

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It contains the resolution to be voted on at the General Meeting to be held on 11 June 2018 at 11.00 a.m., at Peterhouse Corporate Finance Limited, New Liverpool House, 15 Eldon Street, London EC2M 7LD. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who is authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the accompanying 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 delivery to the purchaser or transferee. If you have sold or transferred only part of your registered holding of Ordinary Shares, you should retain this document and the accompanying documents. Such documents should, however, not be forwarded to or transmitted into any jurisdiction outside of the UK. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

GoTech Group plc

(A company incorporated in England and Wales with registration number 03904514)

NOTICE OF GENERAL MEETING

PROPOSALS FOR

CANCELLATION OF ADMISSION OF THE ORDINARY SHARES TO TRADING ON AIM, IMPLEMENTATION OF STRATEGY, PLACING VIA CONVERTIBLE LOAN NOTES, ADMISSION TO TRADING ON THE NEX EXCHANGE GROWTH MARKET AND NAME CHANGE TO HIGH GROWTH CAPITAL PLC

Your attention is drawn to the letter from the Interim Chairman of the Company, which is set out on pages 5 to 9 of this document, which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below. The Notice of the General Meeting of the Company, to be held at Peterhouse Capital Limited, New Liverpool House, 15 Eldon Street, London EC2M 7LD, on 11 June 2018 at 11.00 a.m., is set out at the end of this document. The accompanying Form of Proxy for use in connection with the General Meeting should be completed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR by not later than 11.00 a.m. on 7 June 2018. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish. This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company in any jurisdiction in which such offer or instruction would be unlawful 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. The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document and/or the accompanying Form of Proxy comes should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

FORWARD-LOOKING STATEMENTS This document includes "forward-looking statements" which includes all statements other than statements of historical fact, including, without limitation, those regarding the Group'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", "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 Group's control that could cause the actual results, performance or achievements of the Group 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 Group's present and future business strategies and the environment in which the Group 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 any forward-looking statements contained herein to reflect any change in the Group'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.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	24 May 2018
Posting to Shareholders of this document	25 May 2018
Latest time and date for receipt of Forms of Proxy	7 June 2018
General Meeting	11 June 2018
Last day of dealings in Ordinary Shares on AIM	20 June 2018
Suspension of dealings in Ordinary Shares on AIM	7.30 a.m. on 21 June 2018
Cancellation of admission of the Ordinary Shares to trading on AIM	7.00 a.m. on 22 June 2018
Admission of the Ordinary Shares to trading on NEX	8.00 a.m. on 22 June 2018

Notes:

- (1) References to times in this document are to London time (unless otherwise stated).
- (2) The 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.
- (4) The Cancellation requires approval of not less than 75 per cent. of the votes cast by Shareholders at the General Meeting.
- (5) Admission of the Ordinary Shares to trading on NEX cannot occur if the Cancellation does not occur.

DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

“Act”	the Companies Act 2006 (as amended);
“AIM”	the market of that name operated by the London Stock Exchange;
“AIM Rules”	the AIM Rules for Companies published by London Stock Exchange (as amended from time to time);
“Articles”	the articles of association of the Company as at the date of this document;
“Board” or “Directors”	the directors of the Company as at the date of this document, whose names are set out on page 5 of this document;
“Cancellation”	the cancellation of admission of the Ordinary Shares of the Company to trading on AIM;
“Certificated” or in “Certificated Form”	a share or security which is not in uncertificated form (that is, not in CREST);
Company” or “GoTech”	GoTech Group plc, a public limited company incorporated in England and Wales under registered number 03904514 and having its registered office at 27/28 Eastcastle Street, London, W1W 8DH;
“CREST”	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear UK & Ireland Limited which facilitates the transfer of title to shares in uncertificated form;
“Disposal”	the disposal of Sportsdata approved at the Company’s general meeting held on 23 April 2018;
“Document”	this document and its contents;
“FCA”	The Financial Conduct Authority;
“Form of Proxy”	the form of proxy enclosed with this document for use by Shareholders in connection with the General Meeting;
“General Meeting” or “GM”	the general meeting of the Company convened for 11.00 a.m. on 11 June 2018, notice of which is set out at the end of this document;
“Investment Strategy”	the proposed new investment strategy, further details of which are set out on page 8 of this Document;
“London Stock Exchange”	London Stock Exchange plc;

