

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS PROPOSALS RELATING TO CURZON ENERGY PLC (“THE COMPANY”) ON WHICH YOU ARE BEING ASKED TO VOTE. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek immediately your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial advisor authorised under the UK Financial Services and Markets Act 2000 or, if you are in a territory outside the United Kingdom, from an appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in the Company (the “**Shares**”), please send this document, together with the accompanying form of proxy (the “**Form of Proxy**”), at once to the purchaser or transferee of such Shares, or to the stockbroker, banker or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. However, such documents should not be distributed, forwarded or transmitted in or into the United States, Canada, Japan, Australia or the Republic of South Africa or into any other jurisdiction if to do so would constitute a violation of the relevant laws and regulations in such other jurisdiction. If you have sold or transferred only part of your holding of Shares, please consult the bank, stockbroker or other agent through which the sale or transfer was effected.

This document is not an offer of securities, or the solicitation of an offer to acquire securities, in any jurisdiction nor does it constitute a prospectus or equivalent document. This document is provided solely for the information of Shareholders in connection with the General Meeting and not for any other purpose.

Curzon Energy PLC

(Incorporated and registered in England and Wales with registered number 09976843)

Notice of General Meeting

Company Voluntary Arrangement

Change of Name

Placing of Ordinary Shares

Issue of Convertible Unsecured Loan Notes

Board Changes

Authority to allot and to disapply pre-emption rights

Notice of a General Meeting of the Company to be held at the offices of Peterhouse Capital Limited, at 80 Cheapside, London EC2V 6EE on 5 September 2024 at 11:30 a.m. (the “**General Meeting**”) is set out at the end of this document. The CVA described in this document is conditional upon Shareholder approval of the Resolution at the General Meeting. Shareholders are requested to complete and return their Form(s) of Proxy. To be valid, Forms of Proxy for use at the General Meeting must be completed and returned in accordance with the instructions printed thereon to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, or delivered by hand during office hours only to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD as soon as possible and in any event so as to arrive by no later than 11:30 a.m. on 3rd September 2024.

This document should be read as a whole. Nevertheless, your attention is drawn to the letter from your Chairperson which contains a recommendation from the Board of the Company that you vote in favour of the Resolution to be proposed at the General Meeting. Shareholders should make their own investigations in relation to the Proposals, including the merits and risks involved. Nothing in this document constitutes legal, tax, financial or other advice, and if they are in any doubt about the contents of this document, Shareholders should consult their own professional advisers.

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EXPECTED TIMETABLE

Date of this document	19 August 2024
Latest time and date for receipt of Forms of Proxy	11:30 a.m. 3 September 2024
General Meeting	11:30 a.m. 5 September 2024
Meeting of Creditors to consider the CVA	11:00 a.m. 5 September 2024

KEY STATISTICS

Ordinary Shares in issue as at the date of the Document	99,639,565
Number of Ordinary Shares to be issued as part of the Placing	1,133,333,900
Enlarged Share Capital following the Placing	1,232,973,465
Placing Shares as a percentage of the Enlarged Share Capital	91.92%
Issue Price of the Placing Shares	£0.0003
Number of CVA CULN Shares	180,490,269
Fully Enlarged Share Capital following the Placing and the conversion of the CVA CULNs	1,413,463,734
Gross proceeds of the Placing	£340,000.17

References to times in this document are to London times. Any changes to the expected timetable will be notified by the Company through a Regulatory Information Service.

LETTER FROM THE CHAIRPERSON

CURZON ENERGY PLC

(Incorporated and registered in England and Wales with registered number 09976843)

Directors

Scott Kaintz (Chief Executive Officer)

John McGoldrick (Chairperson)

Registered Office:

Salisbury House

London Wall

London

EC2M 5PS

19 August 2024

Dear Shareholder,

Proposals for:
General Meeting
Company Voluntary Arrangement
Placing of Ordinary Shares
Issue of Convertible Unsecured Loan Notes
Board Changes
Authority to allot and to disapply pre-emption rights

1. Introduction

Curzon Energy Plc (“Curzon” or the “Company”) was incorporated in England and Wales on 29 January 2016 to acquire oil and gas assets. Its first acquisition was the Coos Bay coal bed methane project, which was acquired in 2017. At the same time, the Company was admitted to the Standard List of the Main Market of the London Stock Exchange. Post admission, the Company focused its time and resources on testing several CBM wells at Coos Bay, which ultimately did not flow commercial levels of gas. Additional factors, such as extended low levels of US natural gas prices alongside the ultimate cancellation of the nearby Jordan Cove LNG terminal, began to make the Coos Bay project less attractive and less viable for further development.

