

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Document, you should consult an independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the UK, or, if not, another appropriately authorised independent financial adviser who specialises in advising on the acquisition of shares and other securities.

If you have sold or otherwise transferred all of your shares in Eurocann International plc, you should immediately send this Document, together with the accompanying Form of Proxy, 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. If you have sold part only of your holding of ordinary shares in Eurocann International plc, please immediately contact your stockbroker, bank or other agent through whom the sale or transfer was effected.

The Directors of the Company, whose names are set out on page 4 of this Document, accept full responsibility, collectively and individually for the information contained in this Document including the Company's compliance with the AQSE Growth Market Exchange Rules. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and there is no other material information the omission of which is likely to affect the import of such information.

EUROCANN INTERNATIONAL PLC

(Incorporated in England and Wales with Registered number 06010900)

Notice of Annual General Meeting

AND

**Adoption of new Investing Strategy
Change of name to DiscovOre plc**

**AQSE Growth Market Corporate Adviser
PETERHOUSE CAPITAL LIMITED**



Your attention is drawn to the letter from the Non-Executive Director of Eurocann International plc set out on pages 5 to 8 of this Circular, which recommends that you vote in favour of the Resolutions to be proposed at the Annual General Meeting referred to below. The Annual General Meeting has been convened by the Directors for the purpose of considering the Proposals set out in this Circular.

Notice of an Annual General Meeting of Eurocann International plc, to be held at Abbey House, 282 Farnborough Road, Hampshire, GU14 7NA, at 10:30 a.m. on 26 October 2020 is set out at the end of this Circular. The enclosed Form of Proxy should, to be valid, be completed and returned in accordance with the instructions printed on it so as to be received no later than 10:30 a.m. on 24 October 2020 or 2 days before any adjourned meeting. Completion and return of the Form of Proxy will not preclude a Shareholder from attending in person and voting at the Annual General Meeting.

Peterhouse Capital Limited, which is authorised and regulated by the Financial Conduct Authority, is the Company's NEX Exchange Corporate Adviser for the purposes of Admission. Peterhouse Capital Limited has not made its own enquiries except as to matters which have come to its attention and on which it considered it necessary to satisfy itself and accepts no liability whatsoever for the accuracy of any information or opinions contained in this Circular, or for the omission of any material information, for which the Directors are solely responsible. Peterhouse Capital Limited is acting for the Company and no one else in relation to the arrangements proposed in this Circular and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice to any other person on the content of this Document.

Copies of this Circular will be available free of charge from the offices of Abbey House, 282 Farnborough Road, Hampshire, GU14 7NA, at 10:30 a.m. on 1 October 2020 during normal business hours for a period of one month and on the website of the Company.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Document	1 October 2020
Latest time and date for receipt of Forms of Proxy in respect of the Annual General Meeting	10:30 a.m. on 24 October 2020
Record Date for the Annual General Meeting	6:00 p.m. on 24 October 2020
Annual General Meeting	10:30 a.m. on 26 October 2020
Proposals becomes effective	26 October 2020
Proposed ticker subject to the Proposals becoming effective	ORE

DEFINITIONS

The following definitions apply throughout this Circular unless the context requires otherwise:

