

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in the capital of the Company, please forward this document to the purchaser or transferee, or to the stockbroker, bank or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

GATE VENTURES PLC (the Company)

(incorporated in England & Wales with registered number 09376114)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Gate Ventures plc (the “**Company**”) will be held at the offices of Howard Kennedy LLP, No.1 London Bridge, London, SE1 9BG on Wednesday 23rd November 2016 at 10:00 a.m. for the transaction of the following business:

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

1. TO receive and adopt the report of the Directors of the Company and the audited accounts for the Company for the year ended 30th June 2016.
2. TO re-appoint Richard Carter as a Director of the Company, who retires in accordance with Article 23 of the Company’s Articles of Association.
3. TO re-appoint KPMG LLP as auditors of the Company and to authorise the Directors to fix their remuneration.
4. THAT every eight issued ordinary shares of £0.0001 pence each in the capital of the Company be consolidated into one ordinary share of £0.0008 pence each in the capital of the Company and that any resulting fractional entitlements be dealt with in accordance with Article 12.2 of the articles of association of the Company.
5. THAT, the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (“**the Act**”) to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (“**Rights**”) up to an aggregate nominal amount of £69,287.03 to such persons and on such terms as they think fit such authority to expire at the earlier of the date which is 15 months from the passing of this resolution and the conclusion of the next Annual General Meeting of the Company save that the Company is hereby authorised to make, prior to the expiry of such authority any offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors of the Company shall be permitted to allot shares and to grant Rights pursuant to such offer or agreement as if such authority has not expired.

As Special Business to consider and if thought fit pass the following resolution, being Resolution 6 which will be proposed as a Special Resolution:

6. THAT, subject to the passing of Resolution 5 set out above, the Directors of the Company be and hereby are generally empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act pursuant to the authority conferred upon them by Resolution 4 above as if Section 561(1) of the Act) did not apply to such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £69,287.03 and shall expire at the conclusion of the next Annual General Meeting of the Company or fifteen months after the date of the passing of this Resolution if earlier save that the Company may at any time before such expiry make an offer or agreement which would or might require equity securities to be

allotted for cash after such expiry and the Directors of the Company may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

By Order of the Board

Filex Services Limited
Company Secretary

No.1 London Bridge
London
SE1 9BG

Dated: 31 October 2016

IMPORTANT INFORMATION:

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

- (1) A member entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend, speak and vote instead of him.
- (2) A Form of Proxy is enclosed for your use, if desired. The instrument appointing a proxy must reach the Company's Registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time of holding of the meeting.
- (3) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members of the Company on the register at close of business on 21st November 2016 shall be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
- (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) 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 of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- (6) To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent (Participant ID "RA10") by 10:00 a.m. on 21st November 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

EXPLANATORY NOTES TO THE RESOLUTIONS PROPOSED AT THE ANNUAL GENERAL MEETING

The resolutions to be proposed at the AGM of the Company to be held on Wednesday 23rd November 2016 2016 at 10:00 a.m. are set out in the notice of AGM. The following notes provide an explanation to the resolutions being put to shareholders.

Ordinary resolutions

Resolutions 1 to 5 are proposed as ordinary resolutions. These resolutions will be passed if more than 50% of the votes are cast in favour of them.

Resolution 1—Laying of accounts

The directors are required to present to shareholders at the AGM the reports of the directors and auditors and the audited accounts of the Company for the year ended 30 June 2016.

Resolutions 2—Re-election of directors

The Company's articles of association require one third of the directors to retire from office each year. Richard Carter is retiring and seeks re-appointment at the AGM.

Having considered the performance of and contribution made by each of the directors, the board of directors remains satisfied that, and the Chairman confirms that, the performance of the director standing for re-election continues to be effective and to demonstrate commitment to the role and as such the board recommends his re-election.

Resolution 3—Re-appointment of auditors and authorising and fixing the remuneration of the auditors

The Companies Act 2006 requires that auditors be appointed at each general meeting at which accounts are laid to hold office until the next such meeting. The appointment of KPMG LLP as auditors of the Company terminates at the conclusion of the AGM. They have indicated their willingness to stand for reappointment as auditors of the Company until the conclusion of the annual general meeting in 2017.

It is normal practice for shareholders to resolve at the annual general meeting that the directors decide on the level of remuneration of the auditors for the audit work to be carried out by them in the next financial year. The amount of the remuneration paid to the auditors for the next financial year will be disclosed in the next audited accounts of the Company.

Resolution 4—Consolidation of share capital

The directors intend to make an application for the Company's shares to be admitted to Nasdaq First North – Copenhagen ("Listing") and believe that the ordinary share capital of the Company should be consolidated as this will result in a more appropriate number of shares being in issue and listed on that market. The consolidation may also help to make the Ordinary Shares more attractive to investors and may result in a narrowing of the bid/offer spread, thereby improving liquidity. It is intended that the consolidation will be effected before the admission to Nasdaq First North.

Based on the 3,464,351,901 ordinary shares of £0.0001 each in share capital of the Company in issue as at 31st October 2016 (being the latest practicable date prior to the publication of this document) the shares would be consolidated into an aggregate of 433,043,987 ordinary shares of £0.0008 each.