Faced with its only asset not performing, deteriorating secondary factors and requiring both additional capital and a viable pathway forward, the Company surveyed several other US based oil and gas project as acquisition opportunities. Following a period of discussions between key stakeholders and investors in the business, the Directors had resolved to enlarge the focus of the Company beyond the energy sector.

Over the course of the subsequent three years, the Company conducted due diligence on over one hundred acquisition opportunities and had agreed formal exclusivity with three. On 3 February 2021 the Company announced the termination of discussions with Sun Seven Starts Investment Group (“SSSIG”). Then, on 19 April 2023 the Company announced the termination of discussions with Poseidon Enhanced Technology (“PET” or “Poseidon Plastics”). At the same time, the Company announced a potential reverse takeover transaction with Technology Metals Market Limited (“TM2”) and execution of LOI, for which, the exclusivity period originally announced on 19 April 2023, has since lapsed. As such, the Company is now able to explore alternative opportunities and transactions.

In an announcement made on 1 May 2024, Curzon stated that the Company and its auditors have *‘requested additional time in order to complete an ongoing corporate restructuring with the objective of recapitalising the Company and the elimination of its outstanding liabilities and corporate debt.’* Following a restructuring proposal (the “Proposal”) put forward to the Company’s existing major creditors and corporate lenders (the “Creditors”), the Company was able to reach an agreement with all but one of the Company’s Creditors and therefore, will not be able to proceed with the Proposal as

the Proposal required all Creditors to agree. As such, the Company was left in a position whereby its only remaining viable options were to either liquidate the Company or to seek some form of creditor protection.

The Board has therefore concluded that, a Company Voluntary Arrangement (the "CVA"), if approved, would allow for the Company to continue as an entity for the benefit of all stakeholders.

As part of the restructuring process, Peterhouse has conditionally raised £340,000.17 before expenses through the Placing. The Placing is subject among other conditions to the CVA and Resolutions being approved.

The proceeds of the Placing will allow the Company to implement the CVA. Further details on the Placing can be found below.

This Circular also seeks shareholders' approval for the CVA. A notice convening the General Meeting to be held at 11:30 a.m. on 5 September 2024, at the offices of Peterhouse Capital Limited, 80 Cheapside, London EC2V 6EE, to consider the Resolutions as set out at the end of this Circular.

Shareholders should be aware that the Placing and the issue of the CVA CULNs are conditional upon CVA Approval, the lifting of the suspension of trading in the Company's Ordinary Shares and the passing of the Resolutions. If either of these conditions is not satisfied, then the Placing will not proceed. In this case the Company would then have insufficient working capital to continue to trade as a going concern and, in the absence of any other source of funding, the Board may have no alternative but to place the Company into an insolvency process, probably administration.

2. Background to and reasons for the CVA

The Company has creditors of £3,292,498.81. As mentioned above, the Company has conducted due diligence on a number of acquisition opportunities and had agreed formal exclusivity with three. These parties agreed to fund the ongoing costs of Curzon while the acquisition process was ongoing and to allow each party to conduct more detailed due diligence. As Curzon had limited cash reserves and limited access to new capital, this structure was deemed by the Directors to be the most appropriate. The funding from the acquisition targets for the due diligence and prospectus preparation were offered to Curzon in the form of loans. The intention was for these loans to be converted into equity at the time of a reverse takeover.

