

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Circular you should immediately consult your stockbroker, bank manager, solicitor, tax adviser, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

Notice of General Meeting

NOTICE IS HEREBY GIVEN that a General Meeting of

Edenville Energy plc

**will be held on 17 March 2017 at 10.00 a.m. at the offices of H W Fisher, Acre House,
11-15 William Road, London NW1 3ER**

Details of the business to be considered at the meeting (together with the reasons for and background to the Proposals) are set out in the letter from the Chairman in Part 1 of this Circular and in the Notice of General Meeting set out at the end of this Circular.

If you are unable to attend the meeting but would like to appoint a proxy to attend and, on a poll, vote in your absence, the enclosed proxy form must be submitted to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by 10.00 a. m. on 15 March 2017.

If you have sold or otherwise transferred all your shares in Edenville Energy plc, please forward this document as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass this document to the person who now holds the shares. If you have sold or otherwise transferred only part of your holding of shares in Edenville Energy plc, you should keep these documents.

A NOTE REGARDING FORWARD LOOKING STATEMENTS

This Circular includes statements that are, or may be deemed to be, “forward-looking”. These statements relate to, among other things, future prospects, developments and business strategies. These statements are based on current expectations and are subject to a number of risks and uncertainties that could cause actual events and results that differ materially from those expressed or implied by those statements. Given these risks and uncertainties, shareholders should not place any reliance on forward-looking statements.

SHAREHOLDERS RESIDENT OUTSIDE OF THE UNITED KINGDOM

All persons resident outside of the United Kingdom (the **UK**) must first inform themselves about, and observe, any legal or regulatory requirements applicable in their jurisdiction.

The information in this notice complies with English law and the information disclosed may not be the same as that which would have been disclosed if this information had been prepared in accordance with the laws and regulations of any jurisdiction outside of England and Wales.

It is your responsibility to satisfy yourself as to the full observance of any relevant laws and regulatory requirements. If you are in any doubt about the contents of this notice or the action you should take you should consult an appropriately authorised independent adviser. If you are resident in the UK, this may be your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

This notice shall be governed by and construed in accordance with English law.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<i>Event</i>	<i>Expected time/date</i>
Publication of this Circular and Form of Proxy	22 February 2017
Record date for General Meeting	6.00 p.m. on 15 March 2017
Latest time for receipt of Forms of Proxy	10.00 a.m. on 15 March 2017
General Meeting	10.00 a.m. on 17 March 2017

Each of the times and dates set out above and mentioned elsewhere in this Circular may be subject to change at the absolute discretion of the Company without further notice.

SHARE CAPITAL STATISTICS

Number of Ordinary Shares in issue at the date of this Circular	824,286,587
Nominal share value	£0.0002

DEFINITIONS

Act	the Companies Act 2006, as amended
AIM	the market of that name operated by the London Stock Exchange
Board	the board of directors of the Company, the members of which are listed at the head of the letter in Part 1 of the Circular
Capita Asset Services	the trading name of Capita Registrars Limited
Circular	this document
CREST	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the transfer of title to shares in uncertificated form
CREST Regulations	The Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended
Euroclear	Euroclear UK & Ireland Limited, the operator of CREST
Form of Proxy	the form of proxy for use in connection with the GM, a copy of which is included with the Circular
GM or General Meeting	the general meeting of the Company, notice of which is attached to the Circular
Ordinary Shares	ordinary shares of £0.0002 in the capital of the Company
Proposals	the allotment and issue of ordinary shares up to a nominal amount of £80,000 and the disapplication of shareholders' rights of pre-emption in respect thereof
Resolutions	Resolutions 1 and 2, as set out in the notice of General Meeting attached to the Circular
Warrants	warrants entitling the holder of each warrant to subscribe for one new Ordinary Share at an exercise price of 1.08p per warrant, such warrants expiring on 20 August 2018

PART 1

LETTER FROM THE CHAIRMAN

EDENVILLE ENERGY PLC

(registered in England and Wales under number 05292528)

Directors

Jeffrey Malaihollo
Rufus Short
Arun Srivastava

Registered office

Aston House
Cornwall Avenue
London N3 1LF

22 February 2017

Dear Shareholder,

NOTICE OF GENERAL MEETING AND FUNDRAISING

The directors of Edenville Energy plc ("**Edenville**" or the "**Company**") have called a GM of the Company to be held at 10.00 a.m. on 17 March 2017 at the offices of H W Fisher, Acre House, 11-15 William Road, London NW1 3ER.