“Act”	the Companies Act, as amended
“Annual General Meeting”	the Annual General Meeting of Shareholders to be held at 10:30 a.m. on 26 October 2020 at the offices Abbey House, 282 Farnborough Road, Hampshire, GU14 7NA,
“Aquis Exchange”	Aquis Stock Exchange Plc, a recognised investment exchange under section 290 of the Financial Services and Markets Act 2000 (as amended);
“AQSE Growth Market”	the primary market for unlisted securities operated by Aquis Exchange;
“AQSE Growth Market Rules”	the AQSE Growth Market Rules for Issuers, which set out the admission requirements and continuing obligations of companies seeking admission to and whose shares are admitted to trading on the AQSE Growth Market;
“Articles” or “Articles of Association”	the articles of association of the Company from time to time;
“Board” or “Directors”	the directors of the Company at the date of this Document whose names are set out on page 4 of this Document;
“Business”	strategy to build a portfolio of digital assets, comprising apps, domain names, and the acquisition of websites;
“Circular” or “Document”	this document and its contents;
“Company” or “Eurocann”	Eurocann International plc, a company registered in England and Wales with registered number 06010900;
“Directors”	the current directors as at the date of this Document;
“FCA”	the Financial Conduct Authority;
“Form of Proxy”	the form of proxy accompanying the Circular for use at the Annual General Meeting;
“Investment Strategy”	the proposed new investment strategy of the Company as required by the AQSE Growth Market Rules and as set out in this Circular;
“Official List”	the Official List of the UK Listing Authority
“Ordinary Shares”	ordinary shares of £0.0001 each in the capital of the Company from time to time;
“Peterhouse”	Peterhouse Capital Limited, a company incorporated in England and Wales with company number 02075091 (authorised by the FCA with firm reference number 184761);
“Proposals”	The proposals set out in this Circular, whereby Shareholders

are being asked to consider and, if thought fit, approve namely, inter alia, (i) the adoption of an Investment Strategy, (ii) the change of name of the Company to DiscovOre plc, (iii) the authority to allot new Ordinary Shares and (iv) the dis-application of pre-emption right;

“Resolutions”

the resolutions set out in the notice of Annual General Meeting contained within the Circular;

“Shareholders”

holders of Ordinary Shares in the Company from time to time;

“Sterling” or “£”

the lawful currency of the UK;

"UK" or "United Kingdom"

the United Kingdom of Great Britain and Northern Ireland;

"US" or "United States"

the United States of America, its territories and possessions, any states of the United States of America and the District of Columbia and all other areas subject to its jurisdiction;

Directors, Secretary and Advisers

Directors	Jeremy Thomas Ross (<i>Chief Executive Officer</i>) Burns Singh Tennent-Bhoji (<i>Non-Executive Director</i>) Conrad Windham (<i>Non-Executive Director</i>)
Company Secretary	Stephen Frank Ronaldson
Registered Office	Salisbury House London Wall London EC2M 5PS
Corporate Adviser	Peterhouse Capital Limited 80 Cheapside London EC2V 6EE
Registrar	Neville Registrars Limited Neville House Steelpark Road Halesowen B62 8HD
Company's website	https://eurocannintplc.com/home/

Eurocann International plc

(Incorporated in England and Wales with Registered number 06010900)

Registered Office:

Directors:

Conrad Windham, Non-Executive Director
Jeremy Thomas Ross (*Chief Executive Officer*)
Burns Singh Tennent-Bhoji (*Non-Executive Director*)

Salisbury House
London Wall
London
EC2M 5PS

1 October 2020

To Shareholders

Notice of Annual General Meeting

AND

Adoption of new Investing Strategy Change of name to DiscovOre plc

1. Introduction and Background to the Proposals

This Circular sets the reasons for the adoption of an Investment Strategy and other matters to be proposed at the Annual General Meeting, together with the usual annual general meeting resolutions. It also explains why the Directors consider the Proposals to be in the best interests of the Company and Shareholders as a whole and why they recommend that Shareholders should vote in favour of the Resolutions to be proposed at the Annual General Meeting.

On 5 June 2019, the Board of the Company announced a proposed new investing policy into the cannabis sector, specifically the developing market for medicinal or therapeutic Cannabis derivative, or related products, including but not limited to nutraceuticals, dietary supplements and cosmetic products which contain cannabis or hemp (cannabis which contains less than 0.2% THC) derived cannabinoids.

Since the General Meeting held in June 2019 that approved the investing policy into the cannabis sector, the Directors have seen what remains a fledgling industry become increasingly cluttered through new entrants mimicking the investment strategy of Eurocann. Naturally, an increased number of suitors can serve to create challenges when trying to execute a transaction at a price that fairly balances risk and reward.

