

This is an important document and requires your immediate attention.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult an independent financial adviser. If you have recently sold or transferred your shares in OKYO Pharma Limited you should forward this document to your bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The registered office of OKYO Pharma Limited is Martello Court, Admiral Park, St Peter Port, Guernsey GY1 3HB. Incorporated and registered in Guernsey No. 65220.



OKYO Pharma Limited

Notice of

Annual General Meeting

2020

TO BE HELD AS A "REMOTE MEETING" ONLY

Please note that arrangements for the Annual General Meeting this year are different from those of previous years. As we expect significant restrictions on personal movement to still be in place due to Covid-19, we are utilising the provisions in our Articles of Association to convene and hold this year's Annual General Meeting as a virtual meeting, which is explained in the letter from the Chairman set out on pages 3 to 5. All voting at the resolutions at the AGM will be conducted on a poll, which means that you should submit your proxy as soon as possible. There will be a limited opportunity to submit a poll card in the virtual meeting.

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Key times and dates

AGM	10.00 a.m. on 25 September 2020
Latest time for receipt of proxies	10.00 a.m. on 23 September 2020

How to vote

Your votes matter. If you cannot attend, please vote your shares by appointing a proxy. You can vote online at www.investorcentre.co.uk/eproxy or by returning a paper proxy instruction if you received a hard-copy proxy form.

All voting at the Annual General Meeting will be held as a poll in accordance with the provisions of our articles of association, so you can rest assured that your vote will count. You will be able to submit a poll card (if you wish to change your vote or have not voted prior to the meeting) in the meeting. Instructions on how to do this will be given on the meeting platform.

How to speak

If you wish to raise a question at the Annual General Meeting, we ask that you submit your question in advance. We would politely remind you that the Directors will not answer questions relating to the individual rights of shareholders at the Annual General Meeting itself, but if you wish to submit such a question by email, we will respond to the extent we are able.

If you chose to submit a question, we will confirm to you at least 48 hours in advance of the meeting that the question will be addressed. Unless you specifically request otherwise, the Chairman will put your question to the meeting and identify you by name as the person who has put the question (in the same way as he would ask you to identify yourself at an in-person meeting). Conducting the meeting in this way will allow everyone present to clearly hear the question.

In addition, there will be a short period at the start of the meeting for additional questions, but we would be very grateful if any matters could be raised in advance, as this will enable questions to be dealt with expediently.

Questions on the day will be taken by shareholders using the electronic “raise your hand” feature or typing their question into the Q&A box in the meeting. You will be kept on mute by the meeting host unless and until you are invited to ask your question(s).

Please submit any questions by email to info@okyopharma.com with the subject line “AGM Question”.

Letter from the Chairman

Dear Shareholder,

I look forward to welcoming you at the OKYO Pharma Limited (the “**Company**” or “**OKYO**”) Annual General Meeting, on 25 September 2020 (“**AGM**”). The AGM will start at 10.00 a.m.

In light of the ongoing Coronavirus Pandemic and with a view to taking appropriate measures to safeguard its shareholders’ health and make the AGM as safe and efficient as possible, the Company is invoking certain of the meetings provisions in its articles of association. These provisions allow the Chairman to conduct a general meeting in such a manner as he thinks fit. Whilst it was never envisaged that these provisions would be used for this purpose, they can be used, to facilitate a shareholder meeting where it is necessary, on grounds of the personal safety of all concerned, to avoid the need for persons to be in the same physical location. For the purposes of the meeting provisions of the articles of association, we are designating the location of the meeting to be the place where the Chairman is located.

We will also use this opportunity to adopt new articles of association with more comprehensive virtual and semi-virtual meetings provisions.

I appreciate that the Company has not done this before, and so I will explain the impact on the operation of the AGM and the voting process in some detail.

1. Before the AGM

In the usual way we ask and encourage shareholders to vote for the AGM resolutions by appointing the Chairman as a shareholder’s proxy. Accordingly, shareholders are encouraged to cast their proxy online at www.investorcentre.co.uk/eproxy or to complete the enclosed form of proxy (if you received a hard-copy proxy form) (the “**Form of Proxy**”) and return it by post to Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY (“**Registrar**”), as soon as possible. To be valid, the Form of Proxy provided or other instrument appointing a proxy must be received by 10.00 a.m. on 23 September 2020, or in the case of shares held through CREST, via the CREST system.