These acquisition efforts did not ultimately complete due to a variety of reasons. In one case, the inability of the target to adequately prepare its business and accounts for listing, and in another case a decision by the target to remain private and focus on other international markets. As such, the Company was left with substantial amounts of legacy debt and increasing levels of associated interest accumulated. Further to this, restrictions on the Company's ability to issue equity also complicated efforts to otherwise improve the Company's balance sheet and this left the Company with an inability to service these debts.

Accordingly, in order for the Company to have a reasonable pathway forward, the Board sought a restructuring of the business. With the help of Peterhouse Capital Limited ("Peterhouse"), the Company approached the Creditors with a Proposal, with a view to eliminate its outstanding liabilities and corporate debt by offering a mixture of cash and equity. However, with 15 of the 16 Creditors to which the Proposal was presented, agreeing, the Company was not able to proceed with the Proposal as the Proposal required all Creditors to agree.

Following this, the Board has decided that a CVA would be the best option for all stakeholders, as it would allow a full restructuring of all of the Company's obligations and give a revised board of directors a clean listed entity to take forward.

Once the following conditions have been satisfied:

- the CVA approved by Creditors;
- approval of the Resolutions, including the CVA, by Shareholders;
- the audit of the annual report and financial statements for the year ended 31 December 2023; is completed and published; and

- confirmation from the FCA to lift the suspension of trading in the Company's Ordinary Shares;

the following steps will be taken:

- the issue of the CVA CULNs and a payment to creditors as part of the CVA process;
- the Issue of the Placing Shares;
- Board changes; and
- change of name.

3. Company Voluntary Arrangement

If the CVA proposal is approved, in total it is estimated that the creditors will receive £100,446.57 in cash and convertible loan notes, which will be converted into 180,490,269 New Ordinary Shares, allocated pro-rata to their agreed claims. Critical creditors will receive an additional cash payment of £58,082.18

The Directors have appointed Antony Batty of Antony Batty & Company LLP to act as nominee (the "Nominee") in respect of the proposal of the Directors for a CVA (the "CVA Proposal"). Mr Batty has provided his consent to act as Nominee and, if the CVA Proposal is approved, as Supervisor of the same, and his Nominee's Report has been filed at Court as required.

A CVA requires the approval of 75 per cent. or more by value of the creditors voting on the resolution in person or by proxy. It also requires the approval of 50% or more by value of creditors who are 'unconnected.' Once approved, the CVA binds all relevant creditors who were entitled to vote, whether or not they were present or represented at that meeting and so voted and whether or not they actually received notice of the meeting.

A CVA also requires shareholder approval. The CVA Resolution seeks that approval. It is being proposed as an ordinary resolution and therefore requires the approval of 50 per cent. by value of Shareholders present in person or by proxy and voting on the CVA Resolution.

Conversion of the CVA CULN is subject to the Company having the appropriate regulatory authority to issue the shares to the creditors. The CVA CULN must be converted at the time that the Company undertakes a reverse takeover or is readmitted to trading on a public market.

Approval by Creditors of the proposed CVA Proposal will be put to a meeting of Creditors to be held at 11 a.m. on 5 September 2024 and, if approved by Creditors at that meeting, the CVA Resolution will be put to Shareholders at a meeting to be held at 11:30 a.m. the same day.

For the avoidance of doubt, Shareholders will retain their existing Ordinary Shares in the Company; and the CVA will not result in any distribution being made to Shareholders of the Company in their capacity as Shareholders.

A copy of the Directors' CVA Proposal incorporating the Nominee's Report is available for download from the following website: <http://www.antonybatty.net/client-login.php> access code **1205262491**.

Any Shareholder wishing to receive a paper copy of the proposal, should contact Antony Batty on 020 7831 1234, or email antonyb@antonybatty.com, or in writing to Antony Batty, Anthony Batty & Company LLP, 3 Field Court, London WC1R 5EF.

The CVA Proposal is conditional upon the approval of the Resolutions, and completion of the Placing.

