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If you have sold or otherwise transferred all your existing Ordinary Shares in Blue Star Capital plc ("**Blue Star**"), please forward this Document and the enclosed Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold only part of your holding, please retain this Document and the accompanying Form of Proxy and contact your stockbroker, bank or other agent through whom the sale or transfer was effected, immediately. Such documents should not however be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List and the AIM Rules are less demanding than those of the Official List. A prospective investor should be aware of the potential risks in investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The London Stock Exchange has not examined or approved the contents of this Document.

This Document does not constitute a prospectus for the purposes of the Prospectus Rules nor does it constitute an admission document prepared in accordance with the AIM Rules. Accordingly, this document has not been filed with the FCA or any other competent authority. This Document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any Ordinary Shares or other securities in Blue Star nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract therefor. This Document does not constitute an offer to the public of transferable securities and so is not subject to the requirements or any legislation that implements the EU Prospectus Regulation.

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# **BLUE STAR CAPITAL PLC**

*(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 05174441)*

## **Proposed issue of Placing Shares and New Warrants, Investment in esports opportunities and Notice of General Meeting**

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The whole of this document should be read, and in particular, your attention is drawn to the letter from the Chief Executive Officer of Blue Star which is set out on page 7 of this Document which includes a recommendation of the Directors on page 11.

Notice of the General Meeting of Blue Star to be held at 11.00 a.m. on 6 November 2019 at the offices of Cairn Financial Advisers LLP at Cheyne House, Crown Court, 62-63 Cheapside, London EC2V 6AX, is set out on pages 12 to 15 of this Document. Whether or not you plan to attend the General Meeting, please complete the enclosed Form of Proxy. To be valid, the accompanying Form of Proxy for use at the General Meeting should be completed, signed and returned in accordance with the instructions thereon to Link Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF as soon as possible and, in any event, so as to arrive by not later than 11.00 a.m. on 4 November 2019. The completion and return of a Form of Proxy will not prevent you from attending, speaking and voting at the General Meeting in person should you wish to do so.

Cairn Financial Advisers LLP ("**Cairn**") is acting as nominated adviser to the Company for the purposes of the AIM Rules. Cairn is not acting for, and will not be responsible to, any person other than the Company for providing the protections afforded to its customers or for advising any other person on the contents of this Document or on any transaction or arrangement referred to in this Document. Cairn's responsibilities as the Company's nominated adviser under the AIM Rules are owed solely to the London Stock Exchange and are not owed to the Company, any Director or to any other person. No representation or warranty, express or implied, is made by Cairn as to, and no liability is accepted by Cairn in respect of, any of the contents of this Document.

Smaller Company Capital Limited (“**SCC**”) is authorised and regulated in the UK by the FCA and is acting as broker to the Company in connection with the Placing. SCC is not acting for, and will not be responsible to, any person other than the Company for providing the protections afforded to its customers or for advising any other person on the contents of this Document or on any transaction or arrangement referred to in this Document. No representation or warranty, express or implied, is made by SCC as to, and no liability is accepted by SCC in respect of, any of the contents of this Document.

Copies of this Document, which is dated 16 October 2019, will be available free of charge to the public during normal working hours on any weekday (except public holidays) from the registered office of the Company at Rawlinson & Butler Nominees Limited, Griffin House, 135 High Street, Crawley, RH10 1DQ and from the Company’s website [www.bluestarcapital.co.uk](http://www.bluestarcapital.co.uk).

No person should construe the contents of this Document as legal, tax or financial advice and recipients of this Document should consult their own advisers on the matter described in this document.

