

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR
IMMEDIATE ATTENTION.**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Heurston Group PLC

(Previously called 2Up Gaming Plc)

(Incorporated and registered in England and Wales under number 07501485)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of the Company to be held at 10am on 5th July 2016 at Cliftons, Level 1, 440 Collins Street, Melbourne VIC 3000, Australia is set out at the end of this circular.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received by 5.00pm (UK time) Friday 1st July 2016.

NOTE:

All times referred to in this document are Australian Eastern Standard Time unless otherwise stated.

Heurston Group PLC

(Incorporated and registered in England and Wales under number 07501485)

Registered Office:
6 New Street Square,
London EC4A 3LX
United Kingdom

7th June 2016

Notice of Annual General Meeting

Dear Shareholder,

I am pleased to be writing to you with details of our Annual General Meeting (“AGM”) which we are holding at 10am on 5th July 2016 at Cliftons, Level 1, 440 Collins Street, Melbourne VIC 3000. The formal notice of Annual General Meeting is set out on Page 5 of this document.

If you would like to vote on the resolutions but cannot come to the AGM, please fill in the proxy form sent to you with this notice and return it to our registrars as soon as possible. Alternatively, you may appoint a proxy electronically, if you hold your shares in CREST, through the CREST system. The registrars must receive your proxy appointment by 5.00pm (UK time) on 1st July 2016

Business of the meeting

Explanatory notes on all the business to be considered at this year’s AGM appear on pages 7 to 10 of this document.

Recommendation – IMPORTANT-

The Board considers that resolutions 1-9 being put to the meeting are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them in respect of their own beneficial holdings and unanimously recommends that you do so as well.

You will see that in addition to Resolutions 1- 9 there is a members requested resolution number 10.

With regard to this resolution number 10, seeking approval for the appointment of Mr. Grant Booker as Director, we do **NOT** consider this to be in the best interest of the Company and its shareholders and so the Directors **WILL NOT** be voting in favour in respect of their own beneficial holdings and **unanimously recommends that you vote against it as well**

Change of Name

The name change has been prompted by issues concerning the market mis-interpretation of the business of the company as being solely focused on gaming when in fact the company is primarily focused on broader technology led activities. Further, being categorized under gaming has also caused problems securing international banking facilities and may negatively impact on the ultimate valuation of the company in the future. All new share certificates issued will be in the name of Heurston Group Plc but existing 2Up Gaming Plc certificates remain valid.

Capital Raising Initiatives

The Company continues to be actively engaged with a number of external parties to secure further equity funds in order to finance the continued growth of the Company and this is covered under the authority approved at last year’s AGM, however with income now commencing imminently the need for further capital raising is diminishing. We may still need to raise capital for the purposes of acquisitions that are being considered currently or may arise in future.

Mission

The Mission Statement of Heurston Group Plc is:

” To create value for shareholders by investing in and developing promising and disruptive technologies”

Business Development

We are delighted to announce that your company is now generating revenue which we expect to rise rapidly over coming months. Importantly we expect to achieve the key milestone of breaking even within 3 months.

Since the last AGM, the Heurston Group has focused on getting the video streaming technology developed by our subsidiary company Streamark Ltd, to become commercially operational by completing the software development, and building infrastructure in the form of a worldwide network of servers. We confirm that this has been achieved and our technology is now a market leader in terms of the level of streaming capabilities and functionality. Our fully proprietary products are fully matured, and offer a complete end-to-end technology solution to any streaming services.

Our foundation customers, Zee Entertainment and ArkTV of Romania have both started to roll out their subscription based video streaming services worldwide. The group’s sales and marketing efforts now include a number of international agents. We are driving a rapid expansion of the marketing opportunities across all the core areas of business including live streaming, Subscription Video on Demand (SVOD), health and education services, and social media. Through all of our technology applications the Heurston Group will soon have access to a large network of consumers providing a significant media and advertising opportunity. In this context the Heurston Group will be able to track and analyze a consumer’s online behavior. This accurate profiling will determine what advertising is shown to which consumer. Moving forward Heurston Group’s income will come from a number of sources and will include, subscription revenue share, direct payment for content product, advertising and affiliate referral.

Strengthened management team

We are pleased to announce that we have strengthened the management of the group with the appointment of a new Chief Financial Officer, Mr Daniel O’Connell CA. Dan is working with us on a part time basis but has already made great strides in putting more stringent financial controls in place.