“NEX Exchange”	NEX Exchange Limited, a recognised investment exchange under section 290 of FSMA;
“NEX Exchange Growth Market” or “NEX”	the primary market for unlisted securities operated by NEX Exchange;
“NEX Exchange Rules” or “NEX Rules”	the NEX Exchange Growth Market Rules for Issuers, which set out the admission requirements and continuing obligations of companies seeking admission to and whose shares are admitted to trading on the NEX Exchange Growth Market;
“Notice of GM”	the notice convening the GM, which is set out at the end of this document;
“Ordinary Shares”	the ordinary shares of 0.1 pence each in the capital of the Company from time to time;
“Recognised Investment Exchange”	a recognised investment exchange under section 290 of FSMA;
“Resolution”	the resolutions set out in the Notice of GM to approve the change of Investment Strategy, the placing and the Delisting;
“Shareholders”	holders of Ordinary Shares from time to time and the term “Shareholder” shall be construed accordingly;
“Starnevesse”	Starnevesse Limited, a private limited company registered in England and Wales with company number 05325901 which is beneficially owned as to 98.3 per cent. and controlled by Richard Thompson;
“SRUKAIFM”	a Small Registered UK Alternative Investment Fund Manager, being an internally managed AIFM, with less than €100 million of funds under management;
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland;
“£”	pounds sterling, the lawful currency of the United Kingdom; and
“€”	euro, the lawful currency of the Eurozone in the European Union.

LETTER FROM THE INTERIM CHAIRMAN OF GOTECH GROUP PLC

(A company incorporated in England and Wales with registration number 03904514)

Directors:
Professor Michael "Mike" Caine (Interim Chairman)
Rupert Horner (Finance Director)
Marcus Yeoman (Non-Executive Director)

Registered Office:
27/28 Eastcastle Street
London
W1W 8DH

Dear Shareholder,

24 May 2018

NOTICE OF GENERAL MEETING

PROPOSALS FOR:

CANCELLATION, INVESTMENT STRATEGY, PLACING VIA CONVERTIBLE LOAN NOTES, ADMISSION TO THE NEX EXCHANGE GROWTH MARKET AND NAME CHANGE TO HIGH GROWTH CAPITAL PLC

Introduction

The Company announced on 24 May 2018 that it is seeking Shareholder approval for the cancellation of the admission of its Ordinary Shares to trading on AIM. The purpose of this letter is to explain the background to the Cancellation and the reasons why the Directors unanimously consider it to be in the best interests of the Company and its Shareholders as a whole and to seek your approval for the Cancellation, the implementation of the Investment Strategy, the placing via convertible loan notes, Admission to NEX and change of name to High Growth Capital plc, at the General Meeting convened for this purpose (the "Proposals"). The notice of the General Meeting is set out at the end of this document.

Shareholders should note that trading in the Company's Ordinary Shares on AIM will be suspended with effect from 7.30am on 21 June 2018 pursuant to AIM Rule 15. Admission of the Ordinary Shares to trading on NEX cannot occur if the Cancellation Resolution is not approved and the Cancellation does not occur.

