

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt about the contents of this document or about the action you should take you should consult immediately your solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000, or if you are in a country outside the United Kingdom, another appropriately authorised independent financial adviser. If you have sold or transferred all of your ordinary shares in Eridge Capital Limited (the “**Company**”), please send this document, together with the accompanying form of proxy, to the purchaser or transferee, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

ERIDGE CAPITAL LIMITED

(Incorporated in Jersey with Registered Number 105517)

Notice of Annual General Meeting

Notice of an Annual General Meeting of the Company to be held at Jeffreys Henry LLP, Finsgate, 5-7 Cranwood Street, London EC1V 9EE on 5 February 2018 at 11:00am is set out at the end of this document.

Holders of ordinary shares in the Company (“**Shareholders**”) are requested to complete and return the enclosed form of proxy to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR by 1 February 2018 at 11:00am whether or not they propose to be present at the Annual General Meeting.

LETTER FROM THE CHAIRMAN

ERIDGE CAPITAL LIMITED

(Incorporated in Jersey with registration number 105517)

Directors:

Nicholas Lee
Matthew Ben Turney

Registered office:

44 Esplanade
St. Helier
Jersey JE4 9WG
Channel Islands

5 January 2018

NOTICE OF ANNUAL GENERAL MEETING

To Shareholders and, for information purposes only, the holders of warrants over certain ordinary shares in the capital of the Company

Dear Shareholder

1. INTRODUCTION

The board of directors of the Company (the “**Board**”) would like to take this opportunity to provide you with notice of the 2017 annual general meeting of the Company (the “**AGM**”).

The AGM will be held at Jeffreys Henry LLP, Finsgate, 5-7 Cranwood Street, London EC1V 9EE on 5 February 2018 at 11:00am.

Shareholders of the Company are invited to attend and vote at the AGM.

2. MIGRATION UPDATE

Following the successful conclusion of discussions with the Jersey Financial Services Commission and the passing of all resolutions at the extraordinary general meeting of the Company which was held on 28 September 2017, the Company is in the process of migrating to the British Virgin Islands.

3. RESOLUTIONS

The resolutions to be proposed at the AGM are set out in full in the notice of the AGM (the “**Notice**”) attached to this document.

The ordinary business to be proposed at the AGM is to:

1. elect Nicholas Lee, who will retire as a director of the Company (the “**Director**”) pursuant to article 7.9 of the articles of association of the Company (the “**Articles**”) who, being eligible, offers himself for re-election and whose re-election has been recommended by the Board;
2. elect Matthew Ben Turney, who will retire as a Director pursuant to article 7.3 of the Articles who, being eligible, offers himself for re-election and whose re-election has been recommended by the Board;

3. elect Gary Bullivant, who has been nominated pursuant to article 7.6(b) of the Articles and who consents to act as a Director;
4. receive and consider the balance sheet, profit and loss account and reports of the directors and auditors for the financial year ended 31 December 2016; and
5. re-appoint Jeffrey's Henry LLP as auditor of the Company to hold office until the conclusion of the next annual general meeting.

The ordinary business requires the approval of a simple majority (over 50%) of the votes cast by Shareholders in attendance at the AGM (whether in person or by proxy) to be validly passed.

4. ACTION TO BE TAKEN

Pursuant to article 5.7 of the Articles, the Board have determined that persons entitled to receive notices of meetings are only those Shareholders registered in the Register of Members of the Company as at 1 January 2018 at 5:30 pm, being close of business on the day that is four (4) days before the day that the notice of the meeting is being sent.

Pursuant to article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, only Shareholders registered in the Register of Members of the Company on 1 February 2018 at 5.30 p.m., being close of business on the day that is two days (excluding non-business days) before the AGM, shall be entitled to attend or vote at the AGM in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the AGM.

A form of proxy is enclosed for use by Shareholders at the AGM. If you are a Shareholder, you are requested to complete, sign and return the form of proxy, whether or not you intend to be present at the meeting, and return it to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR by no later than 1 February 2018 at 11:00am. The completion and return of a form of proxy will not prevent you from attending the meeting and voting in person should you subsequently wish to do so.