We have nominated that Dr Kiki Tanousis join the board. Should he be elected, he will bring valuable skills in strategy development, general management, innovation management and intellectual property protection to the company.

We have also undertaken internal reviews of our business strategies and our technologies using third party experts with high level knowledge of our markets and we are pleased to say that they have largely endorsed our business strategy and our technologies.

Share liquidity

Your Board of Directors are acutely aware of the desire for shareholders to have the ability to trade their shares and since the closing of the GXG exchange last year we have been reviewing a number of options in the context of where the most suitable market might be. We will continue looking into a listing of Heurston Group on a suitable public exchange and will keep shareholders informed on progress in this matter. In the meantime, we are proposing to have the shares listed on a share auction site in the UK that will provide a regular opportunity for shareholders to offer their shares for sale or to acquire more shares through an auction mechanism. This should provide the liquidity that shareholders are looking for in the interim, while we seek a re-quotations on a suitable stock exchange.

Directors to retire by rotation

The Company’s articles currently say that directors are not required to retire by rotation at the AGM (article 26). It

is open to the board to over-ride that to provide that at least one director shall stand for re-election each year and your board has decided that from the next AGM to be held in 2017, this will be the process. It would be preferable to enshrine this in the articles and the board intend to propose a special resolution at the next years AGM to amend them accordingly.

We are looking forward to an exciting year ahead which will see our team's hard work begin to deliver a positive financial performance. There will be forays in to new markets, as well as consolidation in our current markets. Structurally we are proposing to move the jurisdiction of Heurston Group Plc to Jersey in the Channel Islands the process for which will be communicated separately to all shareholders when appropriate.

We thank you for your continued support,

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'Marino Sussich', written in a cursive style.

Marino Sussich
Chairman

Heurston Group PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Heurston Group PLC (the "Company ") will be held at 10am on 5th July 2016 at Cliftons, Level 1, 440 Collins Street, Melbourne VIC 3000 to consider and, if thought fit, pass the resolutions below. Resolution 9 will be proposed as a special resolution. All other resolutions will be proposed as ordinary resolutions.

Ordinary Resolutions

1. The Board of Directors proposes to the Annual General Meeting of Shareholders to adopt and approve the minutes of the Annual General Meeting of Shareholders held on 02 July 2015 in London, as presented to the shareholders prior to the Meeting.
2. To receive, approve and adopt the Company's annual accounts for the financial year ended 30 June 2015, together with the directors' report and the auditors' report on those accounts.
3. To appoint Moore Stephens as auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid.
4. To authorise the directors to fix the remuneration of the auditors.
5. To retrospectively approve the issue of 2 million shares in March 2015 to Jem Holdings Pty Ltd for the purposes of capital funding.
6. To approve that the Directors continue to explore the possibility of applying for the admission to trading of the Company's ordinary shares on a regulated market, multilateral trading facility or other public stock exchange
7. To appoint, Dr. Kiki Tanousis who has consented to act, as a non- executive director of the Company.
8. To authorise the Directors to seek a relocation of the Company's jurisdiction to Jersey in Channel Islands

Special Resolution

9. THAT the Company be, and it is hereby, generally and unconditionally authorised for the purpose of sections 693 and 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of £0.10 each in the capital of the Company upon such terms and in such manner as the directors of the Company shall determine, provided that:

- 9.1 The maximum aggregate number of ordinary shares authorised to be purchased is 28,016,178;
- 9.2 The minimum price which may be paid for such ordinary shares is £0.10 per share (exclusive of expenses);
- 9.3 Unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company to be in held 2017, save that the Company may before the expiry of such authority make a contract to purchase which will or may be executed wholly or partly after the expiry of such authority and the Company may make a purchase of such shares after such expiry pursuant to such contract.

Requisitioned resolution

The following ordinary resolution has been requested by a shareholder:

10. To appoint Grant Booker, who has consented to act, as a director of the Company

Resolutions.
1st June 2016

By order of the Board

.....
Company Secretary
Heurston Group PLC.