Background to and reasons for the Proposals

GoTech was re-admitted to trading on AIM as Guscio plc in May 2016, following the acquisition of Sportsdata Limited and Dataplay Holdings Limited (the "Business"). The core focus of GoTech since then has been on Skills2Achieve, a digital, physical literacy assessment programme for the UK school market. As announced in the Company's September 2016 final results and the March 2017 half-yearly results, sales of Skills2Achieve remained at a low level, resulting in a loss in both of those accounting periods. On 20 December 2017, the Company announced that Gail Ganney had resigned from the Board, that no replacement executive appointment would be sought, and that no further speculative funding would be allocated to the Business. As a consequence of these actions, the Company was deemed to have become an AIM Rule 15 Cash Shell under the AIM Rules. Further, on 23 April 2018, the Company disposed of the Business to Starnevesse for a consideration of £1.00.

As an AIM Rule 15 Cash Shell, the Company is required to make an acquisition or acquisitions which constitute a reverse takeover under AIM Rule 14 on or before the date falling six months from the announcement dated 20 December 2017 or be readmitted to trading on AIM as an investing company under the AIM Rules (which requires the raising of at least £6 million). Failing which, the Company's Ordinary Shares would then be suspended from trading on AIM pursuant to AIM Rule 40. Admission

to trading on AIM would be cancelled six months from the date of suspension should the reason for the suspension not have been rectified.

Since becoming an AIM Rule 15 Cash Shell, the Directors have sought to engage with and evaluate multiple reverse takeover opportunities, but none have satisfied the Board's acquisition criteria. Further, the costs associated with maintaining admission of the Ordinary Shares to trading on AIM (including professional, legal, accounting, broker and nominated adviser costs and fees of the London Stock Exchange) are now disproportionate to the value provided by admission. Accordingly, it has been necessary for the Board to consider alternative proposals and opportunities and, following this evaluation, the Board believes that the Company should reposition itself as an investment vehicle to be able to take advantage of the growing market of medicinal cannabis and other related cannabis or hemp products. Further details of the Company's proposed new Investment Strategy are set out below.

As the Company cannot satisfy the Investing Company criteria under the AIM Rules and the costs of maintaining its admission to trading on AIM have become untenable for a company of GoTech's size, the Board considers that NEX is a more appropriate market for the Ordinary Shares to trade on and will enable Shareholders to continue to trade their Ordinary Shares.

As such the Directors propose to apply for admission to trading on NEX and adopt a new Investment Strategy, allowing the Company to make investments in what the Directors believe to be a fast-growing sector.

Cancellation and background

While the Company remains an AIM Rule 15 Cash Shell, the AIM Rules require that the Company makes an acquisition or acquisitions which constitute a reverse takeover under AIM Rule 14 on or before 21 June 2018, which would not allow the Company to implement the proposed new Investment Strategy of the Company.

In addition, the AIM Rules would require a company to obtain shareholder approval for disposals that exceed 75 per cent and acquisitions that exceed 100 per cent of any of the AIM Rules' class tests. For a company with a small market capitalisation, like GoTech, this means there is the additional burden and costs of publishing a circular and obtaining shareholder approval before a transaction which exceeds these thresholds can be completed. If the Cancellation is approved and the Company is no longer subject to the AIM Rules, the Company would be able to consider acquiring a new business or selling an operating subsidiary, unit or asset in order to return value to Shareholders without these additional costs, in-line with its new Investment Strategy. The NEX Rules do not require a circular in the event of a fundamental disposal, but require an announcement detailing specific information on the disposal, pursuant to rule 54 of the NEX Rules.

The Directors believe that Shareholders find it very difficult to trade their Ordinary Shares even though they are admitted to trading on AIM and therefore, the Directors believe that NEX would offer the same level of liquidity as AIM with the benefit of incurring lower costs and operating in a more suitable regulatory environment catering for small companies.

For the reasons set out above the Board has concluded that it would be in the best interests of the Company and Shareholders as a whole if the admission of the Company's Ordinary Shares to trading on AIM were to be cancelled.

Resolution 1 to be proposed at the General Meeting is to approve the Cancellation.

