

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It contains the resolutions to be voted on at the Extraordinary General Meeting of Audioboom Group plc ("Audioboom" or the "Company") to be held on 21 May 2019. If you are in any doubt about the contents of this document or the action you should take, you are recommended immediately to seek advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended), the Financial Services (Jersey) Law 1998 or, if you are in a territory outside the United Kingdom, from an appropriately authorised independent financial adviser.

The Directors of Audioboom, whose names appear on page 7 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of 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.

If you have sold or otherwise transferred all of your ordinary shares of no par value in the capital of the Company ("Ordinary Shares"), please immediately forward this document, together with the 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 onward transmission to the purchaser or transferee. However, such documents should not be distributed, forwarded or transmitted in or into the United States, Canada, Australia, Japan, New Zealand, Russia or the Republic of South Africa, or any other jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction. If you have sold or transferred only part of your holding of Ordinary Shares, you should retain these documents and immediately consult the stockbroker, bank or other agent through whom the sale or transfer of part was effected. **This document should be read in conjunction with the accompanying Form of Proxy and the Notice of Extraordinary General Meeting as set out at the end of this Circular. The whole text of this document should be read. You should be aware that investment in the Company is speculative and involves a high degree of risk.**

Notice of an Extraordinary General Meeting of Audioboom to be held at the offices of Fladgate LLP at 16 Great Queen Street, London WC2B 5DG at 10:00 a.m. on 21 May 2019 is set out at the end of this document. Shareholders are urged to complete and return the enclosed Form of Proxy in accordance with the instructions printed thereon as soon as possible and, in any event, so as to be received by the Company's registrars, Link Asset Services, PXS1, 34 Beckenham Road, Kent BR3 4ZF no later than 10:00 a.m. on 19 May 2019. Completion and return of the Form of Proxy will not preclude Shareholders from attending the meeting and voting in person should they subsequently wish to do so.

AUDIOBOOM GROUP PLC

(Incorporated in the Island of Jersey with registered number 85292)

Proposed placing and subscription to raise £2.8 million

and

Notice of Extraordinary General Meeting



Nominated Adviser and Broker

Application will be made for the New Ordinary Shares to be admitted to trading on AIM, a market operated by the London Stock Exchange (AIM). The New Ordinary Shares, when issued and fully paid, will on allotment rank *pari passu* in all respects with the Existing Ordinary Shares, including as regards the right to receive all dividends or other distributions declared, made or paid after the relevant date of Admission. No application has been made or is currently intended to be made for the New Ordinary Shares to be admitted to trading or dealt on any other exchange. It is expected that dealings in the New Ordinary Shares on AIM will commence on 22 May 2019.

Allenby Capital Limited ("Allenby Capital"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser and broker to the Company in connection with the Placing only and the proposed admission of the Placing Shares to trading on AIM and the proposals described in this document. It will not regard any other person as its customer and will not be responsible to anyone else for providing the protections afforded to the customers of Allenby Capital or for providing advice in relation to the transactions and arrangements detailed in this document. Allenby Capital has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Allenby Capital for the accuracy of any information or opinions contained in this document or for the omission of any information. Allenby Capital as nominated adviser to the Company solely owes its responsibilities to the London Stock Exchange and not to the Company, the Directors, Shareholders or any other person whether in respect of such person's decision to acquire Ordinary Shares in relation to any part of this Circular or otherwise. Allenby Capital is not making any representation or warranty, express or implied, as to the accuracy, completeness or fairness of information in this document and Allenby Capital accepts no responsibility or liability for this document and accordingly disclaims all and any liability, whether arising in tort, contract or otherwise, which it might otherwise be found to have in respect of this Circular.

The New Ordinary Shares referred to in this Circular have not been and will not be registered under the United States Securities Act of 1933, as amended (the **US Securities Act**), and may not be offered or sold in the United States except

pursuant to an exemption from, or in a transaction not subject to, the requirements of the US Securities Act. There will be no public offer of the New Ordinary Shares in the United States, the United Kingdom or elsewhere. The New Ordinary Shares are being offered and sold outside the United States in reliance on Regulation S under the US Securities Act. The New Ordinary Shares have not been approved or disapproved by the United States Securities and Exchange Commission, any state securities commission or other regulatory authority, nor have the foregoing authorities passed upon or endorsed the merits of this offering. Any representation to the contrary is a criminal offence in the United States and any re-offer or resale of any of the New Ordinary Shares in the United States or to a US Person may constitute a violation of United States law or regulation.

The distribution of this Circular and the offering or sale of the New Ordinary Shares in certain jurisdictions may be restricted by law. No action has been taken by the Company or Allenby Capital that would permit an offering of the New Ordinary Shares possession or distribution of this Circular or any other offering or publicity material relating to the New Ordinary Shares in any jurisdiction where action for that purpose is required. Persons into whose possession this Circular comes are required by the Company and Allenby Capital to inform themselves about and to observe any such restrictions.