**The distribution of this Document in or into jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the UK into whose possession this Document comes should inform themselves about and observe such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction.**

**This Document contains “forward-looking statements” which includes all statements other than statements of historical fact including, without limitation those regarding the Company’s financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words “targets”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “might”, “anticipates”, “would”, “could” or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company’s control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company’s present and future business strategies and the environment in which the Company will operate in the future. These forward-looking statements speak only as at the date of this Document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to forward-looking statements contained herein to reflect any change in the Company’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.**

## CONTENTS

	<i>Page</i>
<b>DEFINITIONS</b>	4
<b>EXPECTED TIMETABLE OF PRINCIPLE EVENTS</b>	6
<b>ISSUE STATISTICS</b>	6
<b>PART 1: LETTER FROM THE CHIEF EXECUTIVE OFFICER OF THE COMPANY</b>	7
<b>PART 2: NOTICE OF GENERAL MEETING</b>	12
<b>ENCLOSED</b>	Form of Proxy

## DEFINITIONS

<b>“Act”</b>	the Companies Act 2006 (as amended);
<b>“Admission”</b>	admission of the Placing Shares to trading on AIM and such admission becoming effective in accordance with the AIM Rules;
<b>“AIM Rules”</b>	the AIM Rules for Companies and the AIM Rules for Nominated Advisers, as issued by the London Stock Exchange from time to time;
<b>“AIM”</b>	a market of that name operated by the London Stock Exchange;
<b>“Company” or “Blue Star”</b>	Blue Star Capital plc, a company incorporated and registered in England and Wales with registered number 05174441;
<b>“CREST”</b>	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in the CREST Regulations);
<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended;
<b>“Directors”</b>	the directors of the Company whose names are set out on page 7 of this Document;
<b>“Document”</b>	this document;
<b>“Enlarged Share Capital”</b>	the issued ordinary share capital of the Company as enlarged by the Placing immediately following Second Admission;
<b>“Existing Ordinary Shares”</b>	the 2,242,582,852 Ordinary Shares in issue at the date of this Document;
<b>“Existing Warrants”</b>	the existing warrants to subscribe for, in aggregate, 110,000,000 Ordinary Shares in issue at the date of this Document;
<b>“Euroclear”</b>	Euroclear UK & Ireland Limited, the operator of CREST;
<b>“First Admission”</b>	admission of the First Placing Shares to trading on AIM and such admission becoming effective in accordance with the AIM Rules;
<b>“First Placing”</b>	the firm placing of the First Placing Shares at the Placing Price to raise in aggregate £450,000 conditional upon completion of the first part of the Investment Agreement;
<b>“First Placing Shares”</b>	450,000,000 new Ordinary Shares;
<b>“Form of Proxy”</b>	the form of proxy accompanying this Document for use at the General Meeting;
<b>“General Meeting or GM”</b>	the general meeting of the Company to be held at the offices of Cairn Financial Advisers LLP, at Cheyne House, Crown Court, 62-63 Cheapside, London EC2V 6AX, on 6 November 2019 at 11.00 a.m., notice of which is set out at the end of this Document;

<b>“Introducer”</b>	Jonathan Bixby acting through his controlled company, Toro Consulting Ltd;
<b>“Investee Companies”</b>	each of The Lords Esports plc, Googly Esports plc, The Dibs Esports Corp, Dynasty Esports PTE Ltd, The Cubs Esports PTY Ltd and The Drops Esports Inc, and each an <b>“Investee Company”</b> ;
<b>“Investment Agreement”</b>	the investment agreement dated 13 October 2019 between the Company and the Investee Companies, further details of which are set out at paragraph 3 of Part 1 of this Document;
<b>“London Stock Exchange”</b>	London Stock Exchange plc;
<b>“New Warrants”</b>	the proposed warrants to subscribe for, in aggregate, 815,000,000 Ordinary Shares to be issued to Toro Consulting Limited, Tony Fabrizi and, subject to his appointment as Director, Derek Lew, under the Warrant Instruments, details of which are set out in this Document;
<b>“Ordinary Shares”</b>	ordinary shares of £0.001 each in the capital of the Company;
<b>“Placing”</b>	together the First Placing and the Second Placing;
<b>“Placing Price”</b>	0.1 pence being the price at which each of the Placing Shares are to be issued;
<b>“Placing Shares”</b>	together the First Placing Shares and the Second Placing Shares;
<b>“Resolutions”</b>	the resolutions to be proposed at the General Meeting, details of which are set out in this Document;
<b>“Second Admission”</b>	admission of the Second Placing Shares to trading on AIM and such admission becoming effective in accordance with the AIM Rules;
<b>“Second Placing”</b>	the conditional placing of the Second Placing Shares at the Placing Price to raise in aggregate £450,000 conditional upon completion of the second part of the Investment Agreement;
<b>“Second Placing Shares”</b>	450,000,000 new Ordinary Shares;
<b>“Shareholder(s)”</b>	the holders of Ordinary Shares from time to time;
<b>“United Kingdom” or “UK”</b>	the United Kingdom of Great Britain and Northern Ireland; and
<b>“Warrant Instruments”</b>	the warrant instruments of the Company relating to warrants to subscribe for, in aggregate, 815,000,000 Ordinary Shares.