Effect of the Cancellation on Shareholders

The principal effects of the Cancellation would be that:

- (a) Shareholders will not be able to trade their Ordinary Shares on AIM;
- (b) the Company would no longer be required to comply with any of the additional specific corporate governance requirements for companies admitted to trading on AIM;
- (c) the Company will no longer be subject to the AIM Rules and Shareholders will no longer be required to vote on certain matters as provided in the AIM Rules; and
- (d) the Company will cease to have a nominated adviser. The Company is currently required under the AIM Rules to consult with its nominated adviser on, for example, transactions constituting "related party transactions" under those rules, and to inform the nominated adviser of key decisions such as any proposed changes to the Board. Following Cancellation, the Shareholders will also no longer benefit from the protection afforded by the nominated adviser.

However, the principal effects of the listing on NEX would be that:

- (a) Shareholders will be able to trade their Ordinary Shares on NEX;
- (b) the Company would be required to comply with any of the additional specific corporate governance requirements for companies admitted to trading on NEX; and
- (c) the Company will be subject to the NEX Rules and Shareholders will be required to vote on certain matters as provided in the NEX Rules.

There may be personal tax consequences for Shareholders. If you are in any doubt about your tax position, and/or are subject to tax in a jurisdiction other than the UK, you should consult an appropriate independent professional adviser.

Process for Cancellation

In accordance with Rule 41 of the AIM Rules, the Company has notified the London Stock Exchange of the intention to have its Ordinary Shares cancelled from admission to trading on AIM, subject to Shareholder approval. Under the AIM Rules, it is a requirement that the Cancellation is approved by the requisite majority of Shareholders voting at the General Meeting (being not less than 75 per cent of the votes cast). Accordingly, Resolution 1 set out in the Notice of General Meeting at the end of this document seeks Shareholders' approval for the Cancellation. Subject to the Cancellation Resolution being passed at the General Meeting, it is anticipated that Cancellation will take effect at 7.00 a.m. on 22 June 2018. Upon the Cancellation becoming effective the Company will no longer be required to comply with the AIM Rules.

Shareholders should note that trading in the Company's Ordinary Shares on AIM will be suspended with effect from 7.30am on 21 June 2018 pursuant to AIM Rule 15. Admission of the Ordinary Shares to trading on NEX cannot occur if the Cancellation Resolution is not approved and the Cancellation does not occur.

Investment Strategy

Conditional on all resolutions being approved at the General Meeting and Cancellation occurring, the Company's Investment Strategy will be to initially effectively become a UK, European, Canadian and Australian-focused medicinal cannabis and related products' index tracker and investor. The Company will aim to track companies in the sector that are quoted or listed on public company stock exchanges

and Recognised Investment Exchanges such as the NEX Exchange Growth Market. Constituents must have a business strategy focused on the medicinal cannabis industry, or other related cannabis or hemp products. The index will be equally-weighted and rebalanced on a regular basis.

On 29 March 2018, the first ever initial public offering of a company primarily focused on the cannabis sector was undertaken on the NEX Exchange Growth Market, a Recognised Investment Exchange, by Sativa Investments plc. The Company anticipates that this IPO will be a catalyst for a number of additional UK stock market listings by companies operating in the cannabis sector in the near future. It is also the aim of the Company to ensure that it provides investors with direct exposure to such companies, developing a de-facto 'tracker' covering such UK listed cannabis companies admitted to any and all UK public markets.

The Company will adapt its longer-term investment policy to reflect the growth of the UK-listed cannabis market place, initially, to provide the maximum range and depth of exposure to investee companies. The Company intends to adopt a policy of acquiring up to 10 per cent. of the share capital of each company it invests into, or £150,000 worth of such equity, whichever is the lower amount, and, subject to, and, at the discretion of the Board. Resolution 2 to be proposed at the General Meeting is to approve the adoption of the Investment Strategy.