2017 has already been and will continue to be an exciting year for Edenville. Since the Tanzanian Government implemented a ban on coal imports into Tanzania in August 2016 the Directors have pursued a twin track approach to advance and crystallise value from the Company's Rukwa Coal Project in Tanzania, progressing the planned power plant solution along with the commencement of mining activities.

We remain committed to the development of the power plant in Rukwa and believe the project can unlock the majority of the value in our substantial coal resource through coal mining. On 23 January 2017, the Company established a strategic partnership with Sinohydro Corporation of China ("**Sinohydro**") in relation to the power plant. Pursuant to this strategic partnership, Sinohydro will complete a Bankable Feasibility Study for the proposed Rukwa power plant which the Company intends to use in relation to the future development of the plant. We are pleased to be working with Sinohydro as both parties look to move the project forward. In parallel we are also making progress on the Environmental ESIA work and other related feasibility work to supply coal to the power plant on a long term basis. We are also pleased to report that in the recently published Tanzanian Power System Master Plan Update 2016, the Rukwa Project has been identified as one of the projects to be developed.

Recently, and likely to be have been precipitated by the current import ban of coal imports into Tanzania, the Company has been receiving a number of enquiries for our coal from local operators in Tanzania and the wider region. As such, Edenville recently embarked on the process of trial mining with a view to initiating coal mining operations in Q1 2017. Mining will enable Edenville to generate cash flow and establish the Company as one of the few coal producers in the region.

In order to establish an efficient mining operation and to generate cash flow, the Company will need additional funding to meet capital expenditure on vital parts of the mine. We are already progressing the purchase of several items, such as the acquisition of a wash plant and have also incurred pre development mining costs.

To this end, we announced on 20 February 2017 that we have agreed to issue 250,000,000 Ordinary Shares, together with 125,000,000 Warrants, to new and existing shareholders over two tranches, raising a total of £2.0 million (before expenses). Currently the Company only has sufficient share allotment

authorities in place to allot up to 22,781,732 Ordinary Shares, together with 11,390,866 Warrants, raising proceeds of £182,253.86. The Company is therefore convening a General Meeting to increase such authorities so that it can, subject to shareholders approving the Resolutions, allot an additional 227,218,268 Ordinary Shares and 113,609,134 Warrants and raise further proceeds of £1,817,746.14.

Subject to shareholder approval at the General Meeting, the funds raised will allow the Company to commence coal mining as soon as possible. More specifically the funds will be used to facilitate the following:

- Complete the purchase of a wash plant and crusher and facilitate the transportation and installation of these items on site in Tanzania;
- Acquire mining equipment for an initial planned production of up to 10,000 tonnes of coal per month;
- Complete land compensation requirements as required;
- Build supporting infrastructure, including weighbridge facilities and implementing systems for coal delivery to customers; and
- Provide working capital for the Company as it moves towards full production.

The above will allow the Company's coal mining operations at Rukwa to complete the transition from development into full production, thus generating cash flow from the sale of processed coal, which the Directors believe will be value accretive for the Company and its shareholders.