To attend and vote at the AGM, please send an email to proxies@shareregistrars.uk.com no later than 1 February 2018 at 11:00am.

Alternatively, a proxy form may be delivered electronically by sending a scanned PDF version of the original by email to proxies@shareregistrars.uk.com no later than 1 February 2018 at 11:00am. Once again, please see the conditions attaching to the appointment of a proxy for the time of such delivery.

5. RECOMMENDATION

The Directors consider that Resolution 1, Resolution 2, Resolution 4 and Resolution 5 are in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Directors (other than Nicholas Lee in respect of Resolution 1 and Matthew Ben Turney in respect of Resolution 2 in the Notice which concerns their own reappointments as Directors) unanimously recommend that you vote in favour of Resolution 1, Resolution 2, Resolution 4 and Resolution 5 being proposed at the AGM, as they intend to do or procure to be done in respect of their own and their connected persons' beneficial holding.

The Directors are not recommending that you vote in favour of Resolution 3.

Yours faithfully

Nicholas Lee
Director

Eridge Capital Limited

Registered company no 105517

(the Company)

Notice of annual general meeting

Notice is hereby given that the annual general meeting of the Company will be held at Jeffreys Henry LLP, Finsgate, 5-7 Cranwood Street, London EC1V 9EE on 5 February 2018 at 11:00am to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:

Ordinary business

Election of directors

- 1 To elect Nicholas Lee, who will retire as a director of the Company pursuant to article 7.9 of the articles of association of the Company who, being eligible, offers himself for re-election and whose re-election has been recommended by the board of directors of the Company.
- 2 To elect Matthew Ben Turney, who will retire as a director of the Company pursuant to article 7.3 of the articles of association of the Company who, being eligible, offers himself for re-election and whose re-election has been recommended by the board of directors of the Company.
- 3 To elect Gary Bullivant, who has been nominated pursuant to article 7.6(b) of the articles of association of the Company and who consents to act as a director.

Accounts

- 4 To receive and consider the balance sheet, profit and loss account and reports of the directors and auditors for the financial year ended 31 December 2016.

Election of auditors

- 5 To re-appoint Jeffreys Henry LLP as auditor of the Company to hold office until the conclusion of the next annual general meeting.

Dated 5 January 2018

By order of the board of directors of the Company,

.....

Nicholas Lee
Director

Proxies

A member entitled to attend and vote at the meeting may appoint a proxy or proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.

A blank proxy form is attached. Please consider carefully the conditions attaching to appointment of a proxy.

Proxy forms in hard copy must be delivered to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR. Please see the conditions attaching to the appointment of a proxy for the time of such delivery.

Alternatively, a proxy form may be delivered electronically by sending a scanned PDF version of the original by email to proxies@shareregistrars.uk.com. Once again, please see the conditions attaching to the appointment of a proxy for the time of such delivery.

Eridge Capital Limited

Registered company no 105517

(the Company)

Proxy form

I/We¹

of

being a member/members of the Company and the holder/holders of

..... (number and class of shares)²

appoint as my/our proxy³

.....
or in his/her absence⁴

.....

at the annual general meeting of the Company to be held at Jeffreys Henry LLP, Finsgate, 5-7 Cranwood Street, London EC1V 9EE on 5 February 2018 at 11:00am and at any adjournment of that meeting.

If the chairperson is appointed as proxy, the following is a statement of the chairperson's voting intentions in relation to undirected proxies:

The chairperson intends to vote in favour of the following resolutions proposed at the Company's 2017 annual general meeting:

Resolution 1, Resolution 2, Resolution 4 and Resolution 5.

¹Full name(s) and address(es) (as appearing in the Company's register of members) to be inserted in BLOCK LETTERS. In the case of joint holdings, the names of all holders (as appearing in the Company's register of members) must be inserted.

²If multiple proxies are to be appointed, insert the number of your shares in respect of which a proxy is to be appointed and complete multiple forms as necessary duplicates of which can be obtained from the Company.