AIF Status

The Company has lodged an application with the FCA as a Small Registered UK Alternative Investment Fund Manager ("SRUKAIFM") under the Alternative Investment Fund Managers Directive.

The Board has resolved not to implement the Company's new Investment Strategy unless and until receipt of FCA approval of the Company's SRUKAIFM application (and in any event subject to Shareholder approval of the Investment Strategy at the General Meeting).

Placing via Convertible Loan Notes

On 24 May 2018, the Company announced it had raised £250,000, before expenses, via the issuance of un-secured and non-interest bearing loan notes, convertible into Ordinary Shares of the Company. The loan notes will convert automatically immediately following admission to trading on NEX at, the lower of either, 0.4 pence per share or a 10 per cent. discount to the opening bid-price, on the first day of admission to the NEX Exchange Growth Market ("Loan Notes"). The Ordinary Shares to be issued pursuant to the proposed Loan Note conversion will rank *pari passu* with the existing Ordinary Shares.

The Company intends to use the net proceeds of the fundraising to implement its Investment Strategy, as set out above.

In the event that admission to trading on NEX does not occur and, therefore, conversion of the Loan Notes is not undertaken prior to 28 June 2018, holders of Loan Notes may redeem the entire value of the Loan Notes.

Resolution 4 to be proposed at the General Meeting is to approve the placing.

Admission to NEX

The Directors will apply on 29 May 2018 for admission to trading of the Company's entire issued share capital consisting of 273,679,535 fully paid Ordinary Shares, to the NEX Exchange Growth Market, with

trading expected to commence at 8.00 a.m. on 22 June 2018 ("Admission"), subject to Cancellation having occurred.

NEX Exchange is a Recognised Investment Exchange aimed at small to medium enterprises. NEX is the second largest UK junior stock market (after AIM) for smaller companies. The market provides an important and cost-effective destination for smaller growing companies that require capital to support their growth potential. NEX, like AIM, is a market maker driven platform.

The Company would like to take advantage of the fast-track admission process on NEX. The NEX trading platform will provide liquidity in the Company's shares while allowing the Board to implement its new Investment Strategy as detailed above.

Following admission to NEX and subject to the approval of the new Investment Strategy, the Company will be categorised as an Investment Vehicle under the NEX Rules.

An Investment Vehicle is defined in the NEX Exchange Rules as:

"An issuer whose actual or intended principal activity is to invest in the securities of other businesses (whether publicly traded or not), or to acquire a particular business, in accordance with specific investment criteria."

As an Investment Vehicle, any substantial acquisition or investment by the Company in accordance with its investment strategy is likely to be treated as a Reverse Takeover under Rule 57 of the NEX Exchange Rules and will therefore be subject, *inter alia*, to approval by Shareholders.

In compliance with Rule 51 of the NEX Exchange Rules, if the Company (as an Investment Vehicle) has not substantially implemented its investing policy after the period of one year following Admission, it will seek Shareholder approval in respect of the subsequent year for the further pursuit of its investment strategy.

While Rule 52 of the NEX Exchange Rules, the Company (as an Investment Vehicle), is required to substantially implement its investment strategy within a period of two years following Admission. In the event that the Company has not undertaken a transaction constituting a Reverse Takeover under Rule 57 of the NEX Exchange Rules, or if it has otherwise failed to substantially implement its investment strategy within such two-year period, NEX Exchange will suspend trading of the Company's Issued Share Capital in accordance with Rule 78 of the NEX Exchange Rules. If suspension occurs, the Directors will consider returning the Company's cash to Shareholders after deducting all related expenses. However, in the case of the Company, NEX considers the two years period to have commenced on 20 December 2017, the date on which the Company became AIM Rule 15 cash shell.

Change of Name

In view of the change in the nature of the Company's business, it is proposed that the Company change its name to High Growth Capital plc.

Resolution 3 to be proposed at the General Meeting is to approve the change of name.

