

Notice of General Meeting
HOT ROCKS INVESTMENTS PLC

registered number 06163193

Notice is hereby given that a General Meeting of Hot Rocks Investments plc (the “**Company**”) will be held at 10.00 a.m. on Tuesday 09 March 2021 for the purpose of considering and, if thought fit, passing the resolution set out below, which will be proposed as an Ordinary Resolution.

As a consequence of the current measures implemented by the UK Government, shareholders will not be permitted to attend the General Meeting but are strongly encouraged to submit their votes by proxy as soon as possible. Voting at the General Meeting will be carried out by way of poll so that votes cast in advance and the votes of all shareholders appointing the chairman of the General Meeting as their proxy can be taken into account.

The Board understands that the General Meeting also serves as a forum for shareholders to raise questions and comments. If shareholders do have any questions or comments relating to the business of the meeting that they would like to ask the Board, they are asked to submit those questions in writing via email to info@hot-rocks.co.uk by no later than 10.00 a.m. on Friday 05 March 2021. Any questions will be posed to the Board.

ORDINARY RESOLUTION

1. To receive and adopt the Company's annual accounts for the financial year ended 31 March 2020 together with the directors' reports and the auditors' report on those accounts.

By Order of the Board

Ben Harber
Company Secretary

11 February 2021

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

NOTES

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

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company by 10.00 a.m. on Friday 05 March 2021. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
2. **In light of the UK Government's rules relating to the COVID-19 pandemic restricting public gatherings, physical attendance at the Company's GM will not be permitted. The Company encourages shareholders to vote electronically, or to appoint the Chairman as their proxy with their voting instructions.**
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different Ordinary Share or Ordinary Shares held by that shareholder. A proxy need not be a shareholder of the Company. The Company encourages shareholders to vote electronically, or to appoint the Chair as their proxy with their voting instructions.
4. 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).
5. 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.
6. You can vote either:
 - by post or by hand the completed proxy form attached to this notice;
 - by email to voting@shareregistrars.uk.com (please include "Hot Rocks Investment PLC" and your full name in the subject line of the email)
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
 - In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR by 10.00 a.m. on Friday 05 March 2021.
7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID 7RA36) 10.00 a.m. on Friday 05 March 2021. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.

12. As at 10 February 2021 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 173,602,222 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 10 February 2021 are expected to be 173,602,222.
13. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at www.hot-rocks.co.uk.

HOT ROCKS INVESTMENTS PLC

(the “Company”)

(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 06163193)

General Meeting

FORM OF PROXY

I/We _____ (PRINT NAME)

of _____ (PRINT ADDRESS)

Before completing this form, please read the explanatory notes below.

I/We being a member of the Company appoint the Chairman of the meeting as my/our proxy or:

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in respect of _____ ordinary shares being my/our voting entitlement* to attend and vote for me/us on my/our behalf at the General Meeting of the Company to be held at 10.00 a.m. on Tuesday 09 March 2021 and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolution as I/we have indicated by marking the appropriate box with an “X”. If no indication is given, my/our proxy will vote or abstain from voting at his discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he thinks fit in relation to any other matter which is properly put before the meeting.

*For the appointment of more than one proxy, please refer to Note 4 below.

	Ordinary Resolution	For	Against	Withheld
1.	To receive and adopt the Company's annual accounts for the financial year ended 31 March 2020 together with the directors' reports and the auditors' report on those accounts.			

Signature: _____

Date: _____

Notes to the proxy form:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. 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.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. 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. Where you appoint as your proxy someone other than the chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chairman and give them the relevant instructions directly.
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. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's Registrars, Link Asset Services, at the address specified below. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, your proxy appointments will be invalid.
5. To direct your proxy how to vote on the resolution mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his/her discretion. Your proxy will vote (or abstain from voting) as he/she thinks fit in relation to any other matter which is put before the meeting. To abstain from voting on the resolution, select the relevant "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.
6. To appoint a proxy using this form, the form must be:
 - 6.1 completed and signed;
 - 6.2 sent or delivered to the Company's Registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR; and
 - 6.3 received by the Company's Registrars no later than 10.00 a.m. on 05 March 2021.
7. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer or agent of the company so authorised.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. CREST members may submit their proxy vote electronically using the procedures described in the CREST manual. All messages relating to the proxy must be transmitted so as to be received by Share Registrars Limited by 10.00 a.m. 05 March 2021.
10. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.
11. All shareholders who wish to attend and vote at the meeting must be entered on the Company's register of members no later than 10.00 a.m. on Friday 05 March 2021. Changes to entries on the Company's register of members after this time will be disregarded in determining the rights of any person to attend or vote at the meeting.
12. 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.
13. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.