This Circular is directed only at members of the Company falling within the meaning of Article 43(2)(a) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (all such persons together being referred to as **"Relevant Persons"**). This Circular must not be acted on or relied on by persons who are not Relevant Persons. This document does not constitute an offer to buy, acquire or subscribe for, or the solicitation of an offer to buy, acquire or subscribe for, any securities or an invitation to buy, acquire or subscribe for any securities and accordingly is not a prospectus, neither does it constitute an admission document drawn up in accordance with the AIM Rules for Companies (the **"AIM Rules"**). This document is provided only for the information of Shareholders of the Company in connection with the Extraordinary General Meeting and not for any other purpose.

This Circular has not been, and will not be, reviewed or approved by the Financial Conduct Authority of the United Kingdom, the London Stock Exchange, the Jersey Financial Services Commission, any securities commission or any other authority or regulatory body.

You should make your own investigations in relation to the Resolutions, including the merits and risks involved. Nothing in this document constitutes legal, tax, financial or other advice, and if you are in any doubt about the contents of this document, you should consult your own professional advisers.

FORWARD LOOKING STATEMENTS

This document includes "forward-looking statements" which include all statements other than statements of historical facts, including, without limitation, those regarding the Company's financial position, business strategy, plans and objectives of management for future operations, and/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 Company's control that could cause the actual results, performance or achievements of the Company 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 Company's present and future business strategies and the environment in which the Company 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 Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless it is required to do so by applicable law or the AIM Rules.

Copies of this Circular will be available free of charge on the Company's website www.audioboopl.com

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Circular posted to Shareholders	1 May 2019
Latest time and date for receipt of Form of Proxy	10:00 a.m. on 19 May 2019
Extraordinary General Meeting	10:00 a.m. on 21 May 2019
Admission and commencement of dealings in the New Ordinary Shares to trading on AIM	8:00 a.m. on 22 May 2019
CREST member accounts expected to be credited for the New Ordinary Shares in uncertificated form (where applicable)	22 May 2019
Dispatch of definitive share certificates for the New Ordinary Shares in certificated form (where applicable)	by 5 June 2019

Notes:

- (1) Certain of the dates in the above timetable are subject to change at the discretion of Allenby Capital and the Company.
- (2) References to time in this Circular are to London time except when otherwise stated.
- (3) If any of the above times and/or dates change, the revised time(s) and/or date(s) will be notified to Shareholders by announcement through a Regulatory Information Service.

PLACING STATISTICS

Issue Price	2.5 pence per New Ordinary Share
Number of Existing Ordinary Shares in issue as at the date of this document	1,288,675,619
Total number of New Ordinary Shares	112,000,000
Total number of Ordinary Shares in issue on Admission	1,400,675,619
Percentage of the Enlarged Share Capital represented by the New Ordinary Shares	8%
Estimated net proceeds of the Placing and Subscription	Approximately £2.7 million
ISIN	JE00B5NFKB77
SEDOL	B5NFKB7

DEFINITIONS

Admission	the admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules.
AIM	AIM, a market operated by the London Stock Exchange.
AIM Rules	the AIM Rules for Companies, as published and amended from time to time by the London Stock Exchange.
Allenby Capital	Allenby Capital Limited, the Company's nominated adviser and broker pursuant to the AIM Rules.
Articles	the existing articles of association of the Company as at the date of this Circular.
Candy Ventures	Candy Ventures SARL.
Candy Ventures Placing Participation	the 42,400,000 New Ordinary Shares that Candy Ventures is subscribing for at the Issue Price in the Subscription.
Circular	this document.
Company or Audioboom	Audioboom Group plc.
CREST	the computerised settlement system (as defined in the CREST Regulations) which facilitates the transfer of title to shares in uncertificated form.
CREST Manual	the manual, as amended from time to time, produced by Euroclear UK & Ireland, which facilitates the transfer of shares in uncertificated form.
CREST member	a person who has been admitted by Euroclear UK and Ireland as a system-member (as defined in the CREST Regulations).
CREST Regulations	the Uncertificated Securities Regulations 2001 or the Companies (Uncertificated Securities) (Jersey) Order 1999, including (i) any enactment or subordinate legislation which amends or supersedes those regulations and (ii) any applicable rules made under those regulations or any such enactment or subordinate legislation for the time being in force.
Directors or Board	the directors of the Company.
Director Subscription Participations	the 3,600,000 New Ordinary Shares, the 2,000,000 New Ordinary Shares and the 4,000,000 New Ordinary Shares that Non-Executive Chairman Michael Tobin, Roger Maddock, a Non-Executive Director of the Company, and the Preston Trust (being a trust for the benefit of the family of Roger Maddock) are respectively subscribing for at the Issue Price in the Subscription.
Enlarged Share Capital	the 1,400,675,619 Ordinary Shares in issue immediately following Admission.
Euroclear UK & Ireland	Euroclear UK & Ireland Limited, the operator of CREST.