Directorate Changes

Conditional on all Resolutions being passed at the General Meeting, Cancellation occurring and the Company being admitted to trading on the NEX Exchange Growth Market, Malcolm Alec Burne, will join the Board of the Company.

Malcolm Alec Burne is a serial financial markets entrepreneur who, as principle, has developed businesses in stockbroking, fund management, corporate finance and venture capital. He started his career as an investment columnist with the 'Financial Times' and has lived and worked in Australia, Hong Kong and Canada as well as the UK. He is a director of a number of companies in early stage venture investing and remains founder Chairman of Golden Prospect Precious Metals Limited, a quoted Guernsey based closed end investment company.

Imminently after admission to NEX, the Company will also appoint a further Board member or a sub-board managerial advisory committee member to enhance the Company's expertise pursuant to its proposed Investment Strategy.

General Meeting

Set out at the end of this document is the notice convening the GM to be held on 11 June 2018 at 11.00 a.m. at Peterhouse Capital Limited, New Liverpool House, 15 Eldon Street, London EC2M 7LD, at which the Resolutions will be proposed.

Action to be taken

Shareholders will find enclosed with this document a Form of Proxy for use at the GM. Whether or not you intend to be present at the GM, you are requested to complete and sign the Form of Proxy and return it to the Company's Registrars, Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR as soon as possible and, in any event, so as to arrive no later than 11.00 a.m. on 7 June 2018. Unless the Form of Proxy is received by this date and time, it will be invalid. The completion and return of a Form of Proxy will not preclude you from attending the GM and voting in person if you so wish.

Shareholders are reminded that, if their Ordinary Shares are held in the name of a nominee, only that nominee or its duly appointed proxy can be counted in the quorum and vote at the General Meeting.

If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice from your broker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser, immediately.

Recommendation

The Directors consider that the Proposals are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the Resolutions to be proposed at the GM.

Yours sincerely

Professor Michael Caine
Interim Chairman

NOTICE OF GENERAL MEETING

GoTech Group plc

(A company incorporated in England and Wales with registration number 03904514)

NOTICE IS HEREBY GIVEN that a General Meeting (Meeting) of GoTech Group plc (Company) will be held at the offices of Peterhouse Capital Limited, New Liverpool House, 15 Eldon Street, London EC2M 7LD on 11 June 2018 at 11.00 a.m. for the purpose of considering, and if thought fit, pass the following resolutions. Resolutions 1, 2 and 3 to be proposed as special resolutions and Resolution 4 as an ordinary resolution:

SPECIAL RESOLUTIONS

1. That, the admission of the Company's Ordinary Shares to trading on AIM be cancelled in accordance with Rule 41 of the AIM Rules. The cancellation to take place on such date as the Directors of the Company shall agree with the London Stock Exchange, not being earlier than 22 June 2018.
2. That, the Company shall adopt the proposed Investment Strategy.
3. That, the name of the Company be changed to High Growth Capital plc.

ORDINARY RESOLUTION

4. That, the Company approve the Placing through the issuance of the Loan Notes.

BY ORDER OF THE BOARD

Cargill Management Services Limited

Secretary

Registered Office:
27/28 Eastcastle Street
London
W1W 8DH

Date: 24 May 2018

Notes to the notice of general meeting

Entitlement to attend and vote

1. Only those members registered on the Company's register of members at:
 - a) 11.00 a.m. on 7 June 2018;
 - b) if this general meeting is adjourned, 48 hours (not including any part of a day that is not a working day) prior to the adjourned meeting,

shall be entitled to attend and vote at the general meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the general 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 proxy does not need to be a member of the Company but must attend the general meeting to represent you. Details of how to appoint the Chairman of the general meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the general meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy please complete a proxy form for each proxy. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates, or specifying a number in excess of those held by the member may result in the proxy appointment being invalid.

5. 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 general meeting.