³Insert name and address of the desired proxy in the spaces provided. If you wish to appoint the chairperson, write "The chairperson" without inserting an address.

⁴If desired, insert name and address of an alternate proxy, should the initial appointee be unable to attend the meeting.

The chairperson intends to vote against Resolution 3 proposed at the Company's 2017 annual general meeting:

Please indicate with a tick mark in the spaces opposite to each resolution how you wish the proxy to vote on your behalf. In the absence of any such indication, the proxy may vote for or against the resolutions or may abstain at his/her discretion.

Resolutions	For	Against	Abstain
1 That Nicholas Lee be re-elected as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 That Matthew Ben Turney be re-elected as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 That Gary Bullivant be elected as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 That the balance sheet, profit and loss account and reports of the directors and auditors for the financial year ended 31 December 2016 be received and considered	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 That Jeffreys Henry LLP be re-elected as auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated 2018

.....
Signature of shareholder

.....
Signature of joint-shareholder, if any

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

Proxy instructions

What happens if you do not follow these instructions?

- 1 If you do not follow these instructions, any instrument you make appointing a proxy may be invalid.

Eligible members

- 2 If you are a member entitled to attend and vote at this meeting of the Company, you may appoint a proxy or proxies to vote on your behalf.
- 3 A proxy need not be a member of the Company.

If you complete a proxy form, can you still attend and vote at the meeting?

- 4 Completion of a proxy form does not preclude a member from subsequently attending and voting at the meeting in person if he or she so wishes.

Multiple proxies

- 5 If you are a member entitled to cast two or more votes at the meeting, you may appoint two or more proxies and may specify the proportion of votes each proxy is appointed to exercise. If no proportion or number is specified, only the first form received by the Company will be accepted or, if all forms are received at the same time, the chairperson of the meeting may decide at his sole discretion which form to accept.

Joint shareholders

- 6 In the case of jointly held shares, if more than one joint holder purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. For this purpose, seniority will be determined by the order in which the names of the joint holders appear in the register of members (the first-named being the most senior).

How to appoint a proxy

- 7 If you are an eligible member and a natural person, the appointment of your proxy must be in writing and signed by you or your authorised attorney.
- 8 If you are an eligible member and a corporation, the appointment of your proxy must be in writing and executed in any of the following ways: (i) under the corporation's common seal; (ii) not under the corporation's common seal but otherwise in accordance with its articles of association or constitution; or (iii) under the hand of the corporation's authorised attorney.
- 9 Despite paragraphs 6 and 7, the Company will accept an electronic record of your proxy if:
 - (a) the original is in writing and signed in one of the ways referred to in those paragraphs; and

- (b) the Company permits receipt of electronic records by giving an electronic address for that purpose.

Delivery of proxy form to Company

10 For an appointment of a proxy to be effective, the following documents must be received by the Company at least 48 hours* before the time for the holding of the meeting or adjourned meeting at which the proxy proposes to vote:

- (a) the proxy form;
- (b) if the proxy form is executed by a corporation otherwise than under its common seal - an extract of its articles of association or constitution that evidences that it may be duly executed in that way; and
- (c) if the proxy form is signed by your attorney - the authority under which it was signed or a certified copy of the authority.

*In calculating the period of time mentioned in this paragraph 9, no account shall be taken of any part of a day that is not a “working day”, a “working day” being a weekday only and not a Saturday, Sunday or public holiday.

11 Those documents may be delivered in either of the following ways:

- (a) In the case of hard-copy documents - they must be left at or sent by post to the Company's registered office or the other place, if any, specified by the Company for the purpose of the meeting.
- (b) In the case of documents comprised in an electronic record - they must be sent to an address specified by the Company for the purpose of receiving electronic records.

12 If a poll is to take place **within** 48 hours after it has been demanded then, in addition to the ways specified in the preceding paragraph, the documents may be delivered to the chairperson or to the Company secretary or to any director at the meeting at which the poll was demanded.