Existing Ordinary Shares	the 1,288,675,619 existing Ordinary Shares in issue in the capital of the Company as at the date of this Circular.
Extraordinary General Meeting or EGM	The extraordinary general meeting of Shareholders to be held at the offices of Fladgate LLP at 16 Great Queen Street, London, WC2B 5DG at 10:00 a.m. on 21 May 2019.
Form of Proxy	the form of proxy for use in connection with the Extraordinary General Meeting accompanying this Circular.
Fundraising Resolutions	the resolutions numbered 1 and 2 to be proposed at the Extraordinary General Meeting as set out in the Notice of Extraordinary General Meeting.
Independent Directors	Robert Proctor and Brad Clarke, being the Directors who are independent of Candy Ventures and are not participating in the Placing or Subscription.
ISIN	International Securities Identification Number.
Issue Price	2.5 pence per New Ordinary Share issued in the Placing and Subscription.
Link Asset Services	a trading name of Link Registrars Limited.
London Stock Exchange	London Stock Exchange plc.
New Ordinary Shares	the 112,000,000 new Ordinary Shares, which have been placed with institutional and other investors at the Issue Price, pursuant to the Placing and the Subscription.
Notice of Extraordinary General Meeting	the notice of Extraordinary General Meeting set out at the end of this Circular.
Optionholders	the holders of options to acquire Ordinary Shares, offered or granted in accordance with the share option scheme operated by the Company.
Ordinary Shares	the ordinary shares of no par value in the capital of the Company.
Placees	the persons who have conditionally agreed to subscribe for the Placing Shares.
Placing	the conditional placing of the Placing Shares at the Issue Price, as described in this Circular.
Placing Agreement	the conditional agreement dated 29 April 2019 between: (1) the Company; and (2) Allenby Capital relating to the Placing.
Placing Shares	the 52,000,000 new Ordinary Shares, which have been placed with institutional and other investors at the Issue Price, pursuant to the Placing.
Resolutions	the resolutions to be proposed at the Extraordinary General Meeting as set out in the Notice of Extraordinary General Meeting.

Shareholder(s)	holder(s) of Ordinary Shares.
Subscription	the conditional subscription of the New Ordinary Shares at the Issue Price, as described in this Circular.
UK	the United Kingdom.
uncertificated or in uncertificated form	recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which may be transferred by means of CREST.
US	the United States of America.
US Person	a US person as defined in Regulation S promulgated under the US Securities Act.
US Securities Act	the United States Securities Act of 1933 (as amended).
US\$	the lawful currency of the US.
Warrantholders	the holders of warrants to acquire Ordinary Shares.
£ or pence	the lawful currency of the UK.

AUDIOBOOM GROUP PLC

(Incorporated and registered in the Island of Jersey under the Companies (Jersey) Law 1991
with registered number 85292)

Michael Tobin (Non-Executive Chairman)
Robert Proctor (Chief Executive Officer)
Brad Clarke (Chief Financial Officer)
Roger Maddock (Non-Executive Director)
Steven Smith (Non-Executive Director)

PO Box 264
Forum 4
Grenville Street
St Helier
Jersey
JE4 8TQ

30 April 2019

To Shareholders and, for information only, to Optionholders and Warrantholders

Dear Shareholder,

Proposed placing and subscription to raise £2.8 million

Notice of Extraordinary General Meeting

1. Introduction

The Company announced on 30 April 2019 that it had conditionally raised approximately £2.8 million (before expenses) by way of the proposed Placing and Subscription of a total of 112,000,000 New Ordinary Shares at the Issue Price of 2.5 pence per New Ordinary Share. The net proceeds of the Placing and Subscription will be used predominantly to fund, where appropriate, upfront, recoupable advance payments which are required to secure the most popular and established podcast content and their audiences, in order to accelerate Audioboom's growth. The Placing and Subscription are subject to, *inter alia*, the approval of Shareholders at the Extraordinary General Meeting.

The purpose of this letter is to explain to Shareholders the background to and reasons for the Placing and Subscription and to provide Shareholders with notice of the Extraordinary General Meeting to be convened in order to seek approval to grant such share authorities to enable the Directors to complete the Placing and Subscription. The Company is also seeking approval of additional authorities to allot Ordinary Shares or rights over new Ordinary Shares on a general basis, via Resolutions 3 and 4. The Directors are seeking that shareholders approve a 10% disapplication of pre-emption rights at the forthcoming Extraordinary General Meeting, in order to provide the Board with, amongst other things, the flexibility to quickly and efficiently raise further equity funding that may become available and which would allow the Company to pursue further commercial opportunities.

