

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action to be taken, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, another appropriately authorised independent professional adviser, without delay.

If you have sold or otherwise transferred all of your ordinary shares of 0.1p each (“Ordinary Shares”) in Nostra Terra Oil and Gas Company plc (“Nostra Terra” or the “Company”), please send this document, together with the accompanying documents, as soon as possible, 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 or transferred only part of your holding of Ordinary Shares, you should retain these documents, and consult the person through whom the sale or transfer was effected.

Nostra Terra Oil and Gas Company plc

(incorporated in England and Wales with registered number 05338258)

Notice of Annual General Meeting

This document should be read as a whole. Your attention is drawn to the Letter from the Chairman of the Company, which includes recommendations that you vote in favour of the proposed resolutions 1 to 5 (together, the “Resolutions”) at the annual general meeting of the Company (the “Annual General Meeting”).

A notice convening the Annual General Meeting, to be held at the offices of Druces LLP at Salisbury House, London Wall, London EC2M 5PS at 11.00 a.m. on 30 June 2023, is set out at the end of this document. Shareholders of the Company (“Shareholders”) are requested to complete and return the enclosed form of proxy (“Form of Proxy”) to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, GU9 7XX, as soon as possible, but in any event so as to arrive no later than 11:00 a.m. on 28 June 2023, whether or not they propose to be present at the General Meeting.

For full details on proxy appointments, see the notes to the Notice of Annual General Meeting and accompanying form of proxy.

EVERY SHAREHOLDER’S VOTE IS IMPORTANT – PLEASE COMPLETE AND RETURN YOUR FORM OF PROXY AS SOON AS POSSIBLE. Completion and posting of the Form of Proxy will not prevent a Shareholder from attending and voting in person at the Annual General Meeting.

A summary of the action to be taken by shareholders is set out on in the Letter from the Chairman. Whether or not you intend to be present at the General Meeting,

please complete and return the enclosed Form of Proxy as soon as possible and in any event so as to arrive by not later than 11.00 a.m. on 28 June 2023.

The Directors accept responsibility for the information contained in this document. To the best of the knowledge and belief of all the Directors (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.

LETTER FROM THE CHAIRMAN

NOSTRA TERRA OIL AND GAS COMPANY PLC

(incorporated in England and Wales with registered number 05338258)
Salisbury House, London Wall, London EC2M 5PS

Directors:

Dr. Stephen Staley (Non-Executive Chairman)
Matthew Lofgran (Chief Executive Officer)
John Stafford (Non-Executive Director)
Paul Welch (Non-Executive Director)

To the holders of ordinary shares of 0.1p each in the Company (“Shareholders”) and, for information purposes only, to holders of options and warrants

6 June 2023

Dear Shareholder,

NOTICE OF ANNUAL GENERAL MEETING

As Chairman of Nostra Terra, I write to notify you that the Annual General Meeting of the Company (“AGM”) to be held at 11:00 a.m. on 30 June 2023 at the offices of Druces LLP, Salisbury House, London Wall, London EC2M 5PS.

The formal Notice of the AGM is set out on pages 5 to 9 of this document. The Notice contains customary AGM resolutions. In addition to the usual business to be covered at the AGM, the Notice contains special business relating to the renewal of authority for the Board to allot shares and the dis-application of statutory pre-emption rights on equity issues for cash. Resolutions 1 to 4 will be proposed as Ordinary Resolutions. Resolution 5 will be proposed as a Special Resolution.

Voting Arrangement – Action to be taken

You can register your vote(s) for the Annual General Meeting either:

- by logging on to www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions;
- by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
- by requesting a hard copy proxy form from Share Registrars Limited and returning it by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX;

- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notes to the notice of the Annual General Meeting.

Each of the resolutions to be considered at the AGM will be voted on by way of a poll. This ensures that Shareholders who have appointed proxies, have their votes fully taken into account. The results of the poll vote will be released to the market via the Regulatory News Service of the London Stock Exchange and published on the Company's website after the conclusion of the AGM.

RECOMMENDATION

The Board believes that all of the proposals set out in the Notice of AGM are in the best interests of the Company and Shareholders as a whole and unanimously recommends that Shareholders vote in favour of the Resolutions.

