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If you have sold or transferred all of your ordinary shares of no par value in the capital of Andalus Energy and Power Plc, please send this document, together with the accompanying Form of Proxy, immediately to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. However, this document should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of relevant laws. If you have sold or transferred part only of your holding of existing ordinary shares, you are advised to consult your stockbroker, bank or other agent through whom the sale or transfer was effected.

ANDALAS ENERGY AND POWER PLC

(Incorporated and registered in the Isle of Man with registered number 010493V)

Notice of Annual General Meeting

Notice of the Annual General Meeting of Andalus Energy and Power Plc (the "**Company**") to be held at IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP on 3 August 2018 at 10:00 am is set out at the end of this document.

The Form of Proxy for use at the Annual General Meeting accompanies this document and, to be valid, should be completed and returned in accordance with the instructions set out therein as soon as possible but, in any event, so as to reach the Company's Registrars, FIM Capital Limited, IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP by no later than 10:00 on 1 August 2018 being 48 hours before the time appointed for the holding of the meeting. Completion and return of a Form of Proxy will not prevent a shareholder from attending the meeting and voting in person if he or she so wishes.

Expected Timetable of Principal Events

- | | |
|---|---------------------------|
| • Latest time and date for receipt of Form of Proxy | 10:00 am on 1 August 2018 |
| • Annual General Meeting | 10:00 am on 3 August 2018 |
| • Record Date for Share Consolidation | 23:59 pm on 9 August 2018 |
| • Share Consolidation effective | 8:00 am on 10 August 2018 |

Andalus Energy and Power Plc

(Incorporated and registered in the Isle of Man with registered number 010493V)

Directors:

Simon Gorringe (Chief Executive)
Dan Jorgensen (Finance Director)
Ross Warner (Legal and Commercial Director)
Robert Arnott (Non-Executive Chairman)
Graham Smith (Non-Executive Director)

Registered Office

Andalus Energy and Power Plc
IOMA House
Hope Street
Douglas
Isle of Man
IM1 1AP

11 July 2018

Dear Shareholder

Notice of Annual General Meeting

1. Annual General Meeting

A notice convening the Annual General Meeting to be held at IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP on 3 August 2018 at 10:00 am is set out at the end of this document (the "**Notice**"). At the Annual General Meeting the following resolutions will be proposed, of which Resolutions 1 to 5 (inclusive), 7 and 8 will be proposed as Ordinary Resolutions and Resolutions 6 and 9 will be proposed as Special Resolutions. The business to be considered in Resolutions 5 to 9 (inclusive) is special business.

As set out in the announcement on 11 July 2018, the Company has conditionally raised £1,000,000 through a placing of shares (the "**Placing**"). In connection with the Placing, the directors will allot 2,000,000,000 existing ordinary shares of no par value at a price of £0.0002 per share (the "**First Tranche**"), under the existing authority of the directors to exercise all powers of the Company to allot shares in the capital of the Company. In order to complete the Placing, the directors intend to allot a further 3,000,000,000 ordinary shares of no par value at a price of £0.0002 per share (the "**Second Tranche**"), subject to obtaining shareholder approval under Resolutions 5 and 6, explained below.

As set out in the announcement on 22 May 2018, the Company proposes to consolidate its issued share capital. The Company proposes that every 50 existing ordinary shares of no par value become 1 ordinary share of no par value (each, a "**Consolidated Ordinary Share**"), subject to obtaining shareholder approval under Resolution 7, explained below. The consolidation proposed by Resolution 7 will only have effect on the earlier of (i) that trading day immediately following completion of the allotment of shares forming the Second Tranche and (ii) 3 September 2018, being the first trading day after the longstop date under the Placing arrangements.

In addition to the Placing, if Resolution 7 (to consolidate the existing ordinary shares by 50:1) is passed, the directors intend to refresh the authority of the directors to allot and issue a further 300,000,000 Consolidated Ordinary Shares, but if Resolution 7 (to consolidate the existing ordinary shares by 50:1) is not passed, then the directors intend to refresh the authority of the directors to allot and issue a further 15,000,000,000 ordinary shares, using the authority to be granted to the directors in Resolution 8, explained below (the "**Further Share Issue**").

