

NOTICE OF GENERAL MEETING



Columbus Energy Resources plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with company number 05901339)

NOTICE IS HEREBY GIVEN that a General Meeting of Columbus Energy Resources plc (the "**Company**") is to be held at the offices of VSA Capital Limited, New Liverpool House, 15-17 Eldon Street, London EC2M 7LD at 11:00 am on Friday 2 November 2018 for the purpose of considering and, if thought fit, passing the resolution set out below (the "**Resolution**"). Expressions used in this Notice of General Meeting have the meanings given to them in the circular to shareholders of the Company dated 16 October 2018 (the "**Circular**") of which this Notice of General Meeting forms part (unless the context otherwise requires).

SPECIAL RESOLUTION

THAT the directors of the Company be and they are hereby generally empowered pursuant to section 570 of the Companies Act 2006 (the "**CA 2006**") to allot equity securities (as defined in section 560 of the CA 2006) for cash as if section 561(1) of the CA 2006 did not apply to such allotment pursuant to the general authority conferred on them by way of an ordinary resolution passed at the annual general meeting of the Company held on 13 July 2018 (as varied from time to time by the Company in a general meeting) provided that such power shall be limited to the allotment of 71,428,571 Ordinary Shares issued pursuant to such authority and shall expire on the date falling 6 months from the date of the passing of this special resolution unless such power is renewed or extended prior to, or at, a general meeting of the Company, and except that the Company may before expiry of any power contained in this special resolution make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired

By order of the Board:

Dated: 16 October 2018

Gordon Stein
Company Secretary

Registered office:
Suite 114
90 Long Acre
London
WC2E 9RA

NOTES

1. Only those members registered on the Company's register of members at close of business on Wednesday 31 October 2018 or, if the General Meeting is adjourned, at the close of business on the date which is 2 Business Days prior to the adjourned meeting, shall be entitled to attend and vote at the General Meeting.
2. 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 General Meeting and you should have received a proxy form with this Notice of General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. Details of how to appoint the Chairman of the General 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 General Meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. 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 the same share. To appoint more than one proxy, you may photocopy the proxy form or request additional forms of proxy by calling Share Registrars on +44(0)1252 821390. Please indicate the proxy holder's name and the number of shares in relation to which he or she is 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 proxy forms must be signed and should be returned together in the same envelope. Failure to specify the number of shares to which each proxy appointment relates or specifying more shares than the number of shares held by you at the time set out in note 1 above may result in the proxy appointments being invalid.
5. 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 General Meeting.
6. The notes to the proxy form explain how to direct your proxy how to vote on the resolution or withhold his or her vote. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent or delivered to the Company's registrars, Share Registrars, in accordance with the reply paid details or by hand or courier only to Share Registrars, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or by email to voting@shareregistrars.uk.com; and
 - received by Share Registrars no later than 48 hours prior to the time set for the start of the General Meeting (not taking into account any part of a day that is not a business day).
7. 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.
8. In each case the proxy appointment must be received not less than 48 hours (not taking into account any part of a day that is not a business day) before the time for the holding of the General Meeting or adjourned meeting together (except in the case of appointments made electronically) with any authority (or notarially certified copy of such authority) under which it is signed.
9. 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. Where you have appointed a proxy and would like to change the instructions, please contact Share Registrars, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which was last deposited or received, it may treat all proxy forms received from you as being invalid. Note that the cut-off time 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.
11. 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 Share Registrars, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR. 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.
12. The revocation notice must be received by Share Registrars not less than two hours before the time for holding the General Meeting or adjourned meeting.
13. 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.
14. Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.
15. 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.