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CLEAR LEISURE PLC

*(incorporated in England and Wales
with registration number 392 6192)*

PROPOSAL FOR MEMBERS TO GRANT AUTHORITY TO ALLOT ORDINARY SHARES

Notice of meeting of members
to be held at 12.00pm on Thursday 17 May 2018
at 22 Great James Street, London WC1N 3ES

NOTICE OF MEETING

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DEFINITIONS

“**AGM**” the annual general meeting of the Company held on 28 July 2017.

“**AIM**” the Alternative Investment Market operated by London Stock Exchange plc;

“**Company**” or “**Clear**” Clear Leisure plc;

“**Existing Authorities**” the authorities approved by members at the AGM held on 28 July 2017;

"**Meeting**" The meeting of members convened by the Notice, to be held on the time specified in the Notice on Thursday 17 May 2018, to consider and, if thought fit, pass the Resolutions

"**Notice**" The notice dated 1 May 2018 convening the Meeting set out on pages 7 and 8 of this document;

“**Ordinary Shares**” the ordinary shares of 0.25 pence each in the share capital of the Company;

"**Registrar**" Share Registrars Limited; and

“**Resolutions**” the resolutions proposed in the Notice.

TIMETABLE

Event	Date and Time
<i>Notice of Meeting published.</i>	01 May 2018
<i>Proxy Deadline</i>	12.00pm (London time) on 15 May 2018
<i>Meeting</i>	
Time and date of the Meeting.	12.00pm (London time) on 17 May 2018
<i>Announcement and publication of results of Meeting</i>	
Announcement of the results of the Meeting.	As soon as reasonably practicable after the Meeting has concluded and, in any event, within 14 days of the Meeting.

If any Meeting is adjourned, the relevant times and dates set out above will be modified accordingly and will be set out in the notice convening such adjourned Meeting, which shall be published using the same means of publication as used for the notice of the initial Meeting.

Members are advised to check with any broker, dealer, bank, custodian, trust company or other trustee through which they hold Ordinary Shares whether such broker, dealer, bank, custodian, trust company or other trustee would require receiving any notice or instructions prior to the deadlines set out above.

If the Company is required to make an announcement relating to matters set out in this document, any such announcement will, unless stated otherwise, be made in accordance with all applicable rules and regulations via (i) notices to AIM, and/or (ii) a notice published on www.clearleisure.co.uk.

CLEAR LEISURE PLC

Registered in England & Wales, Company number 392 6192

Registered office: 22 Great James Street, London WC1N 3ES

LETTER FROM THE CHAIRMAN

To members of Clear Leisure plc

01 May 2018

Dear Sir/Madam

NOTICE OF MEETING OF MEMBERS

On behalf of the Board of the Company, I write to invite you to a general meeting to be held at 12.00 on 17 May 2018 at the Company's registered office.

As members may know, a Company cannot allot shares without shareholder authority.

Members granted the Existing Authorities at the AGM held on 28 July 2017. Under normal circumstances, the Company would merely seek a renewal of those authorities at its 2018 AGM (which is likely to be held in late July 2018). However, the Company considers that the existing authorities may not be sufficient for its possible requirements before the 2018 AGM.

The Company sees the authority of its members to allot up to £500,000 nominal value of Ordinary Shares (equating to 200,000,000 Ordinary Shares) for a period of 36 months from the date of the Meeting.

The new authorised shares will provide a level of comfort to the Company, should it need to raise additional funds for legal expenses or other matters in conjunction to its portfolio of investments, including its cryptocurrency strategy.

The Company currently has 433,803,192 Ordinary Shares in issue, so the authority to allot proposed under the Resolutions represents approximately 46 per cent of the existing share capital.

The Meeting is being convened for Thursday 17 May 2018 at 12.00pm at 22 Great James Street, London WC1N 3ES. This is the Company's registered office and the office of its solicitors, Gordons Partnership LLP.

The text of the Resolutions is set out on pages 7 and 8 of this document.

The Notice of the Meeting is at the end of this document together with a Form of Proxy which you should use if you are unable to attend the Meeting in person.

IN ORDER TO VOTE ON THE RESOLUTIONS AT THE MEETING, PROXY APPOINTMENTS MUST BE RECEIVED BY THE REGISTRAR, SHARE REGISTRARS, BY NOON (LONDON TIME) ON TUESDAY 15 MAY 2018.

CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by 12.00pm (UK time) on Tuesday 15 May 2018.

Any question in relation to submitting a form of proxy should be directed to the Registrar at the telephone numbers provided on the last page of this document.

Yours faithfully

Francesco Gardin, Chairman
CLEAR LEISURE plc

CLEAR LEISURE PLC
NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of **Clear Leisure plc** will be held at 22 Great James Street, London WC1N 3ES at 12:00 p.m. on Thursday 17 May 2018 for the purpose of and, if thought fit, passing the following resolutions will be proposed as to resolution 1 as an ordinary resolution and as to resolution 2 as a special resolution.