Ordinary Resolutions

Resolution 1

Resolution 1 proposes that the Company's annual report and audited accounts for the year ended 30 April 2018 together with the directors' and auditor's reports thereon be received, considered and adopted.

Resolution 2

Resolution 2 proposes that BDO LLP be re-appointed as auditors of the Company from the conclusion of the Annual General Meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

Resolution 3

Resolution 3 authorises the directors to determine the remuneration of BDO LLP as auditor of the Company.

Resolution 4

Resolution 4 proposes the re-appointment of Dan Jorgensen as a director. Dan was appointed by the Board on 3 February 2016 and in accordance with article 92 of the articles of association of the Company he is retiring and, being eligible, is offering himself for re-election.

Resolution 5

Resolution 5 authorises the directors to exercise all of the powers of the Company to allot shares of an aggregate of up to 3,000,000,000 ordinary shares of no par value (in addition to the ordinary shares in issue at the date of the Annual General Meeting), being the Second Tranche of the Placing. This authority is to expire (unless and to the extent previously revoked, varied or renewed by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or, if earlier, the date 15 months after the date of passing this Resolution, provided that this authority shall allow the Company, before such expiry, to make an offer or enter into an agreement which would or might require ordinary shares to be allotted after this authority expires and the directors may allot ordinary shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Special Resolution

Resolution 6

Resolution 6 authorises the directors to allot shares as if pre-emption rights did not apply to the allotment of shares of an aggregate of up to 3,000,000,000 ordinary shares of no par value (in addition to the ordinary shares in issue at the date of the Annual General Meeting), being the Second Tranche of the Placing. This authority is to expire (unless and to the extent previously revoked, varied or renewed by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or, if earlier, the date 15 months after the date of passing this Resolution, provided that this authority shall allow the Company, before such expiry, to make an offer or enter into an agreement which would or might require ordinary shares to be allotted after this authority expires and the directors may allot ordinary shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Ordinary Resolutions

Resolution 7

Resolution 7 proposes that the Company consolidates its issued share capital so that every 50 existing ordinary shares of no par value become 1 ordinary share of no par value. This consolidation will only

have effect on the earlier of (i) that trading day immediately following completion of the allotment of shares forming the Second Tranche and (ii) 3 September 2018. The Consolidated Ordinary Shares have been allocated new international securities identification numbers as follows: IM00BZ7PNY71.

Resolution 8

Resolution 8 renews the authority of the directors to exercise all of the powers of the Company to allot shares of an aggregate of:

- a) if Resolution 7 is passed, up to 300,000,000 Consolidated Ordinary Shares; and
- b) if Resolution 7 is not passed, up to 15,000,000,000 ordinary shares

(in each case in addition to the ordinary shares in issue at the date of the Annual General Meeting), being the Further Share Issue. This authority is to expire (unless and to the extent previously revoked, varied or renewed by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or, if earlier, the date 15 months after the date of passing this Resolution, provided that this authority shall allow the Company, before such expiry, to make an offer or enter into an agreement which would or might require ordinary shares or Consolidated Ordinary Shares to be allotted after this authority expires and the directors may allot ordinary shares or Consolidated Ordinary Shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Special Resolution

Resolution 9

Resolution 9 renews the authority of the directors to allot shares as if pre-emption rights did not apply to the allotment of shares of an aggregate of:

- a) if Resolution 7 is passed, up to 300,000,000 Consolidated Ordinary Shares; and
- b) if Resolution 7 is not passed, up to 15,000,000,000 ordinary shares

(in each case in addition to the ordinary shares in issue at the date of the Annual General Meeting). This authority is to expire (unless and to the extent previously revoked, varied or renewed by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or, if earlier, the date 15 months after the date of passing this Resolution, provided that this authority shall allow the Company, before such expiry, to make an offer or enter into an agreement which would or might require ordinary shares or Consolidated Ordinary Shares to be allotted after this authority expires and the directors may allot ordinary shares or Consolidated Ordinary Shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

2. Action to be Taken

A Form of Proxy for use at the Annual General Meeting is enclosed. Whether or not you intend to be present at the meeting, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed on it to the Company's Registrars, FIM Capital Limited, IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP, as soon as possible but, in any event, so as to be received no later than 10:00 am on 1 August 2018, being 48 hours before the time of the Annual General Meeting. The completion and return of a Form of Proxy will not prevent you from attending the Annual General Meeting and voting in person if you wish to do so.

