

This document is important and requires your immediate attention. If you are in any doubt about the contents of this document or the action you should take, you should immediately seek your own independent financial advice from your stockbroker, solicitor or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your Ordinary Shares in AfriAg Global Plc, you should forward this document, together with the accompanying Form of Proxy, immediately to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Directors, whose names appear on page 2 of this document, accept responsibility for the information contained in this document. To the best of the knowledge of the Directors and the Company (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

This document does not constitute an offer to issue or sell or a solicitation of any offer to subscribe for or buy ordinary shares in AfriAg Global Plc.

AFRIAG GLOBAL PLC

*(a company incorporated and registered in the Isle of Man
under the Isle of Man Companies Act 2006 with registered number 002845V)*

Notice of Annual General Meeting

Notice of an Annual General Meeting to be held at Afriag Global Plc, 2nd Floor, 7-9 Swallow Street, London, W1B 4DE at 12:00 p.m. on 7 September 2020 is set out at the end of this document. Shareholders are requested to complete and return the enclosed Form of Proxy by post or by hand to Afriag Global Plc, 2nd Floor, 7-9 Swallow Street, London, W1B 4DE, as soon as possible, but in any event so as to arrive no later than 12:00 p.m. on 4 September 2020 whether or not they propose to be present at the Annual General Meeting.

PART I

LETTER FROM THE CHAIRMAN OF AFRIAG GLOBAL PLC

(incorporated and registered in the Isle of Man under the Isle of Man Companies Act 2006 with registered number 002845V)

Directors:

David Lenigas (Executive Chairman)
Hamish Harris (Non-Executive Director)
Donald Strang (Non-Executive Director)

Registered Office:

34 North Quay
Douglas
IM1 4LB
Isle of Man

To Shareholders, and for information only to holders of options and warrants over ordinary shares

4 August 2020

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING

1 INTRODUCTION

I am pleased to be writing to you with details of our annual general meeting (“**AGM**”) which we are holding at Afriag Global Plc, 2nd Floor, 7-9 Swallow Street, London, W1B 4DE at 12:00 p.m. on 7 September 2020. The formal notice of AGM is set out at the end of this document.

The purpose of this circular is to provide you with an explanation of the resolutions to be proposed at the AGM and of the action you should take in order to register your vote.

2 AGENDA OF ANNUAL GENERAL MEETING

The following resolutions are to be proposed at the AGM:

Ordinary Business

Resolution 1 – Receiving and adopting the Accounts

The Board recommends the receiving and adopting of the audited accounts for the financial period ended 31 December 2018 together with the Report of the Directors’ and the Auditors’ Report.

Resolution 2 – Auditors’ Reappointment and Remuneration

This Resolution relates to the re-appointment of Chapman Davis LLP as auditors of the Company and authorises the Directors to determine their remuneration.

Resolution 3 – Re-election of a Director

The Board recommends the re-election of David Lenigas who was appointed as Executive Chairman on 30 June 2016 and who is subject to re-election in accordance with the Company’s Articles. Mr Lenigas, being eligible, offers himself for re-election as a Director of the Company.

Mr Lenigas holds a Bachelor of Applied Science Degree in Mining Engineering (Distinction). He has served as Executive Chairman of numerous public listed companies on the London, Canadian and Australian Stock Exchanges.

Special Business

Resolution 4 - Disapplication of Pre-Emption Rights

Pursuant to article 5.2 of the Articles, this is a special resolution authorising the Directors to issue equity securities as continuing authority of up to a maximum number of 100,000,000 ordinary shares for cash on a non pre-emptive basis. The authority granted by this Resolution will expire at the conclusion of next annual general meeting of the Company.

3 ACTION TO BE TAKEN

As a result of the ongoing Coronavirus (COVID-19) pandemic, and in line with the Government's Stay at Home Measures ("**Measures**"), the Board is adopting a number of changes to the traditional running of the General Meeting. In order to reduce the risk of infection we are asking Shareholders to not attend the General Meeting which will end immediately following the formal business. Any Shareholders who do attend will not be admitted.

Arrangements will be made by the Company to satisfy the requirements of a quorum for the General Meeting so that it may proceed. We encourage Shareholders to appoint the Chairman as their proxy with their voting instructions rather than attend the General Meeting in person.