All of the voting at the meeting will be conducted on a poll and there will be no show of hands. This means that your votes will all be counted for all the shares that you have.

Please remember to submit any questions in advance in accordance with the instructions on page 2 by email to info@okyopharma.com with the subject line “AGM Question”.

If you wish to appoint a corporate representative, please contact the Registrar in the usual way.

2. On the Day of the Meeting

The meeting takes place at 10.00 a.m. on 25 September 2020.

To join the meeting type (or paste) the following web address into your web browser:

<https://mmitc.webex.com/mmitc/onstage/g.php?MTID=ec978a5881a2b9bac6b250cb0defcb969>

You will be asked to enter a password to gain access to the meeting. This code can be found on the bottom section of your proxy form. Please detach and keep this portion of the proxy form before returning the proxy form.

When the meeting opens at the appointed time, you will be able to see and hear the Chairman. The Chairman will open the meeting and address any questions that have been submitted in advance. There will then be a short opportunity to put any additional questions. Shareholders should indicate if they would like to ask a question using the electronic “raise your hand” feature or by typing their question into the Q&A box in the meeting. All attendees will remain muted by the host unless and until they are invited to ask a question.

The Chairman will then formally put the resolutions to the meeting and advise of the proxy votes received in advance.

The meeting will then formally close.

As shareholders exit the meeting, they will have the option to submit an electronic poll card to record their vote. **If you (a) have already submitted a proxy instruction and do not wish to change your vote; or (b) do not wish to vote, you can click on the button to skip this step.**

The voting facility will switch off 30 minutes after the close of the meeting.

The results of the meeting will be announced by RNS and posted to the Company's website www.okyopharma.com on the day of the meeting. The full poll results will also be published on this website at the same time.

The business of the AGM comprises resolutions (each, a "**Resolution**" and together, the "**Resolutions**") that public companies regularly bring to shareholders.

The following committees of the board (the "**Board**") are currently constituted with membership as set out below:

Audit, Risk and Disclosure committee

Willy Simon
John Brancaccio (Chair)

Remuneration committee

John Brancaccio
Willy Simon (Chair)

Nomination committee

Willy Simon (Chair)
John Brancaccio

In accordance with good corporate governance, all directors of the Company shall retire by rotation. Resolutions are therefore proposed to approve the re-election of Willy Simon, Kunwar Shailubhai and John Brancaccio.

On 29 May 2020, the Company announced that it had raised £440,000 through the issue of convertible loan notes with a coupon of 20% per annum compounding and a conversion price of 0.4p per Ordinary Share.

On 28 July 2020, the Company announced that it had raised £3,500,000 through the issue of convertible loan notes. On 18 August 2020, the Company announced that it has raised a further £1,437,104 through the issue of convertible loan notes and on 8 September 2020, the Company announced that it had issued a further £500,000 convertible loan notes on the same terms (together, the "**CLNs**"). The proceeds of the CLNs will be used for working capital purposes. Subject to the necessary shareholder resolutions being passed, the CLNs may convert into Ordinary Shares at a price of 8.5p per Ordinary Share. The Company is therefore seeking authority for the conversion rights attached to the CLNs to be exercised without first offering the CLNs or Ordinary Shares to Shareholders. The Board is recommending that these Resolutions are approved in order to use the net proceeds received from the CLNs to further the development of its clinical pipeline.

Resolutions are also proposed to receive the Company's annual report and accounts for the year ended 31 March 2020, to appoint the Company's auditors and to provide certain customary authorities to the Company's directors. The full text of the Resolutions proposed at the AGM is set out in the formal notice of the AGM starting on page 6 of this document. Explanatory notes on all the Resolutions to be considered at the AGM start on page 10 of this document.

The Board is recommending that Shareholders support all the Resolutions before the AGM by casting your proxy online at www.investorcentre.co.uk/eproxy or returning your proxy vote to Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY ("**Registrar**") as soon as possible but in any event, so as to reach the aforementioned address by no later than 10.00 a.m. on 23 September 2020. Full details about how to vote and attend the AGM is given on pages 12-15 of this notice.