Indeed, as announced in the final audited results to 30 November 2019, one of the challenges faced by would-be investors in hot sectors such as medicinal cannabis has been, is determining what might be fair value for such investments. So frequently throughout history hot new assets and industries have overshot fair value, a result of a range of factors such as the greater fool theory, a misunderstanding as to the likely demand and thereby growth of such investments and industries, and the emotional state of greed.

The EQM Global Cannabis Index, which tracks the price movements in shares of publicly traded global companies in the cannabis industry, supports this observation. Having had an index value of 113 at the start of 2018, the index hit a low most recently in March 2020 at 17.25, before staging a mild recovery to trade around 30 in August 2020. The performance of the index highlights the euphoria that surrounded medicinal cannabis, which led to related companies overshooting their fair value, before reality set in, as evidenced through the current level the index trades at, and being more reflective as to the likely near-term outlook for the sector.

In light of this, and with a view to maximising shareholder returns, the Board is proposing to broaden the Investment Strategy for the Company to invest in companies, projects or assets that operate

within, or are planning to operate within, the natural resource industry, as well as special situations that offer meaningful capital appreciation.

The Directors will be focused on making investments in both public and private companies and projects, and, in addition, will consider the acquisition of a business or businesses. The Directors' primary objective is to achieve the best possible value over time for Shareholders, primarily through capital growth but potentially, in the future, and only when felt prudent, dividend income.

The Company intends to be an active investor in situations where it can make a clear contribution to the progress and development of the investment. In more substantial investment opportunities, the Directors expect that the Company will be a passive investor.

The Directors believe that their collective experience, together with their extensive network of contacts, will assist them in the identification, evaluation and funding of appropriate investment opportunities. When necessary, other external professionals will be engaged to assist in the due diligence on prospective targets and their management teams. The Directors will also consider appointing additional directors and /or advisors with relevant experience if the need arises.

There will be no limit on the number of projects into which the Company may invest, and the Company may invest in a number of propositions or in just one investment, which may be deemed to be a reverse takeover pursuant to Rule 55 of the AQSE Growth Market Rules. The Company may need to raise additional funds for these purposes and may use both debt and/or equity.

In compliance with Rule 48 of the AQSE Growth Market Rules, if the Company (as an Investment Vehicle) has not substantially implemented its investing policy after the period of one year following Admission, it will seek Shareholder approval in respect of the subsequent year for the further pursuit of its investment strategy.

As an Investment Vehicle, the Company is required to substantially implement its investment strategy within a period of two years following Admission. In the event that the Company has not undertaken a transaction constituting a Reverse Takeover under Rule 55 of the AQSE Growth Market Rules, or if it has otherwise failed to substantially implement its investment strategy within the two year period, AQSE Growth Market will suspend trading of the Company's Shares in accordance with Rule 74 of the AQSE Growth Market Rules. If suspension occurs, the Directors will consider returning the Company's cash to Shareholders after deducting all related expenses.

To better reflect the transition towards the natural resource industry and the more generalist investment approach to the investment strategy the Company is proposing to change its name to DiscovOre plc.

A notice convening the Annual General Meeting at 10:30 a.m. on 26 October 2020, at the offices of Abbey House, 282 Farnborough Road, Hampshire, GU14 7NA, to consider the Resolutions, is set out at the end of this Circular.

2. Dis-application of pre-emption rights and authority to allot shares

In order to facilitate investments in the ordinary course of implementing the Company's proposed Investment Strategy, it is necessary for the Directors to seek authority from Shareholders at the Annual General Meeting pursuant to the Companies Act 2006 to, inter alia, issue Ordinary Shares for cash. The Directors may look to raise additional funds for the Company following the Annual General Meeting, subject to any necessary resolutions being approved by Shareholders.

Full details of the authorities the Directors are seeking at the Annual General Meeting are set out in the attached notice of Annual General Meeting.

3. Change of Name

Subject to Shareholders' approval of the Proposals, it is proposed that the name of the Company be changed to DiscovOre plc.