Accordingly, the Company is seeking Shareholder approval of the Resolutions which are to be put to the Extraordinary General Meeting. If Shareholder approval of the Fundraising Resolutions is not given at the Extraordinary General Meeting, neither the Placing nor Subscription will be able to proceed as currently envisaged. **Accordingly, it is important that Shareholders vote in favour of the Resolutions, in order that the Placing and Subscription can proceed.** The Notice of Extraordinary General Meeting is set out at the end of this Circular and a Form of Proxy is also enclosed for you to complete. This letter includes an explanation of the Resolutions.

Admission of the New Ordinary Shares is expected to take place at 8:00 a.m. on 22 May 2019, should the Fundraising Resolutions to be proposed at the Extraordinary General Meeting, further details of which can be found below, be passed at the Extraordinary General Meeting.

2. Background to and reasons for the Placing and Subscription

Recent trading and industry activity

On 3 April 2019, Audioboom announced an update on its trading for the quarter ended 31 March 2019. Amongst other things, this update reported that Audioboom had generated record quarterly revenue of approximately US\$4.6 million, which represented an increase of approximately 180% relative to the three months ended 31 March 2018. The Company also reported significant increases in other key performance indicators for the quarter ended 31 March 2019 relative to the same period in 2018, including increases in brand advertiser count, revenue per 1,000 listens (eCPM) in the US and total available premium advertising impressions.

The Board is of the view that the Company lost a total of approximately US\$5 million in revenues over the first nine months of 2018, due to the aborted proposed acquisition of Triton Digital Canada Inc, as the costs of this transaction prevented a number of podcast renewals and the acquisition of new podcast content. The Board is pleased that, following this disruption, the Company's growth trajectory has been re-established, as evidenced by trading for the fourth quarter of 2018 and the first quarter ended 31 March 2019.

During 2018, and more recently in the quarter ended 31 March 2019, there has been a significant level of corporate activity involving a number of podcasting or podcasting related companies, especially acquisitions and fundraisings. The Board believes that this demonstrates that podcasting is gaining recognition as a growth area within the digital media industry.

Growth strategy

The Company has currently sold over 82% of its available advertising inventory for 2019 across its top ten podcasts, whilst at the same time recording growth of active advertisers. The Company's strategy is therefore now heavily focused on accelerating its acquisition and production of podcasts, as the Board believes that substantial growth opportunities are available to Audioboom via the acquisition of both established 'Tier 1' podcasts and the creation of Audioboom Original content.

Where appropriate, leading podcasters and podcast content providers can seek upfront advance payments (which are fully recoupable over the life of the contract) and minimum revenue guarantees in podcast acquisition negotiations. In addition, the Board believes that there are listener and revenue benefits to be gained from supporting podcasts on the Audioboom network with modest marketing and promotional budgets. Typically, established Tier 1 podcasts require high, yet commensurate, minimum guarantees and advances, whilst new podcasts typically require only a low (or no) minimum revenue guarantee.

As highlighted in the Company's announcement of 25 February 2019, the Board believes that the Company is now able to provide increasingly accurate forecast revenues for major, established podcasts. Using podcast frequency and listener data, conservative assumptions regarding the revenue per 1,000 listens (eCPM) rates that a particular show will command, anticipated sell through rates and the number of advertising slots per episode, Audioboom is able to generate a minimum and maximum range of predicted gross annual revenues.

Audioboom's strategy involves using these revenue predictions to determine the appropriate levels of advances that can be offered to win or renew established, revenue generating podcasts. Audioboom has also used its forecasting process to determine a number of non-preferred podcast content acquisition opportunities, where the cost-effectiveness of the minimum guarantees required are not as attractive as other opportunities. The Board believes that this strategy will assist in managing the balance of potential risks and rewards in relation to Audioboom providing minimum guarantees or advances.

The established listener bases of existing 'Tier 1' podcasts can be brought onto Audioboom's platform quickly following acquisition, which should provide repetitive and relatively predictable revenues.

Audioboom currently has a number of potential podcast content acquisition opportunities in its preferred pipeline, which the Board estimates have individual minimum annual revenue potential of

between approximately US\$1 million and approximately US\$7 million, with such opportunities requiring upfront recoupable advances of between approximately US\$300,000 and approximately US\$1 million.

Potential guarantee arrangements

In accordance with Audioboom's growth strategy, in order to attract and secure established, leading podcasting talent to the Audioboom platform, where appropriate it may be necessary for Audioboom to offer minimum revenue guarantees and/or upfront advance payments to the podcast content partner.

Whilst the proceeds of the Placing and Subscription will predominantly be used for these purposes (as described above), there are further immediate opportunities to secure leading podcast content which the Company is actively pursuing. In order to allow it to do so without tying up further working capital, certain parties (including Michael Tobin, the Company's Chairman, and Candy Ventures, a substantial shareholder in the Company) intend to enter into an agreement for a facility that can provide the necessary minimum revenue guarantees to the relevant content partners.