Registered Office: 6 New Street Square, London EC4A 3LX United Kingdom
Registered in England and Wales No. 07501485

Notes

1. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol, BS99 6ZY on +44 (0)370 702 0003.
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol, BS99 6ZY or at www.investorcentre.co.uk/eproxy each case no later than 5.00pm (UK time) on 1st July 2016.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 7 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
4. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6pm (UK time) on 1st July 2016 (or, in the event of any adjournment, at 6pm on the date which is two working days before the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. As at 1st June 2016 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 297,058,444 ordinary shares of £0.10 each, carrying one vote each.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent ID3RA50 by 5.00pm (UK time) on 1st July 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
7. Mobile phones may not be used in the meeting hall, and cameras, tape or video recorders are not allowed in the

meeting hall.

8. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
9. A copy of this notice, and other information required by s.311A of the Companies Act 2006, can be found at www.heurstongroup.com.
10. Shareholders may not use any electronic address provided in either this notice of meeting or any related documents (including the chairman's letter and the proxy form) to communicate with the Company for any purposes other than those expressly stated.
11. Except as provided above, shareholders who have general queries about the General Meeting should use the following means of communication (no other methods of communication will be accepted): (i) by calling the Registrar's helpline on +44 (0)370 702 0000; or (ii) by writing to the Registrar, Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BS13 8AE

EXPLANATORY NOTES TO RESOLUTIONS

Resolutions 1 to 8 and 10 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolution 9 is proposed as a special resolution. This means that for the resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1 (approve minutes from Last AGM)

The directors of the Company must present to the meeting the minutes of the last AGM a copy of which is attached.

Resolution 2 (annual report and accounts)

The directors of the Company must present to the meeting the audited annual accounts and the directors' and auditors' report for the financial period ended 30 June 2015.

Resolutions 3 and 4 (appointment and remuneration of auditors)

The Directors wish to re-appoint Moore Stephens of London as auditors. The Company must appoint auditors at each general meeting at which accounts are presented to shareholders to hold office until the conclusion of the next such meeting.

Resolution 5 (retrospective approval of a share issue)

In March 2015, for the purposes of raising capital, 2 million shares were issued to Jem Holdings Pty Ltd each at par value (£0.10). It subsequently became clear that the board's authority to issue shares given at the 2014 AGM had expired a few weeks earlier on 31st December. The Board subsequently received authority to issue up to one hundred million new shares for capital raising a few months later at the next AGM on 2nd July 2015 and the board agreed to retrospectively apportion two million of these authorised shares to the earlier transaction with Jem Holdings Pty Ltd. Under advisement the board for good order has decided to seek formal retrospective approval of the issue of these two million shares.

Resolution 6 (Continue to seek an entry to an exchange)

Following the closure of the GXG Exchange, the Company's ordinary shares have not been traded on any regulated market or other trading venue. This resolution gives approval to the Directors to explore the possibility of applying for the Company's shares to be traded on another market. Shareholders should note that even if this resolution is passed, there is no guarantee that the Company's ordinary shares will become traded on a stock exchange – getting a listing is a process which is not fully in the control of the Company and the Directors may decide after evaluation that the company is better placed to operate as an unlisted entity. In addition, various external factors, such as the rules of the relevant stock exchange, the ability of the Company to raise funds through brokers and the costs of listing and on-going compliance as a listed company, will have an impact on the Company's ability to obtain that listing."

Resolution 7 (Appointment of Non-Executive Director)

Dr. Kiki Tanousis has consented to act as Non-Executive Director with effect from June 1st 2016 on terms to be agreed by the remuneration committee of the Board of the Company. He is a consultant in the development of innovative capability within organizations. Kiki brings experience in general management and business strategy as well as skills in due diligence, market entry strategy, innovation management and the management and protection of intellectual property. He has led a number of consulting projects which leverage off his strong business/ science background. He holds a BSc in Economics and a PhD in Immunology. His business career began while an undergraduate at the London School of Economics, when he started his London property firm. He has since had led a number of UK and Australian companies, most recently as Managing Director of a highly successful manufacturing company. In tandem with his business interests, he pursued a medical research career, topping his year at University College London, and gaining a PhD at the MRC - National Institute for Medical Research (London, UK), and holding a post-doctoral fellowship at the Imperial Cancer Research Fund, also in London.

