

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 consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser who is authorised under the Financial Services and Markets Act 2000, as amended ("FSMA"). If you are outside the United Kingdom, you should immediately consult an appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all of your ordinary shares of £0.001 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 set out on page 2 of this document, which includes recommendations that you vote in favour of the resolutions to be proposed at the 2025 annual general meeting of the Company (the "AGM").

A notice convening the AGM, to be held at the offices of Druces LLP at Salisbury House, London Wall, London EC2M 5PS at 10.00 a.m. on 20 June 2025, 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, Surrey GU9 7XX, as soon as possible, but in any event so as to arrive no later than 10:00 a.m. on 18 June 2025, whether or not they propose to be present at the AGM.

Alternatively, Shareholders are recommended to use the Company's registrars online proxy voting service. This service is free, and Shareholders can register their vote(s) for the AGM by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form).

If you hold your Ordinary Shares in uncertificated form (i.e. in CREST), you may appoint a proxy for the AGM by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual issued by Euroclear UK & International Limited so that it is received by Share Registrars Limited (under CREST Participation ID 7RA36) by no later than 10:00 a.m. on 18 June 2025. The time of receipt will be taken to be the time from which the registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

For full details on proxy appointments, please refer to the notes to the Notice of AGM 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 AGM.

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 AGM, 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 10:00 a.m. on 18 June 2025.

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

Directors

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

Nostra Terra Oil and Gas Company PLC

Registered office:
Salisbury House
London Wall
London EC2M 5PS

*Registered in England and Wales
with company number 05338258*

To the holders of ordinary shares of £0.001 each in the Company ("Shareholders") and, for information purposes only, to the holders of options and warrants

22 May 2025

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING

As Chairman of Nostra Terra Oil and Gas Company PLC (the "**Company**"), I write to notify you that the 2025 Annual General Meeting of the Company ("**AGM**") will be held at 10:00 a.m. on 20 June 2025 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 6 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 5 will be proposed as ordinary resolutions. Resolution 6 will be proposed as a special resolution.

Voting Arrangement - Action to be taken

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

- by visiting 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; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 8 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 10:00 a.m. on 18 June 2025.

The board of directors of the Company (the "**Board**") encourages Shareholders to vote electronically and to appoint the Chair of the AGM as their proxy with their voting instructions.

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 AND GAS COMPANY PLC

(Incorporated and registered in England and Wales with registered number 05338258)

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting ("**AGM**") 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 20 June 2025 at 10:00 am for the purpose of considering and, if thought fit, passing the following resolutions which, in the case of resolutions 1 to 5, will be proposed as ordinary resolutions and, in the case of resolution 6, will be proposed as a special resolution.

Ordinary business

- 1 To receive the report of the directors of the Company and the audited financial statements of the Company for the year ended 31 December 2024.
- 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 (the "**Articles**") and, being eligible, offers himself for re-election.
- 3 To re-elect as a director of the Company James Frederick Newman, who retires at the AGM, it being the next following his appointment, under the Articles and, being eligible, offers himself for re-election.
- 4 To re-appoint MAH Professional Services Ltd as auditors of the Company to act until the conclusion of the next AGM of the Company and to authorise the directors to determine the remuneration of the auditors.

Special business

Ordinary resolution

- 5 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 £2,000,000 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 AGM 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**" mean 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

- 6 That in substitution for all existing and unexercised authorities and subject to the passing of resolution 5, 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 resolution 5 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 £0.001 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 £2,000,000;

and shall expire on the earlier of the date of the next AGM 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

22 May 2025

By order of the Board:

D&A Secretarial Services Limited
Company Secretary

Explanatory notes to the Notice of Annual General Meeting

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) and section 360B(2) of the Companies Act 2006, only those shareholders registered in the register of members of the Company at 10:00 a.m. on 18 June 2025 (or, in the event of any adjournment, 48 hours (excluding any part of a day that is not a working day) prior to the adjourned meeting) shall be entitled to vote at the Annual General Meeting ("**AGM**"). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, vote and speak at the meeting provided each proxy is appointed to exercise rights attached to different shares. A proxy need not be a shareholder of the Company.
3. You can register your vote(s) for the AGM either:
 - By visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form);
 - 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; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 6 through 9 below.

For a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 10:00 a.m. on 18 June 2025.

4. Shareholders can:
 - appoint a proxy or proxies and give proxy instructions by voting online (see note 3) or returning the enclosed form of proxy by post (see note 5); or
 - if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see notes 6 through 9).
5. A form of proxy is enclosed for use by the shareholders of the Company. To be effective, it must be deposited with the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX so as to be received no later than 48 hours (excluding any part of a day that is not a working day) before the time appointed for holding the meeting. Completion of the proxy does not preclude a shareholder from subsequently attending and voting at the meeting if they so wish. In the case of a shareholder 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. Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of it by using the procedures described in the CREST Manual (available via www.euroclear.com). 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.
7. For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear specifications 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 or is an amendment to the instruction given to a previously appointed proxy, must, to be valid, be transmitted so as to be received by the issuer's agent (ID: 7RA36) no later than 10:00 a.m. on 18 June 2025, or, in the event of an adjournment of the AGM, 48 hours (excluding any part of a day that is not a working day) before the adjourned meeting. 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.
8. 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 message. 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 their 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.

9. 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.
10. 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 their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the AGM.
11. The notes to the form of proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.
12. To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.
13. In order to revoke a proxy appointment, 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, Surrey 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. The revocation notice must be received by Share Registrars Limited no later than 10:00 a.m. on 18 June 2025, or 48 hours (ignoring any part of a day that is not a working day) before any adjourned meeting.
14. 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).
15. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
16. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such Proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies in notes 2 and 3 does not apply to Nominated Persons. The rights described in those notes can only be exercised by shareholders of the Company.
17. Any shareholder attending a meeting of the Company 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 meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the 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 meeting that the questions be answered.
18. As at 22 May 2025, being the latest practicable date before publication of this notice, the Company had 6,949,346,617 ordinary shares of £0.001 in issue. Each ordinary share carries one vote, and the Company holds no ordinary shares in treasury. Therefore, the total number of voting rights in the Company is 6,949,346,617.

