Ordinary shares of £0.10 each in the capital of the Company and the placing of 315,000 Ordinary shares of £0.10 each to be issued prior to the AGM be subdivided into 104,290,900 Ordinary shares of £0.001 each.
- 8.1 That the directors be and they are generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot:
  - (i) up to 42,307,700 ordinary shares of £0.001p each in the Company ("Ordinary Shares") credited as fully paid which fall to be issued upon the conversion of the Existing Notes and the Additional Notes into Ordinary Shares, provided that this authority shall expire when all the Existing Notes and the Additional Notes have been converted into Ordinary Shares or redeemed; and
  - (ii) up to 104,290,900 Ordinary Shares for cash or other consideration provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution save that the directors may allot shares

and grant rights pursuant to an offer or agreement made by the Company on or before that date as if such authority had not expired.

- 8.2 The authorities conferred by paragraph 1 of this Resolution 8 are in substitution for all previous authorities conferred on the directors in accordance with Section 551 of the Companies Act 2006 but without prejudice to any allotment of Ordinary Shares already made or agreed to be made pursuant to such authorities.

#### Special Resolutions

9. That in accordance with Section 570 of the Companies Act 2006 ("Act") the directors be and they are generally empowered to allot equity securities (within the meaning of Section 560 of the Act) pursuant to:
- (i) the authority conferred by paragraph (i) of resolution 8 as if Section 561 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity the Convertible Loan Notes into shares and provided that this authority shall expire when all the Existing Notes and Additional Notes have been converted into shares or redeemed; and
  - (ii) the authorities conferred by paragraphs (ii) of resolution 8 as if Section 561 of the Act did not apply to any such allotment provided that the authority conferred by paragraph (ii) of resolution 8 shall expire on the date specified in that paragraph.

By order of the board



J Muir  
For Derringtons Limited  
Company Secretary

Registered Office:  
Unit 3 Harrington Way  
Warspite Road  
Woolwich  
London SE18 5NU

6 October 2015

## **BLenheim NATURAL RESOURCES PLC**

### **NOTES TO THE AGM NOTICE**

1. Holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend and vote at the Annual General Meeting. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and speak and vote on their behalf at the meeting. A shareholder can appoint the Chairman of the meeting or anyone else to be his/her proxy at the meeting. A proxy need not be a shareholder. More than one proxy can be appointed in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or shares held by that shareholder. To appoint more than one proxy, the Proxy Form should be photocopied and completed for each proxy holder and returned in the same envelope. The proxy holder's name should be written on the Proxy Form together with the number of shares in relation to which the proxy is authorised to act. All Proxy Forms must be signed and, to be effective, must be lodged with Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham Kent BR3 4ZF so as to arrive not later than 48 hours before the time of the meeting, or in the case of an adjournment 48 hours before the adjourned time.
2. The return of a completed Proxy Form or other such instrument will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
3. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
4. In Accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the register of members of the company at 6pm 48 hours prior to the time for which the Annual General Meeting is convened or, in the event that this meeting is adjourned, in the register of members as at 6pm. on the day two days before the day of any adjourned meeting shall be entitled to attend and vote at the meeting in respect of the number of Ordinary Shares registered in their names at that time. Changes to the entries on the register of members after the close of business two days prior to the date for which the Annual General Meeting is convened or, in the event that this meeting is adjourned, in the register of members after the close of business on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
5. 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).
6. In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the Company or an attorney for the Company.
7. Any power of attorney or other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.