No new share certificates will be issued to Shareholders holding share certificates as a result of the Company's name change and existing share certificates will remain valid.

If Resolution 8 is approved, the change of name will be effective once Companies House has issued a new certificate on the change of name. This is expected to occur on or around 26 October 2020, being the day of the Annual General Meeting. The tradeable instrument display mnemonic ("TIDM") of the Company is expected to change to ORE effective from 7.00 a.m. on 29 October 2020. The Company has also secured the domain, www.discovoreplc.com which subject to the resolutions being passed will become the Company's new corporate website.

4. Investing Strategy

The Company intends to invest in companies, projects or assets that operate within, or are planning to operate within, the natural resource industry, as well as special situations that offer meaningful capital appreciation. This is in addition to investing in the developing market for medicinal or therapeutic Cannabis derivate, or related products, including but not limited to nutraceuticals, dietary supplements and cosmetic products which contain cannabis or hemp (cannabis which contains less than 0.2% THC) derived cannabinoids.

The Directors will be focused on making investments in both public and private companies and projects, and, in addition, will consider the acquisition of a business or businesses. The Directors' primary objective is to achieve the best possible value over time for Shareholders, primarily through capital growth but potentially, in the future and only when felt prudent, dividend income.

The Company intends to be an active investor in situations where it can make a clear contribution to the progress and development of the investment. In more substantial investment opportunities, the Directors expect that the Company will be a passive investor.

The Directors believe that their collective experience, together with their extensive network of contacts, will assist them in the identification, evaluation and funding of appropriate investment opportunities. When necessary, other external professionals will be engaged to assist in the due diligence on prospective targets and their management teams. The Directors will also consider appointing additional directors and /or advisors with relevant experience if the need arises.

There will be no limit on the number of projects into which the Company may invest, and the Company may invest in a number of propositions or in just one investment, which may be deemed to be a reverse takeover pursuant to Rule 55 of the AQSE Growth Market Rules. The Company may need to raise additional funds for these purposes and may use both debt and/or equity.

5. Annual General Meeting

There is attached to this Document the notice convening an Annual General Meeting of the Company to be held at the offices of Abbey House, 282 Farnborough Road, Hampshire, GU14 7NA at 10:30 a.m. on 26 October 2020 at which the Resolutions will be proposed to, inter alia, approve the change of Investment Strategy and to change the name of the Company, together with the standard annual general meeting Resolutions. A summary of some of the Resolutions is set out below.

Resolution 1 - which will be proposed as an ordinary resolution, seeks approval for the proposed Investment Strategy

Resolution 7 - which will be proposed as an ordinary resolution, seeks approval to authorise the Directors to issue shares pursuant to section 551 of the Companies Act 2006

Resolution 8 - which will be proposed as a special resolution, seeks approval to change the name of the Company to "DiscovOre plc" and that the Company's memorandum and articles of association be amended to reflect such change of name

Resolution 9 - which will be proposed as a special resolution, seeks approval to disapply the statutory pre-emption rights under section 561 of the Companies Act 2006.

6. Board

Subject to Shareholders' approval of the Proposals, it is proposed that Conrad Windham will become an Executive Director of the Company, Jeremy Thomas Ross will become a Non-Executive Director of the Company and Burns Singh Tennent-Bhoji will move into the role of Non-Executive Chairman of the Company.

7. Action to be taken

Shareholders will find a Form of Proxy enclosed for use at the Annual General Meeting. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible. To be valid, completed Forms of Proxy must be received by the Company's Registrars, not later than 10:30 a.m. on 24 October 2020, being 2 days before the time appointed for holding the Annual General Meeting. You are entitled to appoint a proxy to attend and to exercise all or any of your rights to vote and to speak at the Annual General Meeting instead of you. Completion of the Form of Proxy will not preclude you from attending and voting at the Annual General Meeting in person if you so wish. Your attention is drawn to the notes to the Form of Proxy.

Recommendation

The Directors considers the Proposals to be in the best interests of the Company and the Shareholders as a whole and therefore recommend that you vote in favour of the Resolutions, as the Directors intend to do in respect of their own shares.