Resolution 8 (Relocation of Jurisdiction)

After seeking appropriate advice, the company has considered and decided that it is in the best interests of the company to move its jurisdiction to Jersey in the Channel Islands. Jersey is a tax efficient jurisdiction and it means that the company will be able to pay dividends to shareholders without tax having been paid in the UK. Shareholders who are tax resident in Australia will still be liable to pay tax in Australia but under our current structure, Heurston's dividends would have to be taxed in the UK and depending on the ownership of the shareholding, there was a strong likelihood that the shareholder would not be able to utilise the UK tax credits. Therefore, there was a strong likelihood of a shareholder having to pay tax twice on his dividends. Given that very little of Heurston Group's activities are in the UK, our current corporate structure was deemed to be inefficient. The change of jurisdiction of Heurston Group will occur via a script for script rollover. Our tax advice is that this exercise will not have any tax implications for shareholders and a shareholder's economic interest in the business also does not change. This means that if you currently own 1% of Heurston Group (UK), you will end up owning 1% of Heurston Group (Jersey).

Resolution 9 (Authority for market purchases of own shares)

Resolution 9 provides authority to make limited market purchases of the Company's ordinary shares. The authority is limited to a maximum aggregate number of 29,058,444 ordinary shares (representing approximately 10% of the issued share capital as at 1st June 2016 (being the latest practicable date prior to publication of this notice)) and sets out the minimum price that will be paid, exclusive of expenses. The authority conferred by this resolution will expire at the conclusion of the Company's next Annual General Meeting or 31 May 2017, whichever is the earlier.

The directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review. The directors would only purchase shares if, in their opinion, the expected effect would be to result in an increase in earnings per ordinary share and would benefit shareholders generally. The directors are making no recommendation as to whether shareholders should sell their shares in the Company.

The Company has no warrants in issue in relation to its shares and no options to subscribe for its shares outstanding, except as per 4.3

Requisitioned Resolution

Resolution 10 (Appointment of Director)

Notes provided by Mr Booker

Grant Booker is a senior shareholder in the Heurston Group and 15% owner of Streamark. Grant has invested over one million dollars in the business over past 4 years, he has extensive business experience and wishes to be the shareholder representative on the board. Grant is very frustrated by company's lack of communication with shareholders, the ongoing annual loss of money each year and the lack of revenue after 5 years of business operation. As an example in the last financial years accounts the company spent over \$1,544,732 Australian dollars on staff and contractor costs (\$29,706 each week) and still have no revenue to show for it. In his view, these losses must stop.

Notes from your Directors in relation to Resolution 10

The Directors do not support the appointment of Mr Booker to the Board as he has shown himself to be disruptive to the business and does not have the confidence of any of the Directors or the majority of the larger shareholders. He doesn't appear to understand the nature of Heurston's business. The group has developed an end to end streaming solution at a fraction of the cost of our competitors and which is regarded technically as a market leader. We are now commercially ready to benefit from all the hard work and time invested. In a technology based business one does not expect to make a profit in the development phase and as mentioned in the Chairman's letter enclosed, we expect to be breaking even in a matter of only a few months.

Mr Booker's comments regarding the costs of staff and contractors are deliberately provocative as his quoted figure actually covers the cost of 5 full time directors (Streamark Directors for 10 months), 4 close advisors, 8 employees and in addition he has included the cost of essential external local and international professional advisors (lawyers, accountants, auditor's, registrars, stock exchange fees etc) and when spread across all these professionals, the AUD\$29,702 a week represents good value.

COPY OF MINUTES FROM ANNUAL GENERAL MEETING JULY 2015

2UP Gaming PLC

(Incorporated and registered in England and Wales under number 07501485)

MINUTES OF ANNUAL GENERAL MEETING

- Meeting:** Held at 10am (Local Time) on 02 July 2015 at 10 Fitzroy Square, London W1T 6LQ England
- Present:** Chairman: Nigel Harrison
Director: Peter Lombardo (by Phone)
Company Secretary: Nigel Harrison
Also present: Paul Arathoon of Charles Russell Speechlys LLP
- Apologies:** Apologies were received from Mr M Sussich (Director), Mr Sorin (Director) and Ms J Gurr (Director) in relation to his Meeting.
- Shareholders:** Per attached Attendance Register.
- Quorum:** The Chairman confirmed that a quorum was present and the Meeting could proceed.
- Welcome:** The Chairman convened the meeting.
The Chairman explained that the voting procedure would be as follows:
- The 2014 Notice of Meeting had been sent to Shareholders and will not be read in its entirety;
 - Each Resolution heading per the Agenda would be read;
 - Each Resolution will be moved by the a Director;
 - The proxy numbers received in relation to each Resolution will be tabled;
 - Shareholders will be asked if there are any questions in relation to the Resolution; and
 - Each Resolution will be put to the vote, on a show of hands.
- The Chairman advised that with respect to proxies in favour of himself as Chairman, they will be voted in favour of the resolution.