Although the Notes to the Notice of the General Meeting refer to Shareholders being able to appoint a proxy or proxies, the Company would remind Shareholders that, in light of the Measures, they will not be allowed entry to the General Meeting. However, the Company does value Shareholder participation and values the votes of Shareholders, so it would encourage all Shareholders to exercise their voting rights BUT ONLY by appointing the Chairman of the General Meeting to be their proxy. Any proxy received appointing a person other than the Chairman of the General Meeting as the Shareholder's proxy will be deemed to have appointed the Chairman of the General Meeting as that Shareholder's proxy.

Shareholders will find enclosed with this letter a form of proxy for use at the General Meeting. The form of proxy should be completed and returned in accordance with the instructions printed on it so as to arrive to Afriag Global Plc, 2nd Floor, 7-9 Swallow Street, London, W1B 4DE as soon as possible and in any event not later than 12:00 p.m. on 4 September 2020.

4 RECOMMENDATION

The Directors consider that the resolutions set out in the notice of AGM are in the best interests of the Company and its shareholders as a whole and accordingly, unanimously recommend Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully

David Lenigas
Executive Chairman

AFRIAG GLOBAL PLC

*(a company incorporated and registered in the Isle of Man under the Isle of Man Companies Act 2006
with registered number 002845V)*

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Shareholders of AfriAg Global Plc (the "**Company**") will be held at 12:00 p.m. on 7 September 2020 to consider and, if thought fit, pass resolutions 1 to 3, which will be proposed as ordinary resolutions and 4 which will be proposed as a special resolution.

ORDINARY RESOLUTIONS

1. To receive and adopt the audited accounts for the financial period ended 31 December 2018 together with the Reports of the Directors and the Auditors thereon.
2. To re-appoint Chapman Davis LLP as auditors to the Company from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid and to authorise the Directors to determine the remuneration of the auditors of the Company.
3. To re-elect David Lenigas who is subject to re-election in accordance with the Company's Articles. Mr Lenigas, being eligible, offers himself for re-election as a Director of the Company.

SPECIAL RESOLUTIONS

4. THAT pursuant to article 5.2 of the Articles, the Directors are hereby authorised to allot and issue ordinary shares in the capital of the Company for cash as if the rights of pre-emption set out in article 5.2 of the Articles did not apply to any such allotment provided that such power shall be limited to the allotment and issue of up to a maximum number of 100,000,000 ordinary shares, such authority to expire at the earlier of the next annual general meeting of the Company or 15 months from the date.

Registered Office
31-37 North Quay
Douglas
IM1 4LB
Isle of Man

David Lenigas
by Order of the Board
4 August 2020

Notes:

1. A member of the Company is entitled to attend and vote at the meeting and to appoint one or more proxies to attend and vote in his or her place. A proxy need not be a member of the Company.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
3. A Form of Proxy is enclosed with this notice. Instructions for use are shown on the form. The completion and return of a Form of Proxy will not prevent a member from attending and voting in person at the meeting. In the case of a member 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 or contained in an Electronic Communication. Any power attorney or any other authority under which the Form of Proxy is signed (or a certified copy of such power or authority) must be included with the Form of Proxy.
4. To be valid, a completed Form of Proxy together with a power of attorney or other authority (if any) under which it is executed (or a notarially certified copy of any such power or authority), must be deposited at Afriag Global Plc, 2nd Floor, 7-9 Swallow Street, London, W1B 4DE, not less than 48 hours before the time set for the meeting or adjourned meeting (as the case may be).
5. Pursuant to Regulation 22 of the Uncertificated Securities Regulations 2006, only those shareholders registered in the Register of Members of the Company as at 12:00 p.m. on 4 September 2020, or in the event that the meeting is adjourned, in the Register of Members as at 12:00 p.m. on the day that is two days prior to any adjourned meeting, shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries on the Register of Members after 12:00 p.m. on 4 September 2020 or, in the event that the meeting is adjourned, 12:00 p.m. on the day that is two days prior to the day of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
6. As at 4 August 2020 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consisted of 31,170,011 ordinary shares of no par value each. Each ordinary share carries the right to vote at a general meeting of the Company, and therefore, the total number of voting rights in the Company as at 5 August 2020 was 31,170,011.