Yours faithfully,

Burns Singh Tennent-Bhoji
For and on behalf of the Board
Eurocann International plc

APPENDIX I

NOTICE OF ANNUAL GENERAL MEETING

Eurocann International plc

(Incorporated in England and Wales with Registered number 06010900)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the members of the Company will be held at the offices of Abbey House, 282 Farnborough Road, Hampshire, GU14 7NA at 10:30 a.m. on 26 October 2020 to consider and, if thought fit, pass the following resolutions, resolutions numbered 1 to 7 being proposed as ordinary resolutions and resolutions numbered 8 and 9 being proposed as special resolutions.

In light of the rapidly evolving situation and recent Government guidance regarding the outbreak of Covid-19 (Coronavirus), the Company has taken the decision to alter the format of the Company's Annual General Meeting. The safety and security of the Company's officers, shareholders, guests and service providers is of paramount importance. The formalities of the meeting shall continue, as required by the Companies Act 2006 and the Company's Articles of Association, but all shareholders are encouraged to vote by proxy, and, given the Government guidance, not to attend the meeting in person.

This Notice concerns matters described in a circular to shareholders of the Company dated 1 October 2020 (the "Circular"). Words and expressions defined in the Circular have the same meaning in this Notice.

ORDINARY RESOLUTIONS

1. THAT, the new Investment Strategy as set out in the Circular be approved.
2. To receive the report of the directors of the Company and the audited financial statements of the Company for the year ended 30 November 2019.
3. To re-elect as a Director, Conrad Andrew Windham, who retires by rotation under the Articles of Association of the Company and, being eligible, offers himself for re-election.
4. To re-appoint as a Director, Jeremy Ross, who retires in accordance with the Articles of Association of the Company and, being eligible, offers himself for re-election.
5. To re-appoint as a Director, Burns Singh Tennant-Bhohi, who retires in accordance with the Articles of Association of the Company and, being eligible, offers himself for re-election.
6. To re-appoint Price Bailey LLP as auditors of the Company to act until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration
7. That in substitution for all existing and unexercised authorities, the Directors be and they are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 ('the Act') to exercise all or any of the powers of the Company to allot equity securities (within the meaning of Section 560 of the Act) up to a maximum nominal amount of £50,000 provided that this authority shall, unless previously revoked or varied by the Company in general meeting, expire on the earlier of the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution, except that the Directors may before the expiry of such period make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

- 8 THAT, the Company's name be changed to DiscovOre plc.
9. That in substitution for all existing and unexercised authorities and subject to the passing of the immediately preceding resolution, the Directors be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by resolution 7 as if section 561(1) of the Act did not apply to any such allotment provided that the power conferred by the resolution, unless previously revoked or varied by special resolution of the Company in general meeting, shall be limited:

(a) to the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all such shareholders are proportionate (as nearly as may be) to the respective numbers of the ordinary shares held by them subject only to such exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory;

(b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £50,000 in respect of any other issues for cash consideration; and

shall expire on the earlier of the date of the next Annual General Meeting of the Company or 15 months from the date of the passing of this resolution 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 such offer or agreement as if the power conferred hereby had not expired.

The power granted by this Resolution will expire fifteen months after the passing of this resolution or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements 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.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

By Order of the Board

Burns Singh Tennent-Bhoji

Salisbury House
London Wall
London
EC2M 5PS

Date: 1 October 2020

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that to be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the number of votes they may cast), holders of ordinary shares must be entered on the relevant register of securities by 6:00 p.m. on 24 October 2020.
2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice

of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by you on the record date will result in the proxy appointments being invalid.
5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
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. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
8. To appoint a proxy using the proxy form, the form must be completed and signed and deposited at the office of Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD so as to be received not later than 48 hours before the time appointed for holding the meeting.
9. 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 applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
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.
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 Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD. 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.
12. The revocation notice must be received by Neville Registrars Limited, no later than the time appointed for holding the meeting.