These guarantees are expected to be provided via a special purpose vehicle ("SPV"). It is expected that the SPV will provide the content partners with guarantees of up to approximately US\$4 million in aggregate, securing the minimum guaranteed advertising revenue share payable to the content partners pursuant to their commercial agreements with Audioboom. No upfront payments would be made to the content partners following the provision of the guarantees.

In return for providing the guarantees, it is intended that Audioboom will agree to pay the SPV an amount equivalent to 8% of the net advertising revenue received by Audioboom in respect of the relevant content partners' podcasts for which the guarantee has been provided (after paying the content partner its share). In addition, it is anticipated that the providers of the guarantees will be granted warrants to subscribe for Ordinary Shares on the basis of 2.5 million warrants (in aggregate) for each US\$1 million of guarantee provided (the "Warrants"). It is anticipated that the exercise price of the Warrants will be at a premium to the Company's current mid-market share price.

There is no guarantee that the agreement for the provision of the necessary minimum revenue guarantees to relevant content partners will proceed, nor as to the timing or terms thereof. The Company will make an appropriate announcement with further details if and when these arrangements are finalised. Given that Michael Tobin and Candy Ventures are related parties of Audioboom in accordance with rule 13 of the AIM Rules, any such transactions involving Michael Tobin and Candy Ventures will be subject to confirmation from the Company's independent Directors, having consulted with the Company's nominated adviser, Allenby Capital, that the transactions are considered to be fair and reasonable insofar as Shareholders are concerned.

3. Use of proceeds

In addition to providing general working capital, the total net proceeds of the Placing and Subscription, expected to be approximately £2.7 million, will be principally used to fund growth in three main areas:

- Accelerating established podcast content acquisition, where such opportunities have predictable revenues.
- Further development of co-production content partnerships, with a view to increasing gross revenues and gross margins.
- Growing the Company's slate of Audioboom Originals productions, with a view to increasing gross revenues, gross margins and delivering valuable original content.

4. Details of the Placing, Subscription and Admission

A total of approximately £2.8 million (before expenses), representing the issue of 112,000,000 New Ordinary Shares at the Issue Price, has been raised by way of the Placing and Subscription.

The Placing and Subscription are conditional, *inter alia*, upon:

- the passing of the Fundraising Resolutions without amendment at the Extraordinary General Meeting;
- admission of the New Ordinary Shares to trading on AIM becoming effective by not later than 8.00 a.m. on 22 May 2019 (or such later time and/or date (not being later than 5 June 2019) as Allenby Capital and the Company may agree).

In addition to the above, the Placing and the Subscription are inter-conditional, and the Placing is conditional upon the Placing Agreement (as described in more detail below) becoming unconditional in all respects and not having been terminated in accordance with its terms.

The Placing and Subscription will result in the issue of a total of 112,000,000 New Ordinary Shares, representing, in aggregate, approximately 8% of the Enlarged Share Capital. Such New Ordinary Shares, when issued and fully paid, will rank *pari passu* in all respects with the Existing Ordinary Shares and therefore will rank equally for all dividends or other distributions declared, made or paid after the relevant date of Admission.

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM and, conditional, *inter alia*, on the approval of Shareholders at the Extraordinary General Meeting, admission of the New Ordinary Shares is expected to occur on 22 May 2019.

It is expected that CREST accounts will be credited on the day of Admission as regards the New Ordinary Shares in uncertificated form and that certificates for those shares to be issued in certificated form will be dispatched by first class post by 5 June 2019.

5. The Placing Agreement

Pursuant to the terms of the Placing Agreement, Allenby Capital, as agent for the Company, has agreed conditionally to use its reasonable endeavours to procure Placees for the Placing Shares at the Issue Price. The Placing is not being underwritten.

The obligations of Allenby Capital under the Placing Agreement are conditional, among other things, upon: (i) the passing of the Fundraising Resolutions without amendment at the Extraordinary General Meeting; and (ii) Admission becoming effective by not later than 8.00 a.m. on 22 May 2019 (or such later time and/or date (not being later than 5 June 2019) as Allenby Capital and the Company may agree).

The Placing Agreement contains certain warranties and indemnities given by the Company in favour of Allenby Capital as to certain matters relating to the Company's group and its business. The obligations of Allenby Capital under the Placing Agreement may be terminated in certain circumstances if there occurs either a breach of any of the warranties or if a materially adverse event occurs at any time prior to Admission. If the conditions in the Placing Agreement are not fulfilled on or before the relevant date in the Placing Agreement or, if applicable, waived, then the relevant placing monies will be returned to Placees without interest at their own risk.

The Placing Agreement also provides for the Company to pay Allenby Capital commissions and certain other costs and expenses incidental to the Placing and Admission.