3. Recommendation

Your directors believe that the resolutions to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of each of the resolutions, as those directors who are shareholders intend to do in

respect of their beneficial shareholdings representing, in aggregate, over 2.60 per cent. of the current issued share capital of the Company.

Yours faithfully

Simon Gorringe
Chief Executive

ANDALAS ENERGY AND POWER PLC
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Andalus Energy and Power Plc (the “**Company**”) will be held at IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP on 3 August 2018 at 10:00 am for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions which will be proposed as Ordinary Resolutions:

Resolution 1	To receive and adopt the annual report and audited accounts of the Company for the year ended 30 April 2018, together with the directors’ and auditor’s reports thereon.
Resolution 2	To re-appoint BDO LLP as auditor of the Company to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company.
Resolution 3	To authorise the directors to determine the remuneration of BDO LLP as auditor of the Company.
Resolution 4	To re-appoint as a director Dan Jorgensen who retires by rotation at the commencement of the 2018 Annual General Meeting and submits himself for immediate reappointment to the Board.
Resolution 5	That, the directors be generally and unconditionally authorised in accordance with articles 5.1 and 5.2 of the Company’s articles of association to exercise all of the powers of the Company to allot shares of an aggregate of up to 3,000,000,000 ordinary shares of no par value (in addition to the ordinary shares in issue at the date of the Annual General Meeting), such authority to expire (unless and to the extent previously revoked, varied or renewed by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or, if earlier, the date 15 months after the date of passing this Resolution, provided that this authority shall allow the Company, before such expiry, to make an offer or enter into an agreement which would or might require ordinary shares to be allotted after this authority expires and the directors may allot ordinary shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

To consider and, if thought fit, to pass the following resolution which will be proposed as a Special Resolution:

<p>Resolution 6</p>	<p>That, subject to and conditional upon the passing of Resolution 5, the provisions of article 5.5 of the Company’s articles of association requiring shares proposed to be issued for cash first to be offered to the members of the Company in proportions as near as may be to the number of the existing shares held by them respectively be and are hereby disappplied in relation to:</p> <ul style="list-style-type: none">a. the allotment of ordinary shares pursuant to a rights issue and otherwise pursuant to a rights issue, open offer, scrip dividend scheme or other pre-emptive offer or scheme which is in each case in favour of holders of ordinary shares and any other persons who are entitled to participate in such issue, offer or scheme where the equity securities offered to each such holder and other person are proportionate (as nearly as may be) to the respective numbers of ordinary shares held or deemed to be held by them for the purposes of their inclusion in such issue, offer or scheme on the record date applicable thereto, but subject to such exclusions or other arrangements as the directors may deem fit or expedient to deal with fractional entitlements, legal or practical problems under the laws of any overseas territory, the requirements of any regulatory body or stock exchange in any territory, shares being represented by depositary receipts, directions from any holders of shares or other persons to deal in some other manner with their respective entitlements or any other matter whatever which the directors consider to require such exclusions or other arrangements with the ability for the directors to allot equity securities not taken up to any person as they may think fit; andb. the allotment of ordinary shares for cash otherwise than pursuant to subparagraph (a) above an aggregate of up to 3,000,000,000 ordinary shares of no par value <p>(in each case in addition to the ordinary shares in issue at the date of the Annual General Meeting) such disapplication to expire on the same date as the expiration of any authority given in Resolution 5, provided that this disapplication shall allow the Company, before such expiry, to make an offer or enter into an agreement which would or might require ordinary shares to be allotted after this disapplication expires and the directors may allot such ordinary shares in pursuance of such an offer or agreement and in pursuance of any agreement existing prior to the passing of this Resolution as if the disapplication conferred hereby had not expired.</p>
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ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions which will be proposed as Ordinary Resolutions:

<p>Resolution 7</p>	<p>THAT, in accordance with article 11.2(a) of the Company’s articles of association, on and from 8:00 am on the earlier of (i) the first trading day following the allotment by the Company of 3,000,000,000 ordinary shares of no par value, and</p>
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	(ii) 3 September 2018, every 50 existing ordinary shares of no par value in the capital of the Company in issue at 23:59 pm on the date immediately preceding the earlier of those dates referred to at (i) and (ii) above be consolidated into 1 ordinary share of no par value (each a “ Consolidated Ordinary Share ”) having the same rights in all respect with the existing ordinary shares provided that where such consolidation results in any member being entitled to a fraction of a Consolidated Ordinary Share, such fraction shall be consolidated with any of the fractional entitlements of other members to Consolidated Ordinary Shares into a single Consolidated Ordinary Share and the directors of the Company be and are hereby authorised to sell (or appoint any other person to sell) such consolidated share for the best price reasonably obtained to any person (including the Company) on behalf of the relevant member and to distribute the net proceeds of sale after deduction of the expenses of the sale in due proportion amongst those members (except that any amount otherwise due to a member being less than £3.00 may be returned for the benefit of the Company).
Resolution 8	That, the directors be generally and unconditionally authorised in accordance with articles 5.1 and 5.2 of the Company’s articles of association to exercise all of the powers of the Company to allot shares of an aggregate of: <ul style="list-style-type: none"> a. if Resolution 7 is passed, up to 300,000,000 Consolidated Ordinary Shares, and b. if Resolution 7 is not passed, up to 15,000,000,000 ordinary shares, (in each case in addition to the ordinary shares in issue at the date of the Annual General Meeting) such authority to expire (unless and to the extent previously revoked, varied or renewed by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or, if earlier, the date 15 months after the date of passing this Resolution, provided that this authority shall allow the Company, before such expiry, to make an offer or enter into an agreement which would or might require ordinary shares or Consolidated Ordinary Shares to be allotted after this authority expires and the directors may allot ordinary shares or Consolidated Ordinary Shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

To consider and, if thought fit, to pass the following resolution which will be proposed as a Special Resolution:

Resolution 9	That, subject to and conditional upon the passing of Resolution 8, the provisions of article 5.5 of the Company’s articles of association requiring shares proposed to be issued for cash first to be offered to the members of the Company in proportions as near as may be to the number of the existing shares held by them respectively be and are hereby disapplied in relation to: <ul style="list-style-type: none"> a. the allotment of ordinary shares and Consolidated Ordinary Shares pursuant to a rights issue and otherwise pursuant to a rights issue, open offer, scrip dividend scheme or other pre-emptive offer or scheme which is in each case in favour of holders of ordinary shares and Consolidated Ordinary Shares and any other persons who are entitled to participate in such issue, offer or scheme where the equity securities offered to each
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	<p>such holder and other person are proportionate (as nearly as may be) to the respective numbers of ordinary shares and Consolidated Ordinary Shares held or deemed to be held by them for the purposes of their inclusion in such issue, offer or scheme on the record date applicable thereto, but subject to such exclusions or other arrangements as the directors may deem fit or expedient to deal with fractional entitlements, legal or practical problems under the laws of any overseas territory, the requirements of any regulatory body or stock exchange in any territory, shares being represented by depositary receipts, directions from any holders of shares or other persons to deal in some other manner with their respective entitlements or any other matter whatever which the directors consider to require such exclusions or other arrangements with the ability for the directors to allot equity securities not taken up to any person as they may think fit; and</p> <p>b. the allotment of ordinary shares and Consolidated Ordinary Shares for cash otherwise than pursuant to sub-paragraph (a) above an aggregate of:</p> <ul style="list-style-type: none"> • if Resolution 7 is passed, up to 300,000,000 Consolidated Ordinary Shares, and • if Resolution 7 is not passed, up to 15,000,000,000 ordinary shares <p>(in each case in addition to the ordinary shares in issue at the date of the Annual General Meeting) such disapplication to expire on the same date as the expiration of any authority given in Resolution 8, provided that this disapplication shall allow the Company, before such expiry, to make an offer or enter into an agreement which would or might require ordinary shares or Consolidated Ordinary Shares to be allotted after this disapplication expires and the directors may allot such ordinary shares or Consolidated Ordinary Shares in pursuance of such an offer or agreement and in pursuance of any agreement existing prior to the passing of this Resolution as if the disapplication conferred hereby had not expired.</p>
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By order of the Board

Philip Scales

Company Secretary

11 July 2018

Notes:

1. A member who is entitled to attend and vote at the above-mentioned meeting is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him or her in respect of such shares. A proxy need not be a member of the Company.