Yours faithfully

Dr Stephen Staley
Chairman

Nostra Terra

OIL & GAS COMPANY PLC

Nostra Terra Oil and Gas Company plc

Salisbury House, London Wall, London EC2M 5PS

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Nostra Terra Oil and Gas Company plc (“the Company”) will be held at the offices of Druces LLP at Salisbury House, London Wall, London EC2M 5PS on 30 June 2023 at 11:00 am for the purpose of considering and, if thought fit, passing the following Resolutions which will be proposed as ordinary resolutions in the cases of Resolutions 1-4 and as a special resolution in the case of Resolution 5.

Ordinary business

- 1 To receive the report of the Directors and the audited financial statements of the Company for the year ended 31 December 2022.
- 2 To re-elect as a Director of the Company Dr George Henry Stephen Staley, who retires by rotation under the Articles of Association of the Company and, being eligible, offers himself for re-election.
- 3 To re-appoint MAH, chartered accountants, as auditors of the Company to act until the conclusion of the next Annual General Meeting and to authorise the Directors to determine the remuneration of the auditors.

Special business

ORDINARY RESOLUTION

- 4 That in substitution for all existing and unexercised authorities, the Directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (“the Act”) to exercise all or any of the powers of the Company to allot Relevant Securities (as defined in this Resolution) up to a maximum nominal amount of £750,000 provided that this authority shall, unless previously revoked or varied by the company in general meeting, expire on the earlier of the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this Resolution, unless renewed or extended prior to such time except that the Directors of the Company may before the expiry of such period make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of such period and the directors of the Company may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. In this Resolution, “Relevant Securities” means any shares in the capital of the Company and the grant of any right to subscribe for, or to convert any security into, shares in the capital of the Company (“Shares”) but does not include the allotment of Shares or the grant of a right to subscribe for Shares in pursuance of an employee’s share

scheme or the allotment of Shares pursuant to any right to subscribe for, or to convert any security into, Shares.

SPECIAL RESOLUTION

- 5 That in substitution for all existing and unexercised authorities and subject to the passing of the preceding Resolution, the directors of the Company be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred upon them by the preceding Resolution 4 as if section 561(1) of the Act did not apply to any such allotment provided that the power conferred by this Resolution, unless previously revoked or varied by special resolution of the Company in general meeting, shall be limited to:
- (a) the allotment of ordinary shares of 0.1p each in the capital of the Company (“Ordinary Shares”) arising from the exercise of options and warrants outstanding at the date of this Resolution;
 - (b) the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all such shareholders are proportionate (as nearly as may be) to the respective numbers of the ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory; and
 - (c) the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities up to an aggregate nominal amount of £750,000;

and shall expire on the earlier of the date of the next Annual General Meeting of the Company or 15 months from the date of the passing of this Resolution save that the Company may before such expiry make an 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 such offer or agreement as if the power conferred hereby had not expired.

Registered office:

Salisbury House
London Wall
London EC2M 5PS

By order of the Board:

D&A Secretarial Services Limited
Company Secretary

6 June 2023

Notes to the Notice of Annual General Meeting

Entitlement to attend and vote

- 1 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and paragraph 18(c) Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specifies that only those members registered on the Company's register of members 48 hours before the time of the Meeting shall be entitled to attend and vote at the Meeting.

Appointment of proxies

- 2 If you are a member of the Company at the time set out in note 1 above, whether or not you are able to attend the Meeting, you may use the enclosed form of proxy to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting, and you should have received a proxy form with this Notice of Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- 3 A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Lodgement of proxy

- 4 The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

You can register your vote(s) for the Meeting either:

- by logging on to www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions;
- by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 10 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 11:00am on 28 June 2023.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

- 5 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

- 6 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 applies 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 Share Registrars Limited on 01252 821 390.

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.

Termination of proxy appointments

- 7** In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, GU9 7XX;

In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company. 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 Share Registrars Limited no later than 48 hours (excluding non-business days) prior to the 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.

Issued shares and total voting rights

- 8** As at 5 June 2023, the Company's issued ordinary share capital comprised 746,520,534 Ordinary Shares. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5 June 2023 is 746,520,534.

Communications with the Company

- 9** Except as provided above, members who have general queries about the Meeting should telephone Share Registrars on 01252 821 390 (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of general meeting, or any related documents (including the proxy form), to communicate with the Company for any purposes other than those expressly stated.

CREST

- 10** 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(s) thereof by using the procedures described in the CREST Manual.

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 using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via euroclear.com/CREST).

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 the issuer's agent (ID: 7RA36) by the latest time(s) for receipt of proxy appointments specified 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 proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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 or her 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 CREST 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.