6. Related Party Transactions

Candy Ventures, a substantial shareholder of the Company, having an interest in approximately 22.88% of the voting rights of the Company, is subscribing for 42,400,000 New Ordinary Shares, which represents an aggregate amount of £1,060,000 at the Issue Price, via the Candy Ventures Placing Participation. Nick Candy (90% shareholder of Candy Ventures) is also considered to be a related party of Audioboom by reason of his shareholding in Candy Ventures. Steven Smith, a Non-Executive Director of the Company, is also a director and 10% shareholder of Candy Ventures and, accordingly, he too is a related party of Audioboom. The Candy Ventures Placing Participation constitutes a related party transaction under rule 13 of the AIM Rules.

Via the Director Subscription Participations, Non-Executive Chairman Michael Tobin, Roger Maddock, a Non-Executive Director of the Company, and the Preston Trust (being a trust for the benefit of the family of Roger Maddock) have subscribed for 3,600,000 New Ordinary Shares, 2,000,000 New Ordinary Shares and 4,000,000 New Ordinary Shares respectively in the Subscription, which represent amounts of £90,000, £50,000 and £100,000 respectively at the Issue

Price.

The Independent Directors (being Robert Proctor and Brad Clarke) consider, having consulted with the Company's nominated adviser Allenby Capital, that the terms of the Candy Ventures Placing Participation and the Director Subscription Participations are fair and reasonable insofar as Shareholders are concerned.

Immediately following Admission, Nick Candy will be directly and indirectly interested in a total of 350,260,278 Ordinary Shares, representing approximately 25.01% of the Company's Enlarged Share Capital, which includes the 337,260,278 Ordinary Shares held via Candy Ventures.

7. Extraordinary General Meeting

A notice convening the Extraordinary General Meeting is set out at the end of this Circular. The Extraordinary General Meeting of the Company is to be held at the offices of Fladgate LLP at 16 Great Queen Street, London WC2B 5DG at 10:00 a.m. on 21 May 2019.

At the Extraordinary General Meeting, the following Resolutions will be proposed:

1. an ordinary resolution to grant authority to the Directors to allot Ordinary Shares up to a maximum of 112,000,000 New Ordinary Shares pursuant to the Placing and Subscription;
2. subject to the passing of Resolution 1, a special resolution to dis-apply pre-emption rights contained in the Articles in respect of the allotment for cash of up to a maximum of 112,000,000 New Ordinary Shares pursuant to the Placing and Subscription;
3. an ordinary resolution to grant authority to the Directors to allot Ordinary Shares or rights over new Ordinary Shares up to a maximum of 140,000,000 new Ordinary Shares, representing approximately 10% of the Company's Enlarged Share Capital, on a pre-emptive basis; and
4. subject to the passing of Resolution 3, a special resolution to dis-apply pre-emption rights contained in the Articles in respect of the allotment for cash of up to a maximum of 140,000,000 new Ordinary Shares on a non pre-emptive basis. This authority is being sought to enable the Directors to issue Ordinary Shares to Michael Tobin upon exercise of the existing warrants held by him, the exercise of which he had consented to defer until after the date of the Extraordinary General Meeting, as well as to give the Directors flexibility to take advantage of opportunities as and when they arise.

Resolutions 1 and 3 will be proposed as ordinary resolutions and Resolutions 2 and 4 will be proposed as special resolutions. Under Jersey law, a special resolution requires a two-thirds majority of those voting at the meeting in person or by proxy to vote in favour of the resolution.

8. Action to be taken by Shareholders

Shareholders will find accompanying this Circular, a Form of Proxy for use at the Extraordinary General Meeting. Whether or not Shareholders intend to be present at the Extraordinary General Meeting, they are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed on it to Link Asset Services at PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF as soon as possible and, in any event, so as to arrive no later than 10:00 a.m. on 19 May 2019. Completion and return of the Form of Proxy will not affect a Shareholder's right to attend and vote in person at the Extraordinary General Meeting if they so wish. Further information regarding the appointment of proxies can be found in the notes to the Notice of Extraordinary General Meeting.

In the case of non-registered Shareholders who receive these materials through their broker or other intermediary, the Shareholder should complete and send a letter of direction in accordance with the instructions provided by their broker or other intermediary.

In order for the Placing and Subscription to proceed, Shareholders will need to approve the Fundraising Resolutions set out in the Notice of Extraordinary General Meeting. If the Fundraising Resolutions are not passed at the Extraordinary General Meeting, the Placing and Subscription will not proceed in the form currently envisaged, with the result that the anticipated net proceeds of the Placing and Subscription will not become available and the Company's business plans, growth prospects and available working capital will be materially adversely affected as a result.

Accordingly, it is important that Shareholders vote in favour of the Fundraising Resolutions, in order that the Placing and Subscription can proceed.