**Notes:**

- 1) All references in this Document to “£” or “pence” are to the lawful currency of the UK.
- 2) All references to legislation in this Document are to English legislation unless the contrary is indicated.

## EXPECTED TIMETABLE OF PRINCIPLE EVENTS

	<i>2019</i>
Date of this Document	16 October
Expected date of First Admission	18 October
Latest time and date for receipt of Forms of Proxy	11.00 a.m. on 4 November
General Meeting	11.00 a.m. on 6 November
Expected date of Second Admission	12 November

**Notes:**

- 1) References to times in this Document are to London time (unless otherwise stated).
- 2) The times and/or dates set out in the timetable above may be subject to change.
- 3) If any of the above times or dates should change, the revised times and/or dates will be notified by an announcement to a Regulatory Information Service.

## ISSUE STATISTICS

Number of Existing Ordinary Shares	2,242,582,852
Number of First Placing Shares	450,000,000
Number of issued Ordinary Shares following First Admission	2,692,582,852
Number of Second Placing Shares	450,000,000
Number of issued Ordinary Shares following Second Admission	3,142,582,852
Placing Price	0.1 pence
Expected aggregate net proceeds pursuant to the Placing	£820,000
Number of Ordinary Shares currently under option or warrant	110,000,000
Number of Ordinary Shares under option or warrant following completion of the Placing	925,000,000

## PART 1

### LETTER FROM THE CHIEF EXECUTIVE OFFICER OF BLUE STAR CAPITAL PLC

## Blue Star Capital Plc

(Incorporated and registered in England and Wales with registered number 05174441)

*Directors:*

Anthony Fabrizi (*Chief Executive Officer*)  
William Henbrey (*Non-Executive Chairman*)  
Sean King (*Non-Executive Director*)

*Registered Office*

c/o Rawlinson & Butler Nominees Limited  
Griffin House  
135 High Street  
Crawley  
RH10 1DQ

16 October 2019

Dear Shareholder

#### Proposed issue of Placing Shares and New Warrants, investment in Esports opportunities and notice of General Meeting

#### 1. Introduction

On 14 October 2019 the Company announced a placing of, in aggregate 900,000,000 Placing Shares at the Placing Price (the “**Placing**”). Once completed, the gross proceeds from the Placing will be £900,000. The Placing comprises two elements:

- (a) a firm Placing of 450,000,000 Placing Shares at the Placing Price to raise, in aggregate, £450,000 (the “**First Placing**”); and
- (b) a conditional Placing of 450,000,000 Placing Shares at the Placing Price to raise in aggregate, £450,000 (the “**Second Placing**”).

The allotment of the First Placing Shares is conditional only upon completion of the first part of the Investment Agreement and the admission to trading of those Placing Shares on AIM which is expected to take place at 8.00 a.m. on or around 18 October 2019.

The allotment of the Second Placing Shares is conditional, *inter alia*, upon the Company obtaining approval of the Shareholders at the General Meeting to grant the Directors the authority to allot the Second Placing Shares and certain New Warrants to subscribe for Ordinary Shares and to dis-apply statutory pre-emption rights which would otherwise apply to such allotments. The General Meeting, notice of which is set out at the end of this Document, has been convened for 11.00 a.m. on 6 November 2019. Subject to the passing of the Resolutions and the second part of the Investment Agreement becoming unconditional (save only for Second Admission), it is anticipated that the Placing Shares to be allotted pursuant to the Second Placing will be admitted to trading on AIM at 8.00 a.m. on or around 12 November 2019.

