
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 seek your own independent financial advice from your stockbroker, solicitor or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your Ordinary Shares in Bluebird Merchant Ventures Ltd (the "Company"), you should forward this document, together with the accompanying Form of Proxy, immediately to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

The distribution of this document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document does not constitute an offer to issue or sell or a solicitation of any offer to subscribe for or buy Ordinary Shares in Bluebird Merchant Ventures Ltd.

BLUEBIRD MERCHANT VENTURES LTD
(incorporated and registered in British Virgin Islands under number 1815373)
**NOTICE OF AN ANNUAL GENERAL
MEETING**

Notice of an Annual General Meeting of the Company to be held at 7 Castle Street, St Helier, Jersey JE2 3BD Channel Islands at 9:00am on 23 February 2024 is set out at the end of this document. Shareholders are requested to complete and return the enclosed form of proxy to the Company's registrars, Computershare Investor Services (BVI) Ltd at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom as soon as possible, but in any event so as to arrive no later than 9:00am GMT on 21 February 2024, or 48 hours before any adjourned meeting.

A Form of Instruction for holders of Depositary Interests for use at the Meeting of Shareholders accompanies this Document and, to be valid, must be completed and returned to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, England as soon as possible but in any event to be received not later than 9:00 a.m. GMT on 20 February 2024 or 72 hours before any adjourned meeting.

A summary of the action to be taken by Shareholders is set out in the Letter from the Chairman which follows and in the Notice of Annual General Meeting. Completion and return of the Form of Proxy or Form of Instruction will not prevent you from attending and voting in person at the Annual General Meeting.

LETTER FROM THE CHAIRMAN

BLUEBIRD MERCHANT VENTURES LTD

To the Shareholders and, for information only, to the holders of warrants and options

25 January 2024

Dear Shareholder,

Notice of Annual General Meeting

Introduction

I am writing to invite you to an Annual General Meeting of the Company to be held at 9:00 am on 23 February 2024 at 7 Castle Street, St Helier, Jersey JE2 3BD Channel Islands. The notice of the Annual General Meeting (the “AGM”) is set out at the end of this document.

This letter also explains why the Directors recommend that shareholders of the Company (the “Shareholders”) vote in favour of the Resolutions being proposed at the Annual General Meeting (the “Resolutions”).

Resolutions at the Annual General Meeting

Resolution 1 – Receiving and Considering the Accounts

This is an ordinary resolution to receive and consider the financial statements of the Company for the period ended 31 December 2022. The next set of audited financial statements will be for the 12-month period ending on 31 December 2023. These should be placed before the 2024 AGM.

Resolution 2 – Appointment of Auditors

This resolution seeks to re-appoint PKF Littlejohn as auditors of the Company. The authority granted by this Resolution will expire at the conclusion of the next annual general meeting of the Company.

Resolution 3 – Authorisation of Auditor’s Remuneration

This resolution seeks to authorise the Directors to determine the auditor’s remuneration.

Resolution 4 – Re-appointment of Director

This resolution seeks to re-appoint Mr Jonathan Morley-Kirk as a director of the Company.

Action to be taken by Shareholders

All Shareholders have been sent a form of proxy for use at the Annual General Meeting. The form of proxy should be completed and returned in accordance with the instructions printed on it so as to arrive at the Company’s registrars, Computershare Investor Services (BVI) Ltd, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom as soon as possible and in any event not later than 9:00am on 21 February 2024. Completion and the return of the form of proxy will not prevent Shareholders from attending and voting at the Annual General Meeting should they so wish.


Action to be taken by holders of Depositary Interests

A Form of Instruction for holders of Depositary Interests for use at the Meeting of Shareholders accompanies this Document and, to be valid, must be completed and returned to Computershare Investor Services PLC, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY, England as soon as possible but in any event to be received not later than 9:00 a.m. GMT on 20 February 2024 or 72 hours before any adjourned meeting. The return of the Forms of Instruction will not prevent you from attending the Meeting of Shareholders and voting in person if you wish to do so (and are so entitled).