9. Total Voting Rights

Upon Admission, the Company's issued ordinary share capital will consist of 1,400,675,619 Ordinary Shares with one voting right each. The Company does not hold any Ordinary Shares in treasury. Therefore, the total number of Ordinary Shares and voting rights in the Company will be 1,400,675,619. With effect from Admission, this figure may be used by Shareholders in the Company as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company under the FCA's Disclosure Guidance and Transparency Rules.

10. Information to Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the New Ordinary Shares have been subject to a product approval process, which has determined that the New Ordinary Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, investors should note that: the price of the New Ordinary Shares may decline and investors could lose all or part of their investment; New Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the New Ordinary Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing and Subscription. Furthermore, it is noted that, notwithstanding the Target Market Assessment, only investors who have met the criteria of professional clients and eligible counterparties have been procured. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the New Ordinary Shares.

11. Directors' Recommendation

The Directors consider the Placing, the Subscription and the Resolutions to be in the best interests of the Company and its Shareholders as a whole and unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting, as they intend to do in respect of their own beneficial holdings which amount to, in aggregate, 40,143,104 Ordinary Shares, representing approximately 3.12% of the Existing Ordinary Shares.

Yours faithfully,

Michael Tobin OBE

Chairman

AUDIOBOOM GROUP PLC

(Incorporated and registered in Jersey under the Companies (Jersey) Law 1991 with registered no. 85292)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS GIVEN that an Extraordinary General Meeting of Audioboom Group plc (**Audioboom** or the **Company**) will be held at the offices of Fladgate LLP at 16 Great Queen Street, London WC2B 5DG at 10:00 a.m. on 21 May 2019 for the purpose of considering and, if thought fit, passing the following resolutions at the Extraordinary General Meeting or any adjournment thereof, of which Resolutions 1 and 3 will be proposed as ordinary resolutions and Resolutions 2 and 4 will be proposed as special resolutions.

Resolution 1

That the Directors be and they are hereby generally and unconditionally authorised in accordance with Article 6.2 of the Articles of Association of the Company (**Articles**) to exercise all the powers of the Company to: (i) allot and issue up to a maximum of 112,000,000 ordinary shares of no par value in the capital of the Company (**Ordinary Shares**) pursuant to the Placing and Subscription (as defined in the Company's circular to Shareholders dated 30 April 2019, of which this notice of extraordinary general meeting forms part (**Circular**)). The authority conferred on the Directors under this Resolution 1 shall expire at the earlier of the conclusion of the next annual general meeting of the Company and the date falling 18 months after the passing of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require Ordinary Shares to be allotted or rights to subscribe for, or to convert any security into, Ordinary Shares to be granted after such expiry and the Directors may allot Ordinary Shares or grant rights to subscribe for, or to convert any security into, Ordinary Shares (as the case may be) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Resolution 2

That, subject to the passing of Resolution 1, the Directors be and they are hereby empowered pursuant to Article 6.7 of the Articles to allot and issue equity securities (within the meaning of Article 6.6 of the Articles) for cash or otherwise pursuant to the authority conferred by Resolution 1 above, as if Article 6.3(1) of the Articles did not apply to any such allotment and issue, provided that this power shall be limited to the allotment of Ordinary Shares up to a maximum of 112,000,000 Ordinary Shares pursuant to the Placing and Subscription (as defined in the Circular), and this authority shall expire at the earlier of the conclusion of the next annual general meeting of the Company and the date falling 18 months after the passing of this Resolution 2 save that the Company may before such expiry make an offer or agreement which would or might require Ordinary Shares to be allotted or rights to subscribe for, or to convert any security into, Ordinary Shares to be granted after such expiry and the Directors may allot Ordinary Shares or grant rights to subscribe for, or to convert any security into, Ordinary Shares (as the case may be) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Resolution 3

That the Directors be and they are hereby generally and unconditionally authorised in accordance with Article 6.2 of the Articles to exercise all the powers of the Company to allot and issue equity securities (within the meaning of Article 6.6 of the Articles) and to grant rights to subscribe for, or to convert any security into, Ordinary Shares up to a maximum of 140,000,000 Ordinary Shares. The authority conferred on the Directors under this Resolution 3 shall expire at the earlier of the conclusion of the next annual general meeting of the Company and the date falling 18 months after the passing of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require Ordinary Shares to be allotted or rights to subscribe for, or to convert any security into, Ordinary Shares to be granted after such expiry and the Directors may allot Ordinary Shares or grant rights to subscribe for, or to convert any security into, Ordinary Shares (as the case may be) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Resolution 4