Resolution 5—Authority to allot shares

The directors may only allot shares or grant rights over shares if authorised to do so by shareholders. The authority granted at the last annual general meeting to allot shares or grant rights to subscribe for, or convert any security into, has now expired.

Accordingly, resolution 5, if passed, would authorise the directors under section 551 of the Companies Act 2006 to allot new shares or grant rights to subscribe for, or convert any security into, new shares (subject to shareholders' pre-emption rights) up to a maximum nominal amount of £69,287.03, representing approximately 20% of the Company's issued ordinary share capital as at 31st October 2016 (being the latest practicable date prior to the publication of this document).

The authority will expire at the earlier of the conclusion of the next annual general meeting of the Company and the date which is fifteen months after the date on which this resolution 5 is passed.

Passing this resolution will ensure that the directors continue to have the flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares.

If the Listing goes ahead the directors intend to issue a certain number of warrants to subscribe for shares to its directors and its corporate financier which has helped with the Listing (**Warrants**).

Special resolution

Resolution 6 is a special resolution. This resolution will be passed if not less than 75% of the votes are cast in favour of it.

Resolution 6 —Disapplication of pre-emption rights

The Act requires that if the Company issues new shares or grants rights to subscribe for or to convert any security into shares for cash, or sells any treasury shares, it must first offer them to existing shareholders in proportion to their current holdings. In certain circumstances, it may be in the best interests of the Company to allot shares (or to grant rights over shares) for cash without first offering them proportionately to existing shareholders. This cannot be done under the Act unless the shareholders have first waived their pre-emption rights. Therefore, approval is sought by the directors to issue a limited number of ordinary shares for cash without first offering them to existing shareholders.

The authority contained in resolution 6 would be limited to a maximum nominal amount of £69,287.03 representing approximately 20% of the Company's issued share capital as at 31st October 2016, being the latest practicable date prior to the publication of this AGM notice.

If passed, the authority will expire at the same time as the authority to allot shares given pursuant to resolution 5 (Authority to allot shares).

Save for share issues in respect of employee share schemes, any share dividend alternatives and the issue of the Warrants, the directors have no plans to utilise either of the authorities sought by resolutions 5 (Authority to allot shares) and 6 (Disapplication of pre-emption rights), although they consider their renewal appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise.

FORM OF PROXY

GATE VENTURES PLC

("the Company")

(Registered in England and Wales with Registered Company Number 09376114)

For use at the Annual General Meeting of the Company convened for Wednesday 23rd November 2016 at 10:00 a.m. to be held at the offices of Howard Kennedy LLP, No.1 London Bridge, London, SE1 9BG.

I/We _____

(BLOCK LETTERS PLEASE)

of _____

being (a) member(s) of **Gate Ventures plc**, hereby appoint the Chairman of the meeting, or

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at the offices of Howard Kennedy LLP, No.1 London Bridge, London, SE1 9BG on Wednesday 23rd November 2016 at 10:00 a.m. on the following resolutions, to be submitted to the meeting and at any adjournment thereof, and any other business which may properly come before the meeting and any adjournment thereof.

Please indicate with an 'X' in the appropriate space how you wish your vote to be cast. Unless otherwise instructed, the proxy will vote as he thinks fit or abstain.

Ordinary Resolutions	For	Against	Vote Withheld
1. To receive and adopt the report of the Directors of the Company and the audited accounts for the Company for the year ended 30 th June 2016.			
2. To re-appoint Richard Carter as a Director of the Company, who retires in accordance with Article 23 of the Company's Articles of Association.			
3. To reappoint KPMG LLP as auditors of the Company and to authorise the Directors to fix their remuneration.			
4. To consolidate the issued share capital of the Company so that every eight issued ordinary shares of £0.0001 pence each are consolidated into one ordinary share of £0.0008 pence each.			
5. To authorise the Directors generally and unconditionally to allot relevant securities in accordance with Section 551 of the Companies Act 2006 (the "Act") (subject to certain restrictions) up to an aggregate nominal amount of £69,287.03.			

Special Resolution	For	Against	Vote

6. To authorise the Directors to be empowered pursuant to Section 570 of the Act to allot equity securities for cash as if Section 561(1) of the Act did not apply to any such allotment (subject to certain restrictions) provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £69,287.03 representing approximately 20% of the issued share capital of the Company at the date the resolution is passed.			Withheld
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Signature _____

Dated _____ day of _____

Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
4. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
5. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on 21st November 2016. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
7. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
8. The Form of Proxy must arrive at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU during usual business hours accompanied by any Power of attorney under which it is executed (if applicable) no later than 21 November 2016.
9. You may return the proxy form to the Registrar in an envelope addressed to FREEPOST CAPITA PXS no later than 48 hours before the appointed time of the meeting. A postage stamp will not be required when mailing from the UK. Please note that the Freepost address must be completed in block capitals

and that delivery using this service can take up to 5 business days. Alternatively the Form of Proxy can be posted to the following address but a stamp will be required: Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

10. Please indicate with a cross in the appropriate box how you wish the proxy to vote. In the absence of any indication, the proxy will exercise his/her discretion as to whether and how he/she votes.
11. If you select "discretionary" or fail to select any of the given options, your proxy may vote as he/she chooses or can decide not to vote at all.