

**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

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

NOTICE OF GENERAL MEETING

Notice of a GENERAL MEETING of the Company to be held at 9.00 am (Eastern European Standard Time) on 12th January 2017 at 52 Jean-Louis Calderon Str, Bucharest 020038, Romania is set out at the end of this circular.

Whether or not you propose to attend the 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 9.00 a.m Tuesday 10th January 2017.

NOTE:

All times referred to in this document are UK daylight savings time unless otherwise stated.

Heurston Group PLC

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

Registered Office:
5 Fleet Place,
London, EC4M 7RD
England

5th December 2016

Notice of General Meeting

Dear Shareholder,

I am writing to you with details of a General Meeting (“GM”) which we are holding at 9.00 am (Eastern European Standard Time) on 12th January 2017 at 52 Jean-Louis Calderon Str, Bucharest 020038, Romania at the specific request of a shareholder as permitted under the Companies Act 2006 and the articles of the Company. The formal notice of General Meeting is set out on Page 4 of this document.

If you would like to vote on the resolutions but cannot come to the GM, 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 9.00 a.m on 10th January 2017.

Business of the meeting

The GM was called at considerable expense to the Company by Mr Grant Booker as representative of more than 5% of the issued share capital to ask specific questions of your board. The Board had provided substantive and appropriate written answers that addressed all the concerns raised in the questions put forward, but Mr. Booker felt that the matters in question should be raised in a public forum through a general meeting. The requisition received by the Company from Mr Booker did not include any resolution to be put to shareholders at the GM but did ask certain questions of the board.

At the Meeting the following issues raised by Mr Booker will therefore be addressed:

- **Company’s forward income projections and financial position**
- **Issue of shares in lieu of Directors’ past unpaid provision of services**
- **Liquidity of the shares**
- **Capital raising**

The Company is also taking the opportunity to put a number of resolutions to shareholders given it is required to hold the General Meeting. These resolutions will be put to shareholders after the discussion of the issues raised by Mr Booker. Explanatory notes on the resolutions to be considered at this the GM appear on page 6 of this document.

General Update

We are delighted to announce that your company continues to generate revenue which we expect to continue to rise over coming months.

Since the last AGM, the Heurston Group has focused developing the many licensing opportunities that the group has opened up having got the video streaming technology developed by our subsidiary company Streamark Ltd, to be commercially operational as the market leader in terms of the level of streaming capabilities and functionality.

ArkTV in Europe and Quickflix in Australia are both starting to roll out using our video streaming services. The group's sales and marketing efforts continue to be supported by several international agents who are beginning to make significant headway. 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 significant media and advertising opportunities. As presented at the last AGM, moving forward Heurston Group's income will come from a number of sources and will include, subscription revenue share, direct payments for content product, advertising and affiliate referrals.

Share liquidity

We continue to look into a listing of Heurston Group on a suitable public exchange and will keep shareholders informed on progress in this matter. We previously stated that we were proposing to have the shares listed on a share auction site in the UK, This has been delayed due to concerns over the relatively high transaction costs for smaller shareholders. The board is continuing to seek a solution.

We are very pleased with the progress and peer recognition of the quality of service provided by the group and we are now seeing our team's hard work deliver a more positive financial performance with forays into new markets, as well as consolidation in our current markets.

We thank you for your continued support.

Yours sincerely,



Marino Sussich
Chairman

Heurston Group PLC

NOTICE OF GENERAL MEETING

Notice is hereby given that an GENERAL MEETING of the Company will be held at 9.00 am on 12th January 2017 at 52 Jean-Louis Calderon Str, Bucharest 020038, Romania to consider and, if thought fit, pass the resolutions below. Resolution x 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 General Meeting of Shareholders to adopt and approve the minutes of the Annual General Meeting of Shareholders held on 05 July 2016 in Melbourne, as presented to the shareholders prior to the Meeting.

Special Resolution

2. The Board proposes to amend the articles of the company as follows:

78A Shareholders lien over partly paid shares

- 78A.1 A shareholder, being a transferor of Shares, shall have an equitable lien (“Shareholder’s Lien”) over every Share transferred by means of an instrument of transfer in accordance with Article 92, for the amount unpaid (if any) by the transferee for those transferred Shares.
- 78A.2 The Company’s lien over a Share takes priority at all times over any Shareholder’s Lien.
- 78A.3 The Directors may refuse to register a transfer of Shares if the Shares are subject to a Shareholder’s Lien
- 78A.4 If a transferee of Shares whose Shares are subject to a Shareholder’s Lien has their name entered in the register of Members as Holder of them, then the directors may retain any dividend or other money otherwise payable on or in respect of these Shares, until the directors receive such evidence as they may reasonably require that the Shares have been paid for in full by the transferee. The Holder of such Shares is not able to vote at a general meeting until these Shares are paid in full by the transferee to the transferor.

8th December 2016

By order of the Board


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Company Secretary
Heurston Group PLC.