ORDINARY RESOLUTION

- 1 That the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 551 of the Act, to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (“Rights”) up to an aggregate nominal amount equal to £500,000 provided that the authority hereby conferred shall expire on the date falling 36 months after the date of the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

This authority shall be in substitution for and shall replace any existing authority pursuant to the said Section 551 to the extent not utilised at the date this resolution is passed.

SPECIAL RESOLUTION

- 2 That, subject to the passing of Resolution 1 above and in accordance with section 570 of the Act, the Directors be and are hereby generally empowered to allot equity securities (as defined in Section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution (iv) above or by way of a sale of treasury shares, as if Section 561(1) of the Act did not apply to any such allotment save that such power will be limited to:
- a. the allotment of equity securities in connection with an offer by way of a rights issue or similar offer to shareholders of the Company where the interests of all shareholders of the Company are proportionate or as nearly proportionate as practical to the numbers of Ordinary Shares held by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - b. the allotment (otherwise than pursuant to (a) above) for cash of equity securities up to an aggregate nominal amount of £500,000.

The power granted by this resolution will expire on the date falling 36 months after the date of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements as if the power conferred hereby had not expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if Section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

By Order of the Board

James Douglas Gordon
Secretary

1 May 2018

*Registered Office: 22
Great James Street
London WC1N3ES*

Notes:

1. As a member of the Company, 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 General 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 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.
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.
4. If you do not give your proxy an indication of how to vote on the 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 General Meeting.
5. The notes to the proxy form explain how to direct your proxy how to vote on the resolution or withhold their vote.
6. To appoint a proxy using the proxy form, the form must be (i) completed and signed; (ii) sent or delivered to Share Registrars, The Courtyard, 17 West Street, Farnham GU9 7DR clearly marked "Proxy Return"; and (iii) received by the registrars no later than 48 hours excluding non business days before the appointed time of the General Meeting.
7. To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company by 12:00 p.m. Tuesday 15 May 2018 or, in the event of any adjournment, not less than 48 hours prior to the time of the adjourned meeting). 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 meeting.
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. 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.
10. 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 Secretary. 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.
11. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods (i) by sending a signed hard copy notice revoking your proxy appointment to the Company Secretary; (ii) 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; and (iii) in either case, the revocation notice must be received by the Company no later than 48 hours excluding non business days before the appointed time of the General Meeting.
12. Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person and vote, your proxy appointment will automatically be terminated.
13. Except as provided above, members who have general queries about the General Meeting should contact the Company Secretary by email at james@gordonsols.co.uk (no other methods of communication will be accepted).
14. As at the close of business on 30 April 2018 (being the last business day prior to the date of this Notice) the Company's issued share capital consists of 433,803,192 ordinary shares of 0.25p, carrying one vote each and therefore the total voting rights in the Company, as at the close of business on 30 April 2018 are 433,803,192.

CONTACT INFORMATION

Clear Leisure plc
22 Great James Street
London WC1N 3ES

E info@clearleisure.co.uk

The Registrar

Share Registrars Limited
The Courtyard
17 West Street
Farnham
Surrey GU9 7DR
Telephone: 01252 821390

CLEAR LEISURE PLC
Form of Proxy for use at the Annual General Meeting

I, a Member of CLEAR LEISURE PLC (hereinafter referred to as 'the Company') and entitled to vote, hereby appoint the Chairman, or _____ as my proxy to attend and vote for me and on my behalf at the Annual General Meeting of the Company to be held on 17 May 2018 at 12:00 p.m., at 22 Great James Street, London WC1N 3ES and at any adjournment thereof.

(Please indicate below by marking the appropriate box with an 'X' how you wish your votes to be cast. If the form of proxy is returned without any indication as to how the proxy should vote on any particular matter, the proxy will vote as he or she thinks fit.)

	For	Against	Vote Withheld
ORDINARY RESOLUTIONS			
1. to authorise the Directors to allot up to £500,000 nominal amount of New Ordinary Shares pursuant to section 551 of the Act			
SPECIAL RESOLUTION			
2. to dis-apply the statutory pre-emption provisions contained in section 570 of the Act			

Signature
Date
Full name
Address

Notes to the proxy form

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 a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. 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.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert his or her full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy anyone other than the Chairman, you are responsible for ensuring that that person attends the meeting and is aware of your voting intentions.
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 contact the registrars of the Company, Share Registrars Limited, on 01252 821390.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote Withheld" box. 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.
6. To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to Share Registrars Limited at 17 West Street, Farnham, Surrey, GU9 7DR; and
 - received by Share Registrars Limited no later than 48 hours (excluding non business day) before the time of the meeting.
7. In the case of a member which is a company, this 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 this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. 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).
10. 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.
11. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
12. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.