The Directors, under the terms of their existing service contracts and other arrangements, are currently owed in aggregate £518,927.91. Under the terms of the CVA Proposal, the Directors are entitled to make a claim for these contractual amounts owing to them. Assuming all Creditors make a valid claim under the CVA Proposal, the Directors will receive an initial payment of up to 4.81 pence in the £1 *pari passu* with all other creditors. Should fewer of the Creditors make a valid claim under the CVA then the amount issued to the Directors may increase.

4. The Placing

Peterhouse has conditionally raised £340,000.17 before expenses through the Placing.

In order to issue the Placing Shares, the Company is seeking authority to issue and to disapply statutory pre-emption rights.

The Company is also currently unable to admit the Placing Shares without either the publication of a prospectus or relying upon an exemption to the requirement to issue a prospectus. Consequentially, the Placing involves a subscription by Scott Kaintz, a director of Curzon, for 966,667,200 new Ordinary Shares in the Company (the "Director Shares"), at the Placing Price being £0.0003 per new Ordinary Share. Following Admission, Mr Kaintz has agreed to sell the Director Shares, at the Placing Price, to certain investors introduced by Peterhouse. Paul Forrest, proposed Director, has conditionally subscribed for 166,666,700 Placing Shares at the Placing Price, which will equate to 13.52 per cent of the Enlarged Share Capital.

Peterhouse is acting as placing agent to the Company.

The Placing is conditional on:

- the CVA approved by Creditors;
- approval of the Resolutions, including the CVA, by Shareholders;
- the audit of the annual report and financial statements for the year ended 31 December 2023 is completed and published; and
- confirmation from the FCA to lift the suspension of trading in the Company's Ordinary Shares;

The proceeds of the Placing will allow the Company to implement the CVA Proposal.

Following completion of the Placing, the Placees will, in aggregate, hold approximately 91.92% per cent. of the Enlarged Share Capital.

Placees will receive 1 warrant for each new Ordinary Share subscribed for as part of the Placing ("Warrants"). The Warrants will be valid for 3 years from the date of the Placing and will have an exercise price of £0.0005. The exercise of the Warrants will be subject to the company issuing a prospectus and subject to other regulatory requirements.

It is the intention that there will be Board changes following the completion of the Placing.

Shareholders should be aware that the Placing is conditional amongst other things on the CVA Approval and the passing of the Resolutions. If these conditions are not met, then the Placing will not proceed, and the Company would then have insufficient capital to continue trading as a going concern; and, in the absence of any other source of funding, the Board may have no alternative but to place it into a formal insolvency process, probably administration.

5. Use of Proceeds

The proceeds of the Placing will be used to settle outstanding Creditors under the terms of the CVA Proposal and for working capital. Following the full settlement of Creditors as part of the proposed CVA Proposal, the Company will be free of debt.

6. Board Changes

Subject to the Resolutions being passed, it is proposed that immediately following the General Meeting Paul Forrest will join the Board as Executive Director and Richard Glass as Non-Executive Director. It is also proposed that following completion of the Placing, John McGoldrick, will resign from office with no compensation for loss of office, and will waive all claims against the Company under their appointment letters other than the ones already included in their CVA.

Paul Forrest, Executive Director, age 54

Mr. Forrest has nineteen years' experience in the natural resources sector, including ten years in offshore oil and gas in the Philippines. More recently he has seven years United Kingdom experience in onshore oil and gas, culminating in the acquisition of the Saltfleetby Project in 2019. Paul is the former financial controller of AIM traded Forum Energy Plc and Celtic Resources Plc.

Save for the information disclosed below, the Company confirms there is no further information to be disclosed under the requirements of Listing Rule 9.6.13 in relation to the appointment of Paul Forrest as Executive Director.

Current Directorships

Forum Energy Services Limited (FES)
Saltfleetby Energy Limited
Saltfleetby Energy Europe Limited
PXOG Massey Limited
Forrest Kolebuk Development SPÓŁKA Z
OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ

Non-current directorships (past 5 years)

Conceptual Build Limited
Forrest Accounting Limited
Viridis Holdings UK Limited
Angus Energy Plc
The Orwell Group Limited
Anglo African Oil & Gas Plc

Richard Glass, Non-Executive Director, age 47

Mr. Glass holds a Bachelor of Science (Electro-Mechanical Engineering) and a Master's Degree in Business Administration from the University of Cape Town. He began his career at Accenture working in the UK, Europe, the Middle East and the Far East, later joining Investec, an international bank and wealth manager. He now independently advises select listed and unlisted investors and financial services businesses where he evaluates and implements deal-making, project structuring, financing and project execution. Richard has co-founded and manages various private resources and real estate investment companies in South Africa and the United Kingdom.

