

PART VI - NOTICE OF GENERAL MEETING



Longboat Energy plc

(Incorporated and registered in England and Wales with registered number 12021297)

NOTICE IS HEREBY GIVEN that a general meeting of Longboat Energy plc (the "**Company**") will be held at the offices of Stifel Nicolaus Europe Limited, 150 Cheapside, London, EC2V 6ET at 11.00 a.m. on 28 June 2021 for the following purposes.

The Board considers that each of the resolutions are in the best interests of the Company and its shareholders as a whole and recommends that you vote in favour of each of the resolutions. Resolutions 1 and 2 will be proposed as ordinary resolutions and resolution 3 will be proposed as a special resolution.

In each of the resolutions below and the notes to this notice of general meeting, terms defined in the AIM admission document published by the Company dated 10 June 2021 ("**Admission Document**"), of which this notice of general meeting forms part, shall have the same meanings.

Ordinary Resolutions

1. That the Farm-ins be approved as a reverse-takeover in accordance with the requirements of Rule 14 of the AIM Rules for Companies.
2. That, subject to and conditional on the passing of resolution 1, the Directors be and they are authorised generally and unconditionally, in addition to all subsisting authorities, pursuant to and in accordance with section 551 of the Companies Act 2006 (the "**CA 2006**"), to exercise all the powers of the Company to allot equity securities (as defined in section 560 of the CA 2006) and to grant rights to subscribe for or convert any security into shares in the Company and to list such shares or rights on any stock exchange up to an aggregate nominal amount of £4,666,667 pursuant to the Fundraising, and such authorities shall expire at close of business on 31 August 2021 (unless previously revoked or varied by the Company in general meeting) save that the Company may, in each case, before such expiry make an offer or enter into agreements which would, or might, require equity securities to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot equity securities or grant rights to subscribe for or convert securities into shares in pursuance of any such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Special Resolution

3. That, subject to and conditional on the passing of resolution 2 above, statutory pre-emption rights are disapplied in respect of the new Ordinary Shares to be issued pursuant to the Fundraising, in an aggregate nominal amount of £4,666,667 and the Directors be and they are hereby empowered pursuant to sections 570 and 573 of the CA 2006 to allot equity securities (as defined in section 560 of the CA 2006) for cash pursuant to the authority conferred by resolution 2 above as if section 561(1) of the CA 2006 did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £4,666,667 pursuant to the Fundraising and shall expire at close of business on 31 August 2021 (unless previously revoked or varied by the Company in a general meeting), save that the Company may, in each case, before such expiry, make an offer or enter into agreements which would, or might, require equity securities to be allotted or rights to subscribe for or convert securities into shares to be granted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities or grant rights to subscribe for or convert securities into shares (and sell treasury shares) in pursuance of any such offer or agreement notwithstanding that the authority conferred by this resolution has not

expired.

BY ORDER OF THE BOARD
Julian Galloway Money Riddick
Change Company Secretary
10 June 2021

Registered Office:
5th Floor One New
London
EC4M 9AF

EXPLANATORY NOTES

1. Whilst a member who is unable to be present at the General Meeting is entitled to appoint one or more proxies to exercise all or any of his/ her rights to attend, speak and vote on his/ her behalf in light of the current prohibition on attendance at public gatherings, members are strongly encouraged to appoint the chair of the meeting as proxy rather than a named person. The General Meeting will be attended only by the chair of the meeting and the Company Secretary in order to form a quorum and facilitate the administration of the General Meeting.
2. In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other registered holders of the share. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company.
3. In the case of an individual, the proxy form must be signed by the appointer or by his attorney duly authorised in writing. In the case of a corporation this proxy must be under its common seal or executed in the manner permitted by section 44 of the CA 2006 or under the hand of an officer or attorney duly authorised in writing. To be valid, a form of proxy (together with any power of attorney or other authority under which it is executed or a notarially certified or board approved copy of such power or other authority) must be completed in accordance with the notes on the enclosed form and should arrive at the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA no later than 11.00 a.m. on 24 June 2021 or not less than 48 hours (excluding non-business days) before the time appointed for any adjourned General Meeting. Alternatively, a member may appoint a proxy online by going to www.sharevote.co.uk and following the instructions provided. Members will need their Voting ID, Task ID and shareholder Reference Number which can be found on the enclosed proxy form. Alternatively, if you have already registered with Equiniti's online portfolio service, Shareview, you can submit your Form of Proxy at www.shareview.co.uk. To be a valid proxy appointment, the member's electronic message confirming the details of the appointment completed in accordance with those instructions must be transmitted so as to be received by the same time and date.
4. If a member appoints a proxy, the proxy will be entitled to vote on the shareholder's behalf at the General Meeting and at any adjournment of that meeting. The appointed proxy, noting that no named person other than the chair of the meeting will be able to attend, will use his/her discretion as to how to vote on any resolution which the shareholder has not given specific instructions and on any other business transacted at the meeting.
5. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting to be held on 28 June 2021 and any adjournment(s) thereof 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 should refer to their CREST sponsor or voting service provider, 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 instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or 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 (ID RA19) by the latest time(s) for receipt of proxy appointments specified in this notice of meeting. 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 a proxy appointed through CREST should be communicated to the appointee by 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 takes) 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 service 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. Only those members entered on the register of members of the Company not later than the close of business on 24 June 2021 (or, if the General Meeting is adjourned, members entered on the register of members of the Company not later than 48 hours before the time fixed for the adjourned General Meeting) shall be entitled to vote at the General Meeting in respect of the number of shares registered in their name at that time. Changes to the entries on the register of members of the Company after that time shall be disregarded in determining the rights of any person to vote at the General Meeting.