The primary purpose of the Placing is to raise further funds so that the Company may invest in certain esports opportunities (as further described below) in accordance with its investing policy.

The purpose of this Document is to explain, *inter alia*, the background to and reasons for the Placing, to explain why the Board considers the Placing to be in the best interests of the Company and its Shareholders and why the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their own beneficial interests amounting, in aggregate to 86,386,364 Ordinary Shares representing 3.2 per cent. of the Existing Ordinary Shares following First Admission.

## 2 Background to the Placing and use of proceeds

The Company believes that a significant opportunity exists within esports which, according to estimates by games and esports analytics provider Newzoo, may see total global esports market revenue increase to US\$1.1 billion for 2019. The largest component of this estimate relates to sponsorship, media rights and advertising and the Company will take advantage of this growth opportunity by investing in franchises and infrastructure investments targeting different regions globally.

An opportunity has been presented by Jonathan Bixby (through his company Toro Consulting Ltd) (the “**Introducer**”), who founded and listed Argo Blockchain plc by way of a Standard Listing on the London Stock Exchange’s main market on 3 August 2018, to invest in six esports businesses which are being developed. These investment opportunities are in line with the Company’s investing strategy of investing in gaming. Esports encompasses competitive, organised gaming and has seen a significant growth in recent years in terms of the number of events, the number of competitors and audience viewing and, importantly, revenues generated through activities including ticket sales, merchandising, media rights and partnerships.

It is the intention of each of the companies in which Blue Star will invest to create or acquire a competitive esports franchise to generate revenue from tournament winnings, digital marketing opportunities, sponsorship, membership, merchandise and promotional tours and events. Each of the companies is targeting a different region globally for financing and team building but all will attempt to become global brands. Blue Star is investing at an early stage in each of these companies and as part of its investment Blue Star has secured the right to invest in future rounds of each company to allow it to maintain its position, if it so chooses.

Further details of the companies in which Blue Star will invest are as follows:

<b>Company</b>	<b>Investment</b>	<b>Jurisdiction</b>
The Lords Esports plc	£150,000 representing 11.1 per cent. of the issued share capital of The Lords Esports plc	UK
Googly Esports plc	£150,000 representing 11.1 per cent. of the issued share capital of Googly Esports plc	India and UK
The Dibs Esports Corp	\$185,000 (USD) by way of a convertible loan note which Blue Star may convert into equity securities in accordance with the terms of the loan note and which, on conversion, will represent approximately 13.7 per cent. of the issued share capital of The Dibs Esports Corp	USA
Dynasty Esports PTE Ltd	\$255,000 (SGD) to be invested, conditional upon completion of the second part of the Investment Agreement, which will represent 13.7 per cent. the issued share capital of Dynasty Esports PTE Ltd	Singapore
The Cubs Esports PTY Ltd	\$250,000 (AUS) to be invested, conditional upon completion of the second part of the Investment Agreement, which will represent 13.3 per cent. of the issued share capital of The Cubs Esports PTY Ltd	Australia
The Drops Esports Inc	\$250,000 (CAD) to be invested, conditional upon completion of the second part of the Investment Agreement, which will represent 13.3 per cent. the issued share capital off The Drops Esports Inc	Canada



### **3 Investment Agreement**

On 13 October 2019, the Company entered into an investment agreement (“**Investment Agreement**”) with the Investee Companies under the terms of which it will make investments of approximately £150,000 each in six esports companies.