Save for the information disclosed below, the Company confirms there is no further information to be disclosed under the requirements of Listing Rule 9.6.13 in relation to the appointment of Richard Glass as Non-Executive Director.

Current Directorships

AtDeuce Fund (Pty) Ltd
Atlantis Fund (Pty) Ltd
Atlantis Fund Investments One (Pty) Ltd
Atlantis Partners (Pty) Ltd
Atlas Park Holdings (Pty) Ltd
Bethel Partners (Pty) Ltd
Fynbosland 301 CC
Glasshouse Investment Holdings (Pty) Ltd
Glasshouse Developments (Pty) Ltd
Richmond Park Development Company (Pty)
Ltd
Richmond Park Investment (Pty) Ltd
Skypark Capital (Pty) Ltd

Non-current directorships (past 5 years)

AtCommerce Investments (Pty) Ltd
Protea Village Development Company (Pty) Ltd
AtNeat Investments (Pty) Ltd
Broadiss (Pty) Ltd
Frequentsee NPC

7. General Meeting

Attached to this Document is a notice convening a General Meeting of the Company to be held at the offices of Peterhouse Capital Limited at 80 Cheapside, 3rd Floor, London, EC2V 6EE at 11:30 a.m. on 5 September 2024 at which the Resolutions will be proposed to, inter alia, approve the CVA, to appoint the Proposed Directors, to give the Directors authority to issue the new Ordinary Shares, and to change the name of the Company. A summary of the Resolutions is set out below. Please note that unless all of the Resolutions are passed the Proposals outlined in this Document will not proceed.

At the General Meeting, the following Resolutions will be proposed, of which resolutions 1 to 4 will be proposed as ordinary resolutions and resolutions 5 and 6 will be proposed as special resolutions:

Resolution 1, which will be proposed as an ordinary resolution, seeks approval for the CVA.

Resolution 2, which will be proposed as an ordinary resolution, will, if passed, give the Directors the authority to:

- allot up to a further 1,200,000,000 new shares, equal to 97.3 per cent. of the Enlarged Share Capital;
- allot up to a further 1,133,333,900 new shares, in connection with the Placing, equal to 91.92 per cent. of the Enlarged Share Capital;

- allot up to a further 1,133,333,900 new shares, pursuant to the exercise of any Warrants; and
- issue the CVA CULNs and up to 180,490,269 Ordinary Shares pursuant to the conversion of the CVA CULNs equal to 12.75 per cent. of the enlarged Share Capital.

Resolution 3, which will be proposed as an ordinary resolution, to appoint Paul Forrest as a Director of the Company

Resolution 4, which will be proposed as an ordinary resolution, to appoint Richard Glass as a Director of the Company

Resolution 5 which will be proposed as a special resolution, seeks to change the name of the Company to Corpus Resources plc.

Resolution 6, 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

8. Action to be taken

Shareholders will find a Form of Proxy enclosed for use at the 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, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD not later than 11:30 a.m. on 3 September 2024, being 48 hours (two working days) before the time appointed for holding the General Meeting.

You are entitled to appoint a proxy to exercise all or any of your rights to vote at the General Meeting instead of you. Your attention is drawn to the notes to the Form of Proxy.

9. Recommendation

The Directors consider that the CVA Proposal and the Placing are in the best interests of the Company, its Creditors and the Shareholders as a whole.

In the absence of any other source of funding, the only alternative course of action, in the opinion of the Board, would be to place the Company into a formal insolvency process, probably administration. As a result, the Board is advised that the Company would very likely lose its public listing; and the opportunity to create future value for Shareholders would be severely constrained.

