

NOTICE OF GENERAL MEETING

PuriCore plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 5789798)

NOTICE IS HEREBY GIVEN that a General Meeting (the “**General Meeting**”) of PuriCore plc (the “**Company**”) will be held at 12.30 p.m. on 14 June 2010 at the offices of CMS Cameron McKenna LLP, Mitre House, 160 Aldersgate Street, London EC1A 4DD, for the purpose of considering and, if thought fit, passing the following resolutions which, in the case of the first resolution, shall be proposed as a special resolution and, in the case of the second resolution, shall be proposed as an ordinary resolution:

SPECIAL RESOLUTION

1. **THAT**, subject to and conditional upon the passing of Resolution 2 set out in this Notice:
 - (a) the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “**2006 Act**”) (in addition to, and not in substitution for, any existing authority to allot) to exercise all the powers of the Company to grant rights to subscribe for or to convert any security into shares in the Company (together “**relevant securities**”) in connection with the Fundraising (as defined in the shareholder circular of the Company dated 28 May 2010 of which this Notice forms part (the “**Circular**”) up to an aggregate nominal amount of £1,066,667, such authority to expire at the conclusion of the annual general meeting of the Company in 2010, save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement as if such authority had not expired; and
 - (b) the Directors be and they are hereby empowered pursuant to section 570 of the 2006 Act (in addition to, and not in substitution for, any existing power) to allot equity securities (as defined in section 560(1) of the 2006 Act) of the Company for cash pursuant to the authority conferred by paragraph (a) of this Resolution as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall expire at the conclusion of the annual general meeting of the Company in 2010, save that the Company may before such expiry make any offer or agreement 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 as if the power conferred hereby had not expired.

ORDINARY RESOLUTION

2. **THAT** the subscription for Convertible Loan Notes by the Related Parties (in each case as defined in the Circular) be and is hereby approved for the purposes of Listing Rule 11.1.7(3)(R).

28 May 2010

Registered office:

26-28 Mount Row
London W1K 3SQ

By order of the Board:

Andrea Holtzman Drucker
Company Secretary

Notes:

- (1) A Shareholder who is an individual is entitled to attend, speak and vote at the General Meeting or to appoint one or more other persons as his proxy to exercise all or any of his rights on his behalf. Further details of how to appoint a proxy, and the rights of proxies, are given in the paragraphs below. A Shareholder that is a company can appoint one or more corporate representatives (such as a director or employee of the company) whose attendance at the General Meeting is treated as if the company were attending in person, or it can appoint one or more persons as its proxy to exercise all or any of its rights on its behalf.
- (2) The WHITE Form of Proxy which may be used to make such appointment is enclosed. The appointment of a proxy will not prevent a Shareholder from subsequently attending and voting at the General Meeting in person.
- (3) To be effective, the instrument appointing a proxy and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be either (a) deposited at the Company’s registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, (b) lodged using the CREST Proxy Voting Service—see Note (8) below, or (c) lodged electronically by visiting www.sharevote.co.uk—see Note (11) below, in each case so that it is received by no later than 12.30 p.m. on 12 June 2010.

- (4) Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the “**Act**”) to enjoy information rights (a “**Nominated Person**”) may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
- (5) The statement of the rights of Shareholders in relation to the appointment of proxies does not apply to Nominated Persons. The rights described can only be exercised by Shareholders of the Company.
- (6) Holders of Ordinary Shares are entitled to attend and vote at general meetings of the Company. The total number of issued Ordinary Shares in the Company on 27 May 2010, which is the latest practicable date before the publication of this document is 227,310,439. On a vote by show of hands every Shareholder who is present in person or by proxy shall have one vote. On a poll vote every Shareholder who is present in person or by proxy shall have one vote for every Ordinary Share of which he is the holder.
- (7) Entitlement to attend and vote at the General Meeting, and the number of votes which may be cast at the General Meeting will be determined by reference to the Company’s Register of Members at 6.00 p.m. on 10 June 2010 or, if the General Meeting is adjourned, at 6.00 p.m. on the date which is two days prior to the reconvened General Meeting, (as the case may be). In each case, changes to the Register of Members after such time will be disregarded.
- (8) 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 (available at www.euroclear.com/CREST). 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.
- (9) 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 the specifications of Euroclear UK & Ireland Limited (“**Euroclear**”) and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy, the revocation of a proxy appointment or 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 the issuer’s agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in Note (3) above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to the appointee by other means.
- (10) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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) takes) 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.
- (11) You may, if you wish, register the appointment of a proxy electronically by visiting www.sharevote.co.uk. To use this service you will need your Voting ID, Task ID and Shareholder Reference Number printed on the accompanying WHITE Form of Proxy. Full details of the procedure are given on the website at www.sharevote.co.uk.
- (12) Any Shareholder attending the General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the General Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.
- (13) A copy of this Notice and other information required by section 311A of the Companies Act 2006 can be found at www.puricore.com.
- (14) You may not use any electronic address provided in this Notice, or any related documents, including the Chairman’s Letter and form of proxy, to communicate with the Company for any purposes other than those expressly stated.