Pursuant to the terms of the Investment Agreement, the Company will subscribe for ordinary shares in the share capitals of each of The Lords Esports plc, Googly Esports plc and Dynasty Esports PTE Ltd for an aggregate subscription price of c.£450,000 conditional upon First Admission. The Company will subscribe for ordinary shares in the share capitals of each of The Cubs Esports PTY Ltd and The Drops Esports Inc for an aggregate subscription price of c.£300,000 and will subscribe for \$185,000 (USD) convertible loan notes created and issued by The Dibs Esports Corp, conditional, *inter alia*, upon (i) the passing of the Resolutions at the General Meeting; and (ii) Second Admission.

Under the Investment Agreement, each of the Investee Companies have given limited warranties and the Company has been granted certain information rights which will cease to apply once the Company is interested in less than 3 per cent. of the voting share capital of any Investee Company. The Investment Agreement is governed by the laws of England and Wales.

### **4 Update on Blue Star**

The Company’s main investment is SatoshiPay, where it currently owns 27.9 per cent. of the issued share capital. Based on SatoshiPay’s most recent fund raise in March 2019, Blue Star’s investment is valued at approximately £4.6million.

SatoshiPay has spent much of 2019 refining its product offering and developing a number of technical features of its business, most notable the Solar wallet, international VAT compliance tools for its publishers and a login-based cross-device wallet backup.

In addition to its offering for the publishing industry, SatoshiPay is broadening its reach into other verticals and intends to expand its services within the cross-border B2B payments vertical which is currently estimated to be a £160bn market. Although in its infancy, SatoshiPay is already engaged in a number of customer conversations and while this sector remains highly competitive the opportunity to exploit SatoshiPay’s existing technology appears to be strong. SatoshiPay will continue to develop its publishing vertical as it has a number of key relationships within this sector and anticipates announcing transactions later this year.

In addition to its investment in SatoshiPay, Blue Star has a 1 per cent. shareholding in Sthaler, a biometric payments business. Sthaler has recently announced a major initiative in Manchester and is continuing to attract interest both commercially and from investors. The Company’s board remains confident in Sthaler’s long term potential.

Finally, the Company’s investment in Disruptive Tech Limited has continued to disappoint and it seems likely that the position will be further written down with the publication of the Company’s accounts.

### **5 Placing**

900,000,000 Placing Shares have been conditionally placed with new and existing institutional investors at the Placing Price to raise aggregate gross proceeds of £900,000. The Placing is not being underwritten. The new Placing Shares will represent approximately 28.6 per cent. of the Enlarged Share Capital.

The Placing Price represents a premium of approximately 33 per cent. to the closing mid-market price of 0.075 pence per Ordinary Share on 11 October 2019 (being the last practical date prior to the announcement of the Placing).

The Second Placing is conditional, *inter alia*, on the approval of the Resolutions at the General Meeting of the Company to be held on 6 November 2019 and upon Second Admission which is expected to take place on or around 12 November 2019.

The Placing Shares issued pursuant to the Placing will, when issued, be credited as fully paid and will rank *pari passu* in all respects with the Existing Ordinary Shares including the right to receive all dividends and other distributions declared, made or paid after their date of issue.

## 6 New Warrants

In consideration of the Introducer introducing the investments to the Company, and to provide the Company with potential future funding and in respect of incentivisation of the Directors, the Company has agreed, pursuant to the terms of the Warrant Instruments, to grant New Warrants to subscribe for Ordinary Shares to each of the Introducer, Tony Fabrizi (Chief Executive Officer) and Derek Lew (proposed Director) in the amounts set out below.

On completion of the First Placing, the Company will grant, (subject, in the case of Derek Lew, to him being appointed as a Director) New Warrants as follows:

Exercise price	Name	Warrants	Term from date of grant
0.1p	Toro Consulting Ltd	220,000,000	6 months
	Tony Fabrizi	25,000,000	12 months
	Derek Lew	55,000,000	12 months
		<b>300,000,000</b>	

The Company will (subject, in the case of Derek Lew, to him being appointed as a Director and the passing of the Resolutions) grant further New Warrants as follows:

Exercise price	Name	Warrants	Term from date of grant
0.175p	Toro Consulting Ltd	220,000,000	12 months
	Tony Fabrizi	25,000,000	18 months
	Derek Lew	45,000,000	18 months
		<b>290,000,000</b>	
0.25p	Toro Consulting Ltd	180,000,000	18 months
	Tony Fabrizi	15,000,000	24 months
	Derek Lew	30,000,000	24 months
		<b>225,000,000</b>	

## 7 Admission and dealings

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. The Placing Shares will, when issued, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid following Admission.