The Directors therefore unanimously recommend that Shareholders vote in favour of all the Resolutions.

Yours faithfully

John McGoldrick
Chairperson

DEFINITIONS

The following definitions apply throughout this document and the Form of Proxy, unless the context requires otherwise:

“Board”	the board of Directors;
“Circular” or “Document”	this document dated 19 August 2024;
“Company” or “Curzon”	Curzon Energy plc;
“CREST”	the computerised settlement system operated by Euroclear which facilitates the transfer of title to shares in uncertificated form;
“Creditors”	the creditors of the Company;
“Creditors’ Meeting”	the meetings of creditors to be convened at 11 a.m. on 5 September 2024 pursuant to the CVA;
“CVA”	a Company Voluntary Arrangement, pursuant to Part 1 of the Insolvency Act 1986, details of which are set out in this document and a proposal document available to Creditors and Shareholders dated 16 th August 2024 (the “CVA Proposal”);
“CVA Approval”	approval of the terms of the CVA Proposal at the Creditors’ Meeting and the General Meeting convened for such purposes;
“CVA CULNs”	the convertible unsecured loan note instrument for 180,490,269 new Ordinary Shares between the Company and the Creditors;
“CVA CULN Shares”	the 180,490,269 Ordinary Shares issued to the Creditors upon converting the CVA CULNs;
“CVA Resolution”	resolution 1, to approve the terms of the CVA;
“Directors”	the directors of the Company or any duly constituted committee of the Board;
“Enlarged Share Capital”	1,232,973,465 Ordinary Shares which includes the Issued Share Capital and the Placing Shares;
“Euroclear”	Euroclear UK & International Limited, being the operator of CREST;
“FCA”	the Financial Conduct Authority;
“Form of Proxy”	the form of proxy provided with this document for use by Shareholders in connection with the General Meeting;
“Fully Enlarged Share Capital”	the Enlarged Share Capital plus the CULNs Shares;
“General Meeting”	the general meeting of the Company to consider the Resolutions, convened for 5 September 2024 at 11:30 a.m. notice of which is set out on page 11 of this document;
“Issued Share Capital”	99,639,565 Ordinary Shares currently in issue;
“London Stock Exchange”	London Stock Exchange plc;
“Nominee” or “Supervisor”	Antony Batty of Antony Batty & Company LLP;
“Noteholders”	holders of the CULNs;
“Notice of General Meeting” or “Notice”	the notice of the General Meeting as set out on page 11 of this document;
“Ordinary Shares”	ordinary shares of £0.0001 each in the capital of the Company;
“Placees”	a subscriber of the Placing Shares under the Placing;
“Placing”	the conditional placing of the Placing Shares;

“Placing Shares”	the 1,133,333,900 Ordinary Shares to be issued as part of the Placing;
“Registrar”	Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD;
“Resolutions”	the resolutions being proposed at the General Meeting;
“Shareholders”	holders of Ordinary Shares;
“Shareholders’ CVA Meeting”	a meeting of the Shareholders, called pursuant to section 3 of the Insolvency Act 1986 (as amended) to consider the CVA to be convened immediately following the Creditors’ Meeting on 5 September 2024;
“Sterling” or “£”	the lawful currency of the UK;
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland.

CURZON ENERGY PLC

(Incorporated and registered in England and Wales with registered number 09976843)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Curzon Energy plc ('the **Company**') will be held at the offices of Peterhouse Capital Limited, at 80 Cheapside, London EC2V 6EE at 11:30 a.m. on 5 September 2024 for the purpose of considering and, if thought fit, passing the following resolutions. Resolutions 1 to 4 will be proposed as ordinary resolutions and Resolutions 5 and 6 will be proposed as special resolutions.

