

**Notice of the 2021 Annual General Meeting of
Cloudbreak Discovery PLC
to be held on 31 January 2022 at
520 – 999 West Hastings Street, Vancouver, British Columbia, Canada V6C 2W2**



This document is important and requires your immediate attention.

If you are in any doubt about the contents of this document or the action you should take, you should immediately consult an independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the UK or another appropriately authorised independent financial adviser who specialises in advising in connection with dealing in shares and other securities if you are in a territory outside the UK.

If you have sold or transferred all of your shares in the company, please send this document together with the accompanying documents 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 shares, you are advised to consult your stockbroker, bank or other agent through whom the sale or transfer was effected.



Registered in England and Wales with Company Number 06275976
Registered Office: 6th Floor, 60 Gracechurch Street, London, EC3V 0HR

Samuel Anthony "Kyler" Hardy (*Executive Chairman*)
Kyle Robert Hookey (*Director*)
Emma Kinder Priestley (*Director*)
Andrew Male (*Director*)

5 January 2022

Dear Shareholder,

Notice of Annual General Meeting

We are pleased to be writing to you with details of the Annual General Meeting ("**AGM**") of Cloudbreak Discovery PLC (the "**Company**") which will be held on 31 January 2022 at 520 – 999 West Hastings Street, Vancouver, British Columbia, Canada V6C 2W2 at 10 a.m. (PST) 6 p.m. (GMT).

The formal notice of the AGM is set out on page 4 of this document.

Explanation of the Resolutions

Resolutions 1 to 8 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 this resolution to be passed, at least three quarters of the votes cast must be in favour of the resolution.

Resolutions 1 to 4: Re-election of directors

Resolutions 1 to 4 deal with the re-election of directors. Under the existing articles of association, directors are required to retire at each AGM. Each director shall retire at the AGM and offer themselves for re-election as directors of the Company.

Biographical details for each of the directors are available online at <https://cloudbreakdiscovery.com>

Resolution 5: Approval of Annual Report and Accounts

Resolution 5 proposes that the Company's annual accounts for the year ended 30 June 2021, together with the directors' report and auditor's report on these accounts be received, considered and adopted ("**Annual Report and Accounts**"). The Company's Annual Report and Accounts are enclosed with this letter and are available online at <https://cloudbreakdiscovery.com> for download and printing.

Resolutions 6 and 7: Re-appointment and remuneration of auditor

Resolution 6 relates to the re-appointment of PKF Littlejohn LLP as the Company's auditor to hold office until the next annual general meeting of the Company, whilst resolution 7 will be proposed to authorise the directors to set the auditor's remuneration.

Resolution 8: Allotment of share capital

Resolution 8 grants the directors general authority to allot ordinary shares in the capital of the Company or to grant rights to subscribe for, or to convert any security into, such shares in the Company up to an aggregate nominal amount of £36,643.

Resolution 9: Disapplication of statutory pre-emption rights

Section 561(1) of the Companies Act 2006 requires that on an allotment of new shares for cash, such shares must first be offered to existing shareholders in proportion to the number of shares that they each hold at that time. The directors believe that there may be circumstances when it is in the best interests of the Company to allot new ordinary shares either on an entirely non-pre-emptive basis or in a way that departs from the statutory requirements set out in the Companies Act 2006.

Accordingly, resolution 9 grants the directors general authority to allot equity securities and to sell treasury shares for cash (a) in connection with a rights issue; and (b) otherwise than in connection with a rights issue, up to an aggregate nominal amount equal to £36,643, as if section 561 of the Companies Act 2006 did not apply to any such allotment.

Form of Proxy

A Form of Proxy for the AGM is also enclosed. You are requested to complete and return the Form of Proxy in accordance with the instructions thereon so as to arrive as soon as possible at the offices of the Company's registrar, Share Registrars Limited, no later than 6 p.m. (GMT) on 27 January 2022.

Recommendation

Your directors believe that the proposals set out in this letter are in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of all the resolutions proposed, as they intend to do in respect of their own holdings.

Yours sincerely

Samuel "Kyler" Hardy

Chairman

Cloudbreak Discovery PLC

Cloudbreak Discovery PLC

Notice of Annual General Meeting

NOTICE IS GIVEN that the Annual General Meeting (the “**AGM**”) of Cloudbreak Discovery PLC (the “Company”) will be held at 10 a.m. (PST) 6 p.m. (GMT) on 31 January 2022 to consider and if thought fit, pass the following resolutions. Resolutions 1 to 8 will be proposed as ordinary resolutions and resolution 9 will be proposed as special resolutions.