The Chairman advised that proxies represented by 125,732,398 voting shares in the Company had been received and were available for inspection.

Notice of Meeting: The Chairman proposed that, if there were no objections, the Notice of Meeting be taken as read.

There were no objections received.

The following resolutions were passed by the members:

Resolution 1 - The Chairman moved the following resolution as an ordinary resolution:
To receive and Adopt

Annual Accounts: *To receive, approve and adopt the Company's annual accounts for the financial year ended 30 June 2014, together with the directors' report and the auditors' report on those accounts.*

The Chairman advised the Proxies had voted as follows:

For	124,732,398
Against	250,000
Votes Withheld	-
Discretion	750,000

There were no questions in relation to the Resolution.
The Resolution was carried by a sufficient majority.

Resolution 2 –
Adoption of AGM
Minutes

The Chairman moved the following resolution as Ordinary Resolution:

The Board of Directors proposes to the Annual General Meeting of Shareholders to adopt and approve the minutes of the Annual General Meeting of Shareholders held on 01 May 2014 in London, as presented to the shareholders prior to the Meeting.

The Chairman advised the Proxies had voted as follows:

For	124,422,955
Against	250,000
Votes Withheld	184,438
Discretion	750,000

There were no questions in relation to the Resolution.

The Resolution was carried by a sufficient majority.

**Resolution 3 –
Appointment of
Auditors**

The Chairman moved the following resolution as Ordinary Resolution:

To appoint M.V Anderson as auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid.

The Chairman advised the Proxies had voted as follows:

For	124,732,398
Against	-
Votes Withheld	250,000
Discretion	750,000

There were no questions in relation to the Resolution.

The Resolution was carried unanimously on a show of hands.

**Resolution 4 -
Auditors'
Remuneration:**

The Chairman moved the following resolution as an Ordinary Resolution:

To authorise the directors to fix the remuneration of the auditors.

The Chairman advised the Proxies had voted as follows:

For	124,732,398
Against	-
Votes Withheld	250,000
Discretion	750,000

There were no questions in relation to the Resolution.

The Resolution was carried unanimously on a show of hands.

**Resolution 5 -
Authority to Allot
Shares:**

The Chairman moved the following resolution as an Ordinary Resolution:

That with effect from the time of the passing of this resolution the directors be unconditionally authorised, pursuant to section 551, Companies Act 2006, to allot shares and to grant rights to subscribe for, or to convert any security into, shares in the company up to a maximum nominal amount of £10,000,000 per annum in accordance with the provisions of Article 67 of the articles of association of the company at any time or times during the period of five years from the date hereof (unless previously revoked by the Company) and at any time thereafter pursuant to any offer or agreement made by the company before the expiry of this authority. Such authority may include;

Equity securities (as defined in section 560(1) of the Companies Act 2006), up to an aggregate nominal amount of £3,000,000 in connection with an offer by way of a rights issue to:

Ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and

Holders of other equity securities, if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities, but subject to such exclusions and other arrangements as the directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and

And in each case the Company may, before expiry, make an offer or an agreement which would or might require shares to be allotted or rights to be granted after the authority has expired and the directors may allot shares or grant rights in pursuance of any such offer or agreement notwithstanding that this authority has expired; and

All previous authorities to allot shares or grant Rights, to the extent unused, shall be revoked except for an Agreement that was issued prior to the expiry of resolutions passed at the previous AGM, but not signed until the 22nd April 2015. The board seeks approval of an extension of the expired resolution to complete the Agreement which is conditional and allows for the issue of up to 115,000,000 shares at AUD\$0.25 per share. This allocation has not been included in the figures shown in resolution 5 in this notice.

The Chairman advised the Proxies had voted as follows:

For	124,715,731
Against	266,667
Votes Withheld	
Discretion	750,000

There were no questions in relation to the Resolution.

The Resolution was carried by a sufficient majority.

**Resolution 6 -
Delist from GXG
Exchange**

The Chairman moved the following as an Ordinary Resolution:

To approve the Company to voluntarily delist from the GXG First Quote exchange and seek an alternative market listing and further, if acceptable to such exchange, relocate the jurisdiction of the Company.