It is expected that First Admission will become effective and that dealings in the Placing Shares allotted pursuant to the First Placing will commence on or around 18 October 2019. It is expected that Second Admission will become effective and that dealings in the Placing Shares allotted pursuant to the Second Placing will commence on or around 12 November 2019.

## 8 Related Party Transactions

The grant of warrants to Tony Fabrizi and to Derek Lew, upon his appointment as Director, and Tony Fabrizi's participation in the First Placing are deemed to be related party transactions for the purposes of Rule 13 of the AIM Rules. The Directors, with the exception of Tony Fabrizi, consider, having consulted with the Company's nominated adviser, Cairn Financial Advisers LLP, that the terms of the transactions are fair and reasonable insofar as the Company's shareholders are concerned.

## 9 General Meeting

You will find set out at the end of this Document a notice convening the General Meeting to be held at the offices of Cairn Financial Advisers LLP at Cheyne House, Crown Court, 62-63 Cheapside, London EC2V 6AX on 6 November 2019 at 11.00 a.m..

The Resolutions to be proposed at the General Meeting are as follows:

**Resolution 1:** will be proposed as an ordinary resolution to authorise the Directors to: allot the Second Placing Shares; to facilitate the issue of New Warrants and to allot further Ordinary Shares up to a maximum nominal amount of £1,500,000 (which represents 47.7 per cent. of the Company's Enlarged Share Capital). This authority shall expire at the conclusion of the next annual general meeting of the Company.

**Resolution 2:** will be proposed as a special resolution and is conditional upon the passing of Resolution 1 and seeks to empower the Directors to dis-apply statutory pre-emption rights to allot the Second Placing Shares, the New Warrants and further Ordinary Shares up to a maximum nominal amount of £1,500,000. This authority shall expire at the conclusion of the next annual general meeting of the Company.

## **10 Action to be taken by Shareholders**

You can use your vote in respect of your shareholding by attending the General Meeting or by appointing a proxy to attend the meeting and vote on your behalf.

A proxy may be appointed by either:

- returning the accompanying Form of Proxy in the post; or
- using the CREST electronic proxy appointment service (for CREST members only).

In each case the notice of appointment of your proxy should reach (whether by post or by CREST) our registrar, Link Asset Services at PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by no later than 11.00 a.m. on 4 November 2019. Please refer to the notes in the notice of General Meeting and the accompanying Form of Proxy for detailed instructions.

## **11 Recommendation**

**The Directors consider that the Resolutions are in the best interests of the Company and its Shareholders as a whole. Accordingly, your Directors unanimously recommend that Shareholders vote in favour of all Resolutions, as they intend to do in respect of their own shareholdings.**

Yours faithfully

**Tony Fabrizi**  
*Chief Executive Officer*

## PART 2

### NOTICE OF GENERAL MEETING

NOTICE is hereby given that a General Meeting of Blue Star Capital plc (the “**Company**”) will be held at the offices of Cairn Financial Advisers LLP at Cheyne House, Crown Court, 62-63 Cheapside, London EC2V 6AX on Wednesday 6 November 2019 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolution 1 shall be proposed as an ordinary resolution and Resolution 2 shall be proposed as a special resolution.

This Notice concerns matters described in a circular to shareholders of the Company dated 16 October 2019 (the “**Circular**”). Definitions defined in the Circular have the same meaning in this Notice.