Registered Office: 5 Fleet Place, London, EC4M 7RD, England
Registered in England and Wales No. 07501485

EXPLANATORY NOTES TO RESOLUTIONS

Resolution 1 is proposed as ordinary resolutions. This means that for this resolution to be passed, more than half of the votes cast must be in favour of the resolution. Resolution 2 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 the 2016 AGM)

The directors of the Company present to the meeting the minutes of the last AGM held on 5th July 2016, a copy of which is attached. This vote is advisory only.

Resolution 2 (Shareholders lien over partly paid shares)

The board are aware of additional risks for shareholders trading shares off market and have endeavored to provide some additional security for the transferors with the proposed amendments to the Articles.

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 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 SLC Registrars 42-50 Hersham Road, Walton-On-Thames, Surrey, England KT12 1RZ on +44 (0)1903 706 150 or by email to slc@davidvenus.com
2. To be valid any proxy form or other instrument appointing a proxy must be received by post SLC Registrars 42-50 Hersham Road, Walton-On-Thames, Surrey, England KT12 1RZ (during normal business hours only) by hand at each case no later than 9.00 a.m. on 10th January 2017.
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 General Meeting and voting in person if he/she wishes to do so.
4. To be entitled to attend and vote at the 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 5.00 p.m. on 10th January 2017 (London Time) (or, in the event of any adjournment, at 5pm 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 8th December 2016 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 317,401,261 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 9.00 a.m. on 10th January 2017 . 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. 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.
10. 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)1903 706 150; or (ii) by writing to the Registrar, SLC Registrars 42-50 Hersham Road, Walton-On-Thames, Surrey, England KT12 1RZ (iii) by email to slc@davidvenus.com

COPY OF MINUTES FROM ANNUAL GENERAL MEETING 5th JULY 2016

Heurston Group PLC

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

MINUTES OF ANNUAL GENERAL MEETING

- Meeting:** Held at 10am (Local Time) on 5th July 2016 at Cliftons, Level 1, 440 Collins Street, Melbourne VIC 3000
- Present:** Chairman: Nigel Harrison
Director: Peter Lombardo
Company Secretary: Nigel Harrison
- Apologies:** Apologies were received from Mr M Sussich (Director) and Mr Piulea (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 he had been asked by the board to Chair the meeting and he called for any objections. There being non, he proceeded:

The Chairman explained that the voting procedure would be as follows:
- The 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;
 - 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 by Poll.
- 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 189,823,968 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 -
Adoption of AGM
Minutes**

The Chairman moved the following resolution as an 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 05 July 2017 in Melbourne, as presented to the shareholders prior to the Meeting

The Chairman advised the Proxies had voted as follows:

For	197,335,079
Against	9,102,044
Votes Withheld	5,980
Discretion	0

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

**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	197,278,558
Against	9,164,544
Votes Withheld	0
Discretion	0

There were no questions in relation to the Resolution.
The Resolution was carried unanimously on a show of hands.

**Resolution 5 -
Retrospectively approve
allotment of Shares:**

The Chairman moved the following resolution as an Ordinary Resolution:

To retrospectively approve the issue of 2 million shares in March 2015 to Jem Holdings Pty Ltd for the purposes of capital funding.

The Chairman advised the Proxies had voted as follows:

For	165,455,428
Against	39,823,375
Votes Withheld	1,164,300
Discretion	0

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

**Resolution 6 -
Explore listing on an
Exchange**

The Chairman moved the following as an Ordinary Resolution:

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.

The Chairman advised the Proxies had voted as follows:

For	183,646,367
Against	22,978,736
Votes Withheld	0
Discretion	0

There were no questions in relation to the Resolution.
The Resolution was carried unanimously on a show of hands.

**Resolution 7 -
Appoint Non-
Executive Director:**

The Chairman moved the following as a Special Resolution that:

To appoint, Dr. Kiki Tanousis who has consented to act, as a non- executive director of the Company.

The Chairman advised the Proxies had voted as follows:

For	166,970,728
Against	39,448,375
Votes Withheld	24,000
Discretion	0

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

**Resolution 8 -
Seek relocation of
Jurisdiction.**

The Chairman moved the following as a ordinary Resolution:

To authorise the Directors to seek a relocation of the Company's jurisdiction to Jersey in Channel Islands

The Chairman advised the Proxies had voted as follows:

For	159,555,480
Against	46,710,200
Votes Withheld	177, 423
Discretion	0

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

**Resolution 9 -
On Market Share
purchases**

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:

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.

For	159,692,603
Against	46,686,200
Votes Withheld	64,300
Discretion	0

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

The following resolution was not passed by the members:

**Resolution 10 -
Appoint Non-
Executive Director**

The Chairman moved the following as a ordinary Resolution:

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

For	47,427,980
Against	158,875,838
Votes Withheld	139,285
Discretion	0

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

The meeting was thrown open to questions from the floor following which there being no further business the meeting was adjourned.

Nigel Harrison

Chairman of the Meeting.