ORDINARY RESOLUTIONS

1. THAT the Company approves the Company Voluntary Arrangement proposed by the Directors of the Company to its creditors.
2. THAT in accordance with section 551 of the Companies Act 2006 (the "**Act**"), the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot Relevant Securities (as defined in the notes to this Resolution) PROVIDED THAT this authority shall be limited to:
 - a) the allotment of 1,133,333,900 Ordinary Shares pursuant to the Placing;
 - b) the allotment of 1,133,333,900 Ordinary Shares pursuant to the exercise of any Warrants;
 - c) the issue of the CVA CULNs and up to 180,490,269 Ordinary Shares pursuant to the conversion of the CVA CULNs
 - d) equity securities (as defined by section 560 of the Companies Act 2006 (the "**Act**") up to an aggregate nominal amount of Relevant Securities allotted pursuant to the authority in paragraph (e) below) in connection with an offer by way of a rights issue:
 - i. to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - ii. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - e) in any other case an additional nominal amount of £120,000, provided that this authority shall, unless renewed, varied or revoked by the Company, expire fifteen months after the passing of this resolution or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

In this resolution, **Relevant Securities** means:

- shares in the Company, other than shares allotted pursuant to:
 - an employee share scheme (as defined in section 1166 of the Act);
 - a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
 - a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security; and

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- any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined in section 1166 of the Act). References to the allotment of Relevant Securities in this resolution include the grant of such rights.
3. THAT Paul Forrest be appointed to the Board of the Company.
 4. THAT Richard Glass be appointed to the Board of the Company.

SPECIAL RESOLUTIONS

5. THAT, the Company's name be changed to Corpus Resources plc.
6. THAT, the Directors be and are hereby empowered pursuant to sections 570 to 573 of the Act to allot equity securities wholly for cash, within the meaning of section 560 (1) of the Act, pursuant to the general authority conferred by resolution 2 above as if section 561 (1) of the Act did not apply to any such allotment of equity securities, provided that this power shall be limited to:
 - a) the allotment of up to 1,133,333,900 Ordinary Shares in connection with the Placing;
 - b) the allotment of 1,133,333,900 Ordinary Shares pursuant to the exercise of any Warrants;
 - c) the issue of the CVA CULNs and up to 180,490,269 Ordinary Shares pursuant to the conversion of the CVA CULNs
 - d) the allotment of equity securities in connection with an offer of equity securities by way of rights issue:
 - i. to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - ii. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - e) the allotment (otherwise than pursuant to paragraphs (a), (b), (c) and (d) above) of equity securities additionally and in a nominal amount of £120,000.

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 of Directors

Registered Office: Salisbury House, London Wall, London, United Kingdom, EC2M 5PS

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Notes:

1. Entitlement to Vote

To be entitled to attend and vote at the General Meeting, whether in person or by proxy, shareholders must be registered in the register of members of the Company at 6.00 pm on 3 September 2024 (or, if the General Meeting is adjourned, at 6.00 pm on the date that is two days (excluding non-working days) prior to the adjourned General Meeting). Changes to entries on the register of members after 6.00 pm on 3 September 2024 shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the General Meeting or adjourned General Meeting.

2. Appointment of Proxies

If you are a shareholder, who is entitled to attend and vote at the General Meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the General Meeting and you should have received a Form of Proxy with this notice of the General Meeting. A proxy does not need to be a shareholder of the Company but must attend the General Meeting to represent you. You can only appoint a proxy, using the procedures set out in these notes and the notes to the Form of Proxy. You may appoint more than one proxy, provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, please photocopy the proxy form and list the details for each proxy on a separate photocopied form (each form requires signing). You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. If you wish your proxy to speak on your behalf at the General Meeting, you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them. Shareholders can appoint a proxy or proxies and give proxy instructions by returning the enclosed Form of Proxy by post or via CREST (see note 3) or electronically (see note 4). 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 General Meeting.