If you have not elected to receive Shareholder communications electronically, you will receive a proxy card with this notice. However, online voting is quicker and more secure than paper voting and saves OKYO time and resources in processing the votes. If you have not already done so, I urge you to visit the Registrar's investor relations web pages at www-uk.computershare.com/Investor and provide an email address for future communications.

I look forward to hearing from you at the AGM.

Willy Simon
Chairman

9 September 2020

Notice of AGM and Resolutions to be proposed

Notice is hereby given that the AGM of OKYO Pharma Limited will be held as a remote meeting only on 25 September 2020, commencing at 10.00 a.m., for the transaction of the following business.

The Board considers that Resolutions 1 to 12 are in the best interests of the Company and its Shareholders as a whole and recommends that you vote in favour of these Resolutions. Resolutions 1 to 8 and Resolution 10 will be proposed as ordinary resolutions and Resolutions 9, 11 and 12 will be proposed as special resolutions.

Resolution 1 **Report and accounts**

To receive the Company's annual report and accounts for the year ended 31 March 2020 ("**Annual Report**").

See notes on page 10.

Resolution 2 **Directors' remuneration report**

To approve the directors' remuneration report contained on page 15 of the Annual Report.

See notes on page 10.

Resolution 3

Directors' remuneration policy

To approve the directors' remuneration policy contained on page 18 of the directors' remuneration report referred to in Resolution 2, such policy to take effect from the date on which this Resolution is passed.

See notes on page 10.

Resolution 4

To re-elect Mr Willy Simon as a director.

See biography on pages 10 and 11.

Resolution 5

To re-elect Dr Kunwar Shailubhai as a director.

See biography on pages 11.

Resolution 6

To re-elect Mr John Brancaccio as a director.

See biography on page 11.

Resolution 7

Appointment of auditors and fixing of auditor's remuneration

To appoint Mazars LLP of Tower Bridge House, St Katharine's Way, St Katharine's & Wapping, London E1W 1DD as the Company's auditors from the conclusion of the meeting until the conclusion of the next general meeting before which accounts are laid and to authorise the directors to fix the auditors' remuneration.

See notes on pages 11 and 12.

Resolution 8

Directors' authority to allot shares

That:

- a) In accordance with article 4 of the Company's articles of association ("Articles"), the directors be generally and unconditionally authorised to:
 - i. allot unissued shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:
 - a. up to an aggregate number of 224,188,767 ordinary shares in the Company; and
 - b. comprising equity securities up to an aggregate number of 224,188,767 in connection with an offer by way of a rights issue:
 - I. to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - II. to people who are holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities;
 - ii. make an offer or agreement prior to the expiry of this authority which would or might require unissued shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the directors may allot unissued shares and grant rights in pursuance of that offer or agreement as if this authority had not expired;
- b) subject to paragraph (c), all existing authorities to allot unissued shares in the Company (and/or to grant rights to subscribe for or to convert any security into shares in the Company) given to the directors otherwise than pursuant to these Resolutions be revoked by this Resolution 8; and
- c) paragraph (b) shall be without prejudice to the continuing authority of the directors to allot unissued shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

See notes on page 12.

Resolution 9

Special resolution: authority for disapplication of pre-emption rights

That, subject to the passing of Resolution 8, the directors be generally empowered, pursuant to the Articles to allot shares in the Company for cash, pursuant to the authority conferred by Resolution 8 as if there were no restrictions on the Company's ability to allot shares. This power:

- a) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this Resolution 9 is passed (or, if earlier, at the close of business on 30 December 2021), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired;
- b) subject to paragraph (c) of this Resolution 9, shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under Resolution 8(a)(i)(b), by way of a rights issue only):

- i. to the ordinary shareholders in proportion (as nearly as may be practicable) to their existing shareholdings; and
 - ii. to people who hold other equity securities, if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities, and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;
- c) in the case of the authority granted under Resolution 8(a)(i)(a) shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (b) of this Resolution 9 up to an aggregate