

NOTICE OF ANNUAL GENERAL MEETING

Oscillate 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 Peterhouse Capital Limited, 80 Cheapside, London EC2V 6DZ, at 10:00 a.m. on 8 August 2022 to consider and, if thought fit, pass the following resolutions, resolutions numbered 1 to 5 being proposed as ordinary resolutions and resolution numbered 6 being proposed as a special resolution.

Shareholders are encouraged to vote by proxy. Instructions for voting by proxy are set out in the notes at the end of this notice of Annual General Meeting and on the proxy card sent to shareholders.

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.

ORDINARY RESOLUTIONS

- 1) To receive the report of the directors of the Company and the audited financial statements of the Company for the year ended 30 November 2021.
- 2) To re-elect as a Director, Fungai Ngoro, who retires by rotation under the Articles of Association of the Company and, being eligible, offers herself for re-election.
- 3) To re-appoint as a Director, John Treacy, who retires in accordance with the Articles of Association of the Company and, being eligible, offers herself for re-election.
- 4) To re-appoint PKF Littlejohn 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.
- 5) 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 £10,527.83 provided that this authority shall, unless previously revoked or varied by the Company, 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 RESOLUTION

- 6) THAT, in substitution for all existing and unexercised authorities and subject to the passing of resolution 5, 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 5 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 £ £10,527.83 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.

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
Fungai Ngoro

Salisbury House London Wall, London,
EC2M 5PS

Date: 14 July 2022

NOTES TO THE NOTICE OF 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 10:00 a.m. on 6 August 2022.
- 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, or emailed to Neville Registrars at info@nevilleregistrars.co.uk 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.

ANNUAL GENERAL MEETING – EXPLANATION OF BUSINESS

This year's annual general meeting will be held at Peterhouse Capital Limited, 80 Cheapside, London EC2V 6DZ, at 10:00 a.m. on 8 August 2022

Annual report and accounts (resolution 1)

Resolution 1, which will be proposed as an ordinary resolution, seeks to receive the report of the directors of the Company and the audited financial statements of the Company for the year ended 30 November 2021.

Re-election of director (resolution 2)

Resolution 2, which will be proposed as an ordinary resolution, seeks to re-elect as a Director, Fungai Ndoro, who retires by rotation under the Articles of Association of the Company and, being eligible, offers himself for re-election.

Election of director (resolutions 3)

Resolution 3, which will be proposed as an ordinary resolution, seeks to re-appoint as a Director, John Treacy, who retires in accordance with the Articles of Association of the Company and, being eligible, offers herself for re-election.

Reappointment of the auditor (resolution 4)

Company law requires shareholders to reappoint the auditor each year. A resolution to reappoint PKF Littlejohn LLP is therefore being put to shareholders at the AGM. The resolution also authorises the directors to determine the remuneration of the auditor in accordance with usual practice.

Renewal of authority to allot shares (resolution 5)

The purpose of this resolution is to renew the Directors' authority to allot shares. Section 551 of the Companies Act 2006 provides that the Directors may not allot new shares (other than for employee share schemes) without shareholder approval. This Resolution proposes that a new authority be granted in substitution of all other existing authorities, to allot securities up to 50% of the Company's total issued ordinary share capital as at 13 July 2022. The Company is in the process of trying to secure material producing assets. Whilst the likelihood remained uncertain, a successful outcome may warrant the Company to make a bid deposit within a short time frame and therefore it would be impractical for the Company to apply for additional headroom at a later stage.

Disapplication of pre-emption rights (resolution 6)

This resolution will, if passed, give the directors power, pursuant to the authority granted by resolution 5, to allot equity securities (as defined by section 560 of the Act) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings in relation to pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities.

The authorities sought under resolutions 5 and 6 will, if granted, continue in force until the AGM to be held in 2023 or 15 months after the passing of the resolutions, whichever is earlier.