THAT:

#### Ordinary Resolution

1 That, in addition to all unexercised authorities previously granted to the Directors, the Directors be and are hereby unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “**Act**”), to exercise all the powers of the Company to allot ordinary shares of £0.001 each in the capital of the Company (“**Ordinary Shares**”) and to grant rights to subscribe for, or convert any security into, Ordinary Shares PROVIDED THAT this authority shall be limited to:

- (a) the allotment of Ordinary Shares up to a maximum aggregate nominal amount of £450,000 pursuant to the Second Placing;
- (b) the grant of the right to subscribe for Ordinary Shares up to a maximum aggregate nominal amount of £515,000 pursuant to the New Warrants; and
- (c) the allotment of Ordinary Shares and the grant of rights to subscribe for, or convert any security into, Ordinary Shares generally up to a maximum aggregate nominal amount of £1,500,000;

provided that this authority shall expire on the date of the next annual general meeting of the Company following the date of the passing of this resolution, except that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired.

#### Special Resolution

2 That, in addition to all unexercised authorities previously granted to the Directors and subject to the passing of Resolution 1 above, the Directors be given:

- (a) in accordance with section 571 of the Act, power to allot Ordinary Shares for cash pursuant to the authority conferred by sub-paragraph (a) of Resolution 1 above, up to a maximum aggregate nominal amount of £450,000;
- (b) in accordance with section 571 of the Act, power to grant the right to subscribe for Ordinary Shares pursuant to the authority conferred by sub-paragraph (b) of Resolution 1 above, up to a maximum aggregate nominal amount of £515,000;
- (c) in accordance with section 570 of the Act, a general power to allot equity securities (as defined by section 560 of the Act) for cash, pursuant to the authority conferred by subparagraph (c) of Resolution 1 above, up to a maximum aggregate nominal amount of £1,500,000;

in each case, as if section 561(1) of the Act did not apply to any such allotment. The power granted by this Resolution 2 will expire at 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.

By order of the Board:

**Tony Fabrizi**  
*Chief Executive Officer*

*Registered Office*  
c/o Rawlinson & Butler Nominees Limited  
Griffin House  
135 High Street  
Crawley  
RH10 1DQ  
16 October 2019

## Notes:

- 1 Pursuant to Regulation 41 of the CREST Regulations, only those members registered on the Company's register of members at close of business on 4 November 2019 or, in the event that the meeting is adjourned, in the register of members 48 hours before the time of the 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 time. Changes to entries in the register of members after close of business on 4 November 2019 or, in the event that the meeting is adjourned, after 48 hours before the time of any adjourned meeting shall be disregarded in determining the rights of any person to attend or vote at a meeting.
- 2 A member is entitled to appoint one or more persons as proxies to exercise all of any or all of his rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise rights attached to a different share or shares held by him. To appoint more than one proxy you may photocopy the proxy 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). Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by the member may result in the proxy appointment being invalid. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. Appointment of a proxy does not preclude a member from attending the meeting and voting in person.
- 3 A Form of Proxy is enclosed. To be valid, it must be completed, signed and sent to the offices of the Company's registrars being Link Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF so as to arrive no later than 11.00 a.m. on 4 November 2019 or, in the event that the meeting is adjourned, by no later than 48 hours before the time of any adjourned meeting.
- 4 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>).

CREST Personal Members or other CREST sponsored members, and those CREST 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 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 ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Link Asset Services (ID RA10) by no later than 11.00 a.m. on 4 November 2019. No such message received through the CREST network after this time will be accepted. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which Link Asset Services is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change in instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that EUI does not make available special procedures in CREST for any particular messages. 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 service 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.

- 5 To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply 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 Link Asset Services by telephone on 0871 664 0300 calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am – 5.30pm, Monday to Friday excluding public holidays in England and Wales.

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.

- 6 In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Link Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF. In the case of a member which is a company, the revocation notice must be executed under its common seal or the hand of its duly authorised agent or officer. In the case of an individual, the proxy must be signed by the appointor or his attorney, duly authorised in writing. 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.

In either case, the revocation notice must be received by Link Asset Services so as to arrive no later than 11.00 a.m. on 4 November 2019 or, in the event that the meeting is adjourned, by no later than 48 hours before the time of any adjourned meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

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.