GENERAL MEETING

Enclosed with this letter is a notice convening a general meeting of the Company to be held at Acre House, 11-15 William Road, London NW1 3ER at 10.00 a.m. on 17 March 2017 (the **General Meeting**) for the purpose of considering and, if deemed fit, approving the Resolutions relating to the allotment of new Ordinary Shares and the waiver of statutory pre-emption rights in relation to such allotments. Set out below is an explanation of the Resolutions to be considered at the General Meeting:

1. an ordinary resolution to grant authority to the Directors to allot equity securities pursuant to section 551 of the Act up to an aggregate nominal value of £80,000. This authority will expire at the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company); and
2. a special resolution to dis-apply the statutory pre-emption rights contained in section 561(1) of the Act in respect of any allotments made pursuant to the authority set out in Resolution 1.

The full text of the Resolutions is set out in the notice of General Meeting, appended to this Circular.

RECOMMENDATION

The Board considers that Resolutions 1 and 2 are in the best interests of the Company and recommend that the Company's shareholders vote in favour of the Resolutions.

Yours sincerely
Dr Jeffrey Malaihollo
Chairman

EDENVILLE ENERGY PLC

(registered in England and Wales under number 05292528)

Notice of General Meeting

NOTICE IS HEREBY GIVEN that a General Meeting of Edenville Energy plc (the **Company**) will be held at the offices of **H W Fisher, Acre House, 11-15 William Road, London NW1 3ER** on **17 March 2017 at 10.00 a.m.** to consider and, if deemed fit, to approve the following resolutions, of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution:

ORDINARY RESOLUTION

1. That the directors of the Company be and they are hereby authorised generally and unconditionally pursuant to and in accordance with section 551 of the Companies Act 2006 (“the Act”) to exercise all the powers of the Company to allot equity securities (as defined by section 560 of the Act), up to an aggregate nominal amount of £80,000 provided that this authority shall expire at the conclusion of the Company's next Annual General Meeting save that the Company may, pursuant to this authority, make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred by this resolution had not expired.

SPECIAL RESOLUTION

2. That the directors be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 1 above as if section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities:

- (i) in connection with an offer of equity securities by way of rights to the holders of ordinary shares in proportion (as nearly as may be) to their respective holdings of ordinary shares on a record date fixed by the directors but subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with problems under the laws of any territory or the requirements of any regulatory body or any stock exchange in any territory or in connection with fractional entitlements or otherwise howsoever; or
- (ii) (other than pursuant to paragraph (i) above) having (in the case of equity securities (as defined in section 560 Act)) a nominal amount or (in the case of any other equity securities) giving the right to subscribe for or convert into relevant shares having a nominal amount, not exceeding in aggregate £80,000.

The power conferred by this resolution shall expire at the conclusion of the Company's next Annual General Meeting save that the Company may, before the expiry of such power, make offers or agreements which would or might require equity securities to be allotted in pursuance of such offers or agreements as if the power conferred hereby had not expired.

By order of the Board

Rufus Short

Chief Executive Officer

Registered Office: Aston House, Cornwall Avenue, London N3 1LF

22 February 2017

Notes

1. Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend, vote and speak at the meeting.
2. A member entitled to attend, speak and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and, on a poll, vote instead of him. A proxy need not also be a member of the Company. You may appoint more than one proxy provided each proxy is appointed to exercise rights attaching to different shares.
3. To be valid forms of proxy must be deposited at the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, by 10.00 a. m. on 15 March 2017 or, in the case of an adjourned meeting, not less than 48 hours before the date of the adjourned meeting. Completion of the proxy does not preclude members from subsequently attending and voting at the meeting in person if they should so wish.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Register of Members of the Company as at the close of business on the day which is two days before the date of the meeting (or, if the meeting is adjourned, those members registered on the Register of Members of the Company as at the close of business on the day which is two days before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Subsequent changes to entries on the register after this time shall be disregarded in determining the rights of any persons to attend or vote at the meeting.
5. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy, but the vote of the first named on the Register of Members of the Company will be accepted to the exclusion of other joint holders.
6. In the case of a corporation, the form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
7. Should shareholders have any questions relating to this document, please contact Capita Asset Services on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales. Please note that Capita Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.