3. Appointment of Proxy by Post

The notes to the Form of Proxy explain how to direct your proxy how to vote on each resolution. To appoint a proxy using the Form of Proxy, the form must be: a. completed and signed; b. sent or delivered to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD; and c. received by Neville Registrars Limited no later than 11:30 a.m. on 3 September 2024. In the case of a shareholder, 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. 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. If you have not received a Form of Proxy and believe that you should have one, or if you require additional Forms of Proxy, please contact Neville Registrars Limited on +44 (0) 121 585 1131 or by e-mail at info@nevilleregistrars.co.uk. CREST members, who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service, may do so for the General Meeting and any adjournment thereof by using the procedures described in the CREST manual. CREST personal members, who have appointed a voting 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. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with CRESTCO's specifications and must contain the information required for such instructions, as described in the CREST manual. All messages, relating to the appointment of a proxy or an instruction to a previously appointed proxy, must be transmitted so as to be received by Neville Registrars Limited (ID: 7RA11) no later than 11:30 a.m. on 3 September 2024. Normal system timings and limitations will apply in relation to the input of CREST Proxy Instructions. It is therefore the responsibility of the CREST member, concerned to take 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 sponsor(s) or voting service provider(s) 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 as amended.

4. Appointment of Proxies Electronically

As an alternative to completing the hard copy Form of Proxy, you can appoint a proxy electronically online at www.sharegateway.co.uk and completing the authentication requirements as set out on the Form of Proxy. For an electronic proxy appointment to be valid, your appointment must be received by Neville Registrars Limited no later than 11:30 a.m. on 3 September 2024.

5. Appointment of Proxy by Joint Members

In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).

6. Nominated Persons

CURZON ENERGY PLC

(Incorporated and registered in England and Wales with registered number 09976843)

A copy of this notice has been sent for information only to persons, who have been nominated by a member of the Company to enjoy information rights under Section 146 of the Companies Act 2006 (a "Nominated Person"). The rights to appoint a proxy cannot be exercised by a Nominated Person, they can only be exercised by the shareholder. However, a Nominated Person may have a right under an agreement between him/her and the shareholder by whom he/she was nominated to be appointed as a proxy for the General Meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights. If you are a Nominated Person, you have been nominated to receive general shareholder communications directly from the Company but it is important to remember that your main contact in terms of your investment remains as it was (i.e. the registered shareholder of the Company, or perhaps the custodian or broker, who administers the investment on your behalf). Therefore, any changes or queries, relating to your personal details and holding (including any administration thereof), must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to it in error. The only exception to this is where the Company, in exercising one of its powers under the Companies Act 2006, writes to you directly for a response.

7. Changing Proxy Instructions

Shareholders may change proxy instructions by submitting a new proxy appointment, using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Neville Registrars Limited on +44 (0) 121 585 1131 or by e-mail at info@nevilleregistrars.co.uk. 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.

8. Termination of Proxy Appointment

A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by: sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited. In the case of a shareholder 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 the Company no later than 48 hours (excluding non-working days) before the time of the General Meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the General Meeting and vote in person. Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.

9. Corporate Representatives

A corporation, which is a shareholder, can appoint one or more corporate representatives, who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.

10. Shareholder Questions

Any shareholder, attending the General Meeting, has a right to ask questions. The Company must answer any question, relating to the business being dealt with at the General Meeting, which you ask, except: (i) if to do so would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information; or (ii) if the answer has already been given on a website in the form of an answer to a question; or (iii) if it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.

11. Issued Shares and Total Voting Rights

As at 16 August 2024, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 99,639,565 ordinary shares of £0.0001 each. Each ordinary share carries the right to one vote at the General Meeting of the Company and, therefore, the total number of voting rights in the Company as at 16 August 2024 is 99,639,565.

12. Website

The following information is available on the Company's website www.curzonenergy.com: (i) the contents of this notice of the General Meeting; (ii) the General Meeting Proxy Form; and (iii) details of the total number of shares in respect of which shareholders are entitled to exercise voting rights at the General Meeting. If applicable, any members' resolutions or members' matters of business received by the Company after the date of this Notice will also be made available on the Company's website.

13. Admission

CURZON ENERGY PLC

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Shareholders and participants, attending the General Meeting, may be asked to provide proof of identity. If you have been appointed as a shareholders' proxy, please make this fact known to the Company on entrance.

14. Communication

Except as provided above, shareholders who have general queries about the General Meeting should contact Neville Registrars Limited on +44 (0) 121 585 1131. You may not use any electronic address provided either in this notice of the General Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.