Appointment of proxy using hard copy proxy form

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

7. To appoint a proxy using the proxy form, the form must be:

- a) completed and signed;
- b) sent or delivered to Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or by email to proxies@shareregistrars.uk.com; and
- c) received by Share Registrars Limited no later than 11.00 a.m. on 7 June 2018.

8. 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.

9. 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 accompany the proxy form.

10. If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR.

Joint holders

11. 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 or terminating proxy instructions

12. To change or terminate 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.

13. To obtain a new hard-copy proxy form, please contact Share Registrars Limited on The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR.

14. 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.

Corporate Representatives

15. In accordance with article 63 of the Company's Articles of Association, 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 power over the same share.

Issued shares and total voting rights

16. As at close of business on 23 May 2018, the Company's issued ordinary share capital comprised 273,679,535 ordinary shares of 0.1 pence each. 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 close of business on 23 May 2018 is 273,679,535.

17. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via 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.

18. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (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. 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, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 7RA36) by the latest time for receipt of proxy appointments specified in Note 7 of this Notice.

19. 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.

20. 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 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.

21. 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.

**GOTECH GROUP PLC
PROXY FOR USE AT THE GENERAL MEETING**

Please insert **I / We**(full name(s) – please use block letters)

of(address – please use block letters)
being (a) member(s) of GoTech Group plc (registered number 03904514) ("**Company**") hereby
appoint the chairman of the general meeting or (see note 3)

.....
.....(name & address – please use block letters)
as my/our proxy to attend and vote for me/us and on my/our behalf at the general meeting of the
Company ("**Meeting**") to be held at the offices of Peterhouse Capital Limited, New Liverpool House,
15 Eldon Street, London EC2M 7LD, at 11.00 a.m. on 11 June 2018 and at any adjournment thereof.

I/We request such proxy to vote on the following resolutions in the manner specified below (*see
note 3*):

Resolutions		For	Against	Withheld
Special Resolutions				
1	That the cancellation of the Company's shares to trading on AIM be approved.			
2	That the new Investing Strategy be approved.			
3	That the name of the Company be changed to High Growth Capital plc			
Ordinary Resolution				
4	That, the Company approve the Placing through the issuance of the Loan Notes			
Enter number of shares in relation to which your proxy is authorised to vote or leave blank to authorise your proxy to act in relation to your full entitlement.		Number of shares:		

Please also tick this box if you are appointing more than one proxy.

Signature: (*see note 4*) Date: 2018

Joint holders (if any) (*see note 5*)

Name: Name:

Name: Name:

NOTES:

1. Entitlement to attend and vote

Only those members registered on the Company's register of members (i) 2 business days prior to this Meeting or (ii) if this Meeting is adjourned, 2 business days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.

2. Attending in person

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.

If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

3. Appointment of proxies

If you wish to appoint someone other than the chairman as your proxy, please insert his/her name and address, and strike out and initial the words "the chairman of the general meeting or". A proxy need not be a member of the Company. Appointing a proxy will not preclude you from personally attending and voting at the Meeting (in substitution for your proxy vote) if you subsequently decide to do so. If no name is entered on this form, the return of this form, duly signed, will authorise the chairman of the meeting to act as your proxy.

If you do not give your proxy an indication of how to vote on any resolution, 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.

4. Completing the proxy form

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR; and
- received by Share Registrars Limited no later than 2 business days prior to the Meeting.

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.

Any alteration to this proxy form must be initialled by the person in whose hand it is signed or executed.

5. Appointment of proxy by joint members

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. Changing proxy instructions

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 and would like to change the instructions using another proxy form, please contact Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR.

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.

7. *Termination of proxy appointments*

In order to revoke a proxy instruction given by proxy form 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 The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR.

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 at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR; no later than 2 business days before the time fixed for the Meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified in these notes, then your proxy appointment will remain valid.

8. *Corporate representatives*

A corporation which is a member can appoint a representative who may, on its behalf, exercise all powers as a member.