That, subject to the passing of Resolution 3, the Directors be and they are hereby empowered pursuant to Article 6.7 of the Articles to allot and issue equity securities (within the meaning of Article 6.6 of the Articles) for cash or otherwise pursuant to the authority conferred by Resolution 3 above, as if Article 6.3(1) of the Articles did not apply to any such allotment and issue, provided that this power shall be limited to the allotment and issue of equity securities consisting of, or the right to subscribe for, or convert any security into shares in the Company, up to a maximum of 140,000,000 Ordinary Shares. This authority shall expire at the earlier of the conclusion of the next annual general meeting of the Company and the date falling 18 months after the passing of this Resolution 4 save that the Company may before such expiry make an offer or agreement which would or might require Ordinary Shares to be allotted or rights to subscribe for, or to convert any security into, Ordinary Shares to be granted after such expiry and the Directors may allot Ordinary Shares or grant rights to subscribe for, or to convert any security into, Ordinary Shares (as the case may be) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Explanatory Notes:

Resolution 1 enables the Directors to allot the New Ordinary Shares (as defined in the Circular) for the purposes of the Placing and the Subscription (as defined in the Circular). As explained in the Circular, the New Ordinary Shares to be issued pursuant to the Placing and the Subscription will, upon allotment, represent approximately 8% of the then Enlarged Share Capital (as defined in the Circular).

Resolution 2 entails the waiver by Shareholders of their pre-emption rights in respect of the Ordinary Shares authorised by Resolution 1, namely the New Ordinary Shares to be issued for the purposes of the Placing and the Subscription. Under Jersey law a special resolution requires a two-thirds majority of those voting at the meeting in person or by proxy to vote in favour of the resolution.

Resolution 3 grants the Directors general authority to allot and issue or grant options, warrants or other convertible instruments over up to 140,000,000 Ordinary Shares, representing approximately 10% of the Enlarged Share Capital, on a pre-emptive basis.

Resolution 4 authorises the Directors to allot and issue the shares authorised by Resolution 3 on a non pre-emptive basis. This authority is being sought to enable the Directors to issue Ordinary Shares to Michael Tobin upon exercise of the existing warrants held by him, the exercise of which he had consented to defer until after the date of the Extraordinary General Meeting, as well as to give the Directors flexibility to take advantage of opportunities as and when they arise.

By order of the Board of Directors

AST Secretaries Limited Company Secretary 30 April 2019	<i>Registered Office</i> PO Box 264 Forum 4 Grenville Street St Helier Jersey JE4 8TQ
---	---

Notes to the Notice of Extraordinary General Meeting

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend and (on a poll) 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. Under Jersey law a special resolution requires a two-thirds majority of those voting at the meeting in person or by proxy to vote in favour of the resolution.
3. Pursuant to Article 40(1) of the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company has specified that only those members registered on the register of members of the Company at the times specified below shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time:
 - 3.1 close of business on 17 May 2019; or
 - 3.2 if the meeting is adjourned, 48 hours prior to the adjourned meeting.

Changes to the register of members after the above times will be disregarded in determining the rights of any person to attend and vote at the meeting.
4. 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.
5. 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 Link Asset Services. 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.
6. 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.
7. 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 a resolution.
8. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold his vote.
9. To appoint a proxy using the proxy form, it must be:
 - 9.1 completed and signed;
 - 9.1 sent or delivered to Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF; and
 - 9.2 received no later than 10:00 a.m. on 19 May 2019 or, in the case where the meeting is adjourned, no later than 48 hours before the time fixed for the adjourned meeting.
10. 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.
11. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

12. 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.

Corporate representatives

13. 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.

Changing proxy instructions

14. To change your proxy instructions simply submit a new proxy appointment using the method set out above. Note that the cut off time for receipt of proxy appointments specified in those paragraphs also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
15. 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 Registrar.
16. 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

17. 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 Registrar. 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.
18. The revocation notice must be received by the Registrar no later than 10:00 a.m. on 19 May 2019.
19. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 20 below, your proxy appointment will remain valid.
20. 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.

CREST

21. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting to be held at 10:00 a.m. on 21 May 2019 and any adjournment(s) thereof by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.
22. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Link Asset Services (CREST Participant ID: RA10), no later than 48 hours before the time appointed for the

meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

23. CREST members and, where applicable, their CREST sponsor or voting service provider 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, to procure that his CREST sponsor or voting service provider takes) 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 sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
24. 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 or Article 34 of the Companies (Uncertificated Securities)(Jersey) Order 1999.

Total voting rights

25. As at the date of posting of this notice, the Company's issued share capital comprised 1,288,675,619 ordinary shares of no par value. 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 the date of posting of this notice is 1,288,675,619.

Communication

26. Except as provided above, members who have general queries about the meeting should contact Link Asset Services:
 - 26.1 by phone - UK – 0871 664 0300 calls cost 12p per minute plus your phone company's access charge. From overseas - +44 371 664 0300 calls outside the United Kingdom will be charged at the applicable international rate. Link Asset Services is open between 9.00 a.m. - 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.
 - 26.2 by email - enquiries@linkgroup.co.uk
 - 26.3 by post – Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.