ORDINARY RESOLUTIONS

1. To re-elect Mr Samuel Anthony Kyler Hardy as a director of the Company.
2. To re-elect Mr Kyle Robert Hookey as a director of the Company.
3. To re-elect Mrs Emma Kinder Priestley as a director of the Company.
4. To re-elect Mr Andrew Male as a director of the Company.
5. To receive and adopt the Company’s accounts for the financial year ended 30 June 2021 together with the director’s report and auditor’s report on the accounts.
6. To re-appoint PKF Littlejohn LLP as auditor of the Company to hold office until the conclusion of the next annual general meeting at which the accounts are laid.
7. To authorise the directors of the Company to determine the auditor's remuneration.
8. THAT, in accordance with section 551 of the Companies Act 2006 (the “**2006 Act**”), the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (“**Rights**”) up to an aggregate nominal amount of £36,643 provided that:
 - a) this authority shall, unless renewed, varied or revoked by the Company, expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the subsequent annual general meeting of the Company; and
 - b) the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTIONS

9. THAT subject to the passing of resolution 8, and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the

2006 Act) pursuant to the authority conferred by resolution 8, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall:

- a) be limited to an offer of equity securities by way of rights issue to holders of equity securities in proportion (as nearly as may be practicable) to their respective holdings of such equity securities, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems in or under the laws of any territory, or the requirements of any regulatory body or stock exchange;
- b) be limited to the allotment of equity securities up to an aggregate nominal amount of £36,643; and
- c) expire with the authority granted by resolution 8 (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

By Order of the Board

Samuel "Kyler" Hardy
Chairman
5 January 2022

Registered Office
6th Floor, 60 Gracechurch
Street
London EC3V 0HR

Notes to the notice of the AGM

The following notes explain your general rights as a shareholder and your right to vote at this AGM or to appoint someone else to vote on your behalf.

Entitlement to attend and vote

- 1) Only those members holding ordinary shares of £0.001 each registered on the Company's register of members at 6 p.m. (GMT) on 27 January 2022 shall be entitled to attend and vote at the AGM.

Appointment of proxies

- 2) Shareholders are encouraged to appoint the Chair of the AGM as their proxy to exercise all or part of their rights to vote on their behalf at the Meeting. 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).
- 3) 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 AGM.

Appointment of proxy using hard copy form of proxy

- 4) The notes to the Form of Proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.
- 5) To appoint a proxy using the Form of Proxy, the form must be:
 - a) completed and signed;
 - b) emailed or posted to Share Registrars Limited at Molex House, Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX or voting@shareregistrars.uk.com; and
 - c) received by Share Registrars Limited no later than 6 p.m. (GMT) on 27 January 2022.
- 6) In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- 7) Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

Changing proxy instructions

- 8) To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
- 9) Where you have appointed a proxy using the hard-copy Form of Proxy and would like to change the instructions using another hard-copy Form of Proxy, please contact Share Registrars Limited at Molex House, Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX .
- 10) If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

- 11) In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at Molex House, Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX . In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Share Registrars Limited no later than 6 p.m. (GMT) on 27 January 2022.
- 12) If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Issued shares and total voting rights

- 13) As at 4 January 2022, the Company's issued share capital comprised 390,065,060 ordinary shares of £0.001 each and 18,995,000 deferred shares of £0.009. Each ordinary share carries the right to one vote at a general meeting of the Company therefore, the total number of voting rights in the Company on 4 January 2022 is 390,065,060. The deferred shares do not carry any rights to vote receive notice or to attend or vote at a general meeting.

Questions

- 14) Under section 319A of the Companies Act 2006, the Company must answer any question you ask relating to the business being dealt with at the AGM unless: (a) answering the question would interfere unduly with the preparation for the AGM 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 AGM that the question be answered.

Inspection of documents

- 15) The following will be available for inspection at the place of the meeting prior to and during the AGM:
 - a) the articles of association of the Company;
 - b) copies of service contracts of executive directors; and
 - c) copies of letters of appointment of non-executive directors.

Communication

- 16) You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

