

**SEFTON RESOURCES, INC.**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the **ANNUAL GENERAL MEETING** (the "**Meeting**") of Sefton Resources, Inc. (the "**Company**") will be held at The Lesbian Gay Bisexual Transgender Foundation Manchester at 12 noon on the 14<sup>th</sup> May 2018. Address: 5 Richmond St, Manchester M1 3HF, for the purpose of considering and, if thought fit, passing the following resolutions by simple majority:

RESOLUTIONS:

**Resolution A:** To receive and consider the financial statements for the year ended 31<sup>st</sup> January 2016 together with the reports of the directors and the accountant thereon.

**Resolution B:** pursuant to Clause 13.2 of the Memorandum of Association of the Company, the Memorandum of Association of the Company be amended by deleting Clause 8 in its entirety and replacing it with:

(a) pursuant to Clause 13.2 of the Memorandum of Association of the Company, the Memorandum of Association of the Company be amended by deleting Clause 8 in its entirety and replacing it with:

"8.1 Subject to Regulation 15 of the Articles, each Share in the Company confers upon the Member:

(a) the right to one vote at a meeting of the Members of the Company or on any Resolution of Members (subject to 8.2 below);

(b) the right to an equal share in any dividend paid by the Company; and

(c) the right to an equal share in the distribution of the surplus assets of the Company on its liquidation.

8.2 If, in the reasonable determination of the Board (as evidenced by a Resolution of Directors) the actions taken by a Member (a "Defaulting Member") have been materially detrimental to either the reputation or financial prospects or value of the Company (including any subsidiaries of the Company) the Board may elect at its discretion to:

8.2.1 Suspend all voting rights attached to Shares held by that Member; and/or

8.2.2 Redeem all shares held by that Member for Fair Value without the consent of the Member, For the purpose of this Clause, "Fair Value" shall be either the value agreed between the Board

and the Defaulting Member, or in the absence of such agreement shall be calculated in accordance with s.179(8) to 179(11) of the Act as if the relevant Shares had been redeemed under s.176 of the Act.

Any action taken pursuant to this Clause 8.2 shall be effective immediately on the Company providing notice of the same to the Defaulting Member. Such notice shall state the actions being taken by the Board, shall state the Board's estimation of Fair Value (if applicable) and shall attach a copy of the Resolution of Directors authorising such action.

8.3 The Directors may at their discretion by a Resolution of Directors redeem, purchase or otherwise acquire all or any of the Shares in the Company subject to Regulation 3 of the Articles.”;

**Resolution C:** pursuant to Clause 13.2 of the Memorandum of Association of the Company, the Articles of Association of the Company be amended by deleting the words “ten per cent.” and replacing them with the words “thirty per cent.”:

Date: 26/042018

By Order of the Board

Administrative Office: HARNEYS | Craigmuir  
Chambers | PO Box 71 | Road Town |  
Tortola | British Virgin Islands

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## NOTES

1. A member entitled to attend and vote at the Meeting is also entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. The proxy need not be a member of the Company.
2. To be effective, the instrument appointing a proxy and any authority under which it is executed (or a notarially certified copy of such authority) must be deposited at the Company's administrative office at HARNEYS | Craigmuir Chambers | PO Box 71 | Road Town | Tortola | British Virgin Islands T: +1 284 852 4333 | M: +1 284 346 9673, not less than 48 hours before the time for holding the Meeting. A form of proxy can be downloaded from this website. Completion and return of the form of proxy will not preclude members from attending and voting in person at the Meeting.
3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered in the relevant register of members of the Company at close of business on *[two days prior to meeting]* shall be entitled to attend and vote at the Meeting or, if the Meeting is adjourned, close of business on such date being not more than two days prior to the date fixed for the adjourned meeting. Changes to entries on the register of members after close of business on *[two days prior to meeting]* shall be disregarded in determining the right of any person to attend or vote at the Meeting.

- 4 To lodge your Form of Proxy or Voting Instruction via Email; Full name and Address. Total amount of Shares Held. Name of Nominee Holder with supporting letter from Nominee stating you are the Beneficial Holder. Copy of Share Certificate with Certificate Number. Email: **Cbailey@seftonresources.com**