The Chairman advised the Proxies had voted as follows:

For	124,660,968
Against	-
Votes Withheld	321,430
Discretion	750,000

There were no questions in relation to the Resolution.

The Resolution was carried unanimously on a show of hands.

The Chairman moved the following as a Special Resolution that:

**Resolution 7 -
Dis-apply Pre-emption Rights:**

Subject to the passing of resolution 5 and the conditions therein, the directors of the Company shall have the power to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash under the authority conferred by resolution 5 as if section 561 of the Companies Act 2006 did not apply to the allotment and this power shall be limited to the allotment of equity securities (otherwise than under paragraph 5.1. of this resolution) up to an aggregate nominal amount of £10,000,000 per annum; and

This power shall expire when the authority given by resolution 4 is revoked or expires but the Company may before expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of that offer or agreement notwithstanding that the power has expired; and

This power applies in relation to a sale of treasury shares which constitutes an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if the words "under the authority conferred by resolution 5" were omitted from the introductory wording to resolution 7.1.

The Chairman advised the Proxies had voted as follows:

For	124,489,626
Against	266,667
Votes Withheld	226,105
Discretion	750,000

There were no questions in relation to the Resolution.

The Resolution was carried by a sufficient majority.

**Resolution 8 -
Purchase of Own
Shares**

The Chairman moved the following as a Special Resolution:

That the Company be, and it is hereby, generally and unconditionally authorised for the purpose of sections 693 and 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of £0.10 each in the capital of the Company upon such terms and in such manner as the directors of the Company shall determine, provided that:

the maximum aggregate number of ordinary shares authorised to be purchased is 27,228,783;

the minimum price which may be paid for such ordinary shares is £0.10 per share (exclusive of expenses);

Unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company to be in held or 31 May 2016, whichever is the earlier save that the Company may before the expiry of such authority make a contract to purchase which will or may be executed wholly or partly after the expiry of such authority and the Company may make a purchase of such shares after such expiry pursuant to such contract.

The Chairman advised the Proxies had voted as follows:

For	124,732,398
Against	266,667
Votes Withheld	25,000
Discretion	750,000

There were no questions in relation to the Resolution.

The Resolution was carried by a sufficient majority.

**Resolution 9 -
Issue of Share
options**

The Chairman moved the following as a Special Resolution;

That the Company issue 20,000,000 non-transferable Company Options to Marino Sussich, Chairman of the Company, or to an entity that he is a beneficiary of, on the terms set out in the Explanatory Notes to Resolutions

For	108,104,506
Against	347,024
Votes Withheld	16,530,868
Discretion	750,000

There were no questions in relation to the Resolution.
The Resolution was carried by a sufficient majority.

**Resolution 10 -
Issue of Share
options**

The Chairman moved the following as a Special Resolution:
That the Company issue 8,000,000 non-transferable Company Options to Peter Lombardo, Director of the Company, or to an entity that he is a beneficiary of, on the terms set out in the Explanatory Notes to Resolutions

For	117,326,540
Against	347,024
Votes Withheld	7,471,430
Discretion	750,000

There were no questions in relation to the Resolution.
The Resolution was carried by a sufficient majority.

**Resolution 11 -
Issue of Share
options**

The Chairman moved the following as a Special Resolution:
That the Company issue 12,000,000 non-transferable Company Options to Sorin M Pigulea, Director of the Company, or to an entity that he is a beneficiary of, on the terms set out in the Explanatory Notes to Resolutions

For	123,534,506
Against	1,167,024
Votes Withheld	280,868
Discretion	-

There were no questions in relation to the Resolution.
The Resolution was carried by a sufficient majority.

**Resolution 12 -
Issue of Share
options**

The Chairman moved the following as a Special Resolution:
That the Company issue 2,000,000 non-transferable Company Options to Jaqueline Gurr, Director of the Company, or to an entity that he is a beneficiary of, on the terms set out in the Explanatory Notes to Resolutions

For	123,604,506
Against	1,097,024
Votes Withheld	280,868
Discretion	-

There were no questions in relation to the Resolution.

The Resolution was carried by a sufficient majority.

There being no other business, the Chairman thanked members for their attendance and closed the meeting at 10.20am GMT.

**No resolutions presented to the meeting were rejected by the members.
There being no further business the meeting was adjourned.**

2nd July 2015

Nigel Harrison

Chairman of the Meeting.