2. A Form of Proxy is enclosed which, to be valid, must be completed and delivered, sent to the Company's Registrar:

- by hand or by post to FIM Capital Limited, IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP; or
- by facsimile to +44 (0) 1624 604772; or
- by email to gdevlin@fim.co.im,

together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of such authority), so as to arrive not later than 10:00 am on 1 August 2018, being 48 hours before the time of the meeting.

3. Completion and return of a Form of Proxy does not preclude a member from attending and voting in person should they wish to do so.

4. The Company, pursuant to Regulation 22 of the Uncertificated Securities Regulations 2006 (Isle of Man), specifies that only those members registered in the register of members as at 10:00 am on 1 August 2018 (or in the event that the meeting is adjourned, on the register of members 48 hours before the time of any adjourned meeting) shall be entitled to attend or vote at the meeting in respect of the ordinary shares registered in their name at that time. Changes to entries on the register of members after 10:00 am on 1 August 2018 (or, in the event that the meeting is adjourned, on the register of members less than 48 hours before the time of any adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.

5. As at the date of this notice (i) the Company's issued share capital consists of 11,662,162,387 Ordinary Shares, all carrying one vote each; and (ii) the total voting rights in the Company are 11,662,162,387 Ordinary Shares.

FORM OF PROXY

Name of Shareholder	
Address of Shareholder	
Number of Shares Held	

ANDALAS ENERGY AND POWER PLC

(Incorporated and registered in the Isle of Man with registered number 010493V)

Annual General Meeting

Before completing this form, please read the explanatory notes below and please complete the header entitled “Form of Proxy” with your name, address and number of shares held.

I/We appoint the following person (called a proxy) to attend and vote on my/our behalf at the Annual General Meeting of the Company to be held at IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP at 10:00 am on 3 August 2018 and at any adjournment of the meeting.

Please place a mark in one box only to indicate your choice.

The Chairman of the meeting **OR**
 (see note 2) *(only complete if you do not wish to appoint the Chairman as your proxy)*

The following person (who need not be a member of the Company):

I/We would like my/our proxy to vote on the resolutions proposed at the meeting as indicated on this form. Should this form be returned duly signed, but without a specific direction, the proxy will abstain or vote at his discretion.

RESOLUTION	FOR	AGAINST	VOTE WITHHELD
1. To adopt the Company’s annual report and audited accounts for the year ended 30 April 2018			
2. To re-appoint BDO LLP as auditors of the Company			
3. To determine the remuneration of BDO LLP			
4. To re-appoint Dan Jorgensen as a director			
5. To authorise the directors to allot 2,676,470,589 shares			

6. To disapply pre-emption rights in relation to the allotment of shares under resolution 5			
7. To consolidate the shares			
8. To authorise the directors to allot additional shares			
9. To disapply pre-emption rights in relation to the allotment of additional shares under resolution 8			

Your board recommends that you vote in favour of all the above resolutions.

Date: 2018

Signature or common seal:

(Any one joint holder may sign)

Notes:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend and vote at a general meeting of the Company.
2. A proxy need not be a member of the Company. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy.
3. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share.
4. The appointment of a proxy will not preclude a member from attending and voting at the meeting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
5. To be valid for the meeting, a form of proxy should be completed, signed and lodged (together with any power of attorney or any other authority under which it is signed or a duly certified copy of such power of authority) with the Company's Registrars, FIM Capital Limited, IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP, no later than 10:00 am on 1 August 2018.
6. 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).
7. In the case of a member that is a company, this 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.
8. To direct a proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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 meeting.