Recommendation

The Directors believe that the Resolutions are in the best interests of the Company and its Shareholders and recommend unanimously you to vote in favour of the Resolutions.

Yours faithfully,



Jonathan Morley-Kirk
Chairman

BLUEBIRD MERCHANT VENTURES LTD

NOTICE OF AN ANNUAL GENERAL MEETING

NOTICE is hereby given that an Annual General Meeting of Bluebird Merchant Ventures Ltd (“Company”) will be held at 7 Castle Street, St Helier, Jersey JE2 3BD Channel Islands at 9:00am on 23 February 2024 for the purpose of considering and if thought fit passing the following Resolutions, of which Resolutions 1 to 4 will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

- Resolution 1* To receive and consider the interim financial statements for the period ended 31 December 2022.
- Resolution 2* To re-appoint PKF Littlejohn as auditors.
- Resolution 3* To authorise the Directors to determine the auditor’s remuneration.
- Resolution 4* To re-appoint Mr Jonathan Morley-Kirk as a director.

BY ORDER OF THE BOARD



Company Secretary
25 January 2024

Registered office:

Harney Westwood & Riegels
Craigmuir Chambers
PO Box 71, Road Town
Tortola VG1110
British Virgin Islands

BLUEBIRD MERCHANT VENTURES LTD

NOTICE OF AN ANNUAL GENERAL MEETING *CONTINUED*

Notes:

Appointment of proxies

- 1 As a member of the Company, you are entitled 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.
- 2 A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the 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 meeting you must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.
- 3 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, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's registrar, Computershare Investor Services (BVI) Ltd, c/oThe Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
- 4 If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the meeting. Appointment of proxy using the hard copy proxy form.
- 5 The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold his vote.
- 6 To appoint a proxy using the proxy form, it must be:
 - 6.1 completed and signed;
 - 6.2 sent or delivered to Company's registrar, Computershare Investor Services (BVI) Ltd, c/oThe Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom; and
 - 6.3 received by no later than 9:00 am on 21 February 2024.
- 7 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.
- 8 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.
- 9 The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, specifies that only those ordinary shareholders registered in the register of members of the Company 48 hours before the meeting shall be entitled to attend or vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

Depository Interest holders

- 10 Holders of Depository Interests are requested to complete, sign and return the Form of Instruction instructing Computershare Company Nominees Limited (the "Custodian") to vote the underlying Ordinary Shares on their behalf at the Meeting of Shareholders to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, England, as soon as possible but, in any event, so as to arrive no later than 9:00 a.m. GMT on 21 February 2024. A holder of Depository Interests has no right to attend and vote the underlying Ordinary Shares at a Meeting of Shareholders and should therefore complete and return the Form of Instruction so that the Custodian may vote on their behalf. However, if a holder of Depository Interests, or their representative, do wish to attend and/or vote at the Meeting of Shareholders they should request a Letter of Representation from the Custodian in accordance with the instructions on the Form of Instruction

Appointment of proxy by joint members

- 11 In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

Changing proxy instructions

- 12 To change your proxy instructions simply submit a new proxy appointment using the method set out in paragraph 6 above. Note that the cut off time for receipt of proxy appointments specified in that paragraph also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
- 13 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 the Company's Registrar, Computershare Investor Services (BVI) Ltd, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom as indicated in paragraph 3 above.
- 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.

Termination of proxy appointments

- 15 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 the Company's Registrar, Computershare Ltd, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom as indicated in paragraph 3 above. 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.
- 16 The revocation notice must be received by Computershare Investor Services (BVI) Ltd, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom no later than 5:00pm on 20 February 2024.
- 17 If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 17 below, your proxy appointment will remain valid.
- 18 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

Total voting rights

- 19 As at 25 January 2024, being the last practicable date before dispatch of this notice, the Company's issued share capital comprised 712,865,042 ordinary shares. Each ordinary share carries the right to one vote at an annual general meeting of the Company and, therefore, the total number of voting rights in the Company as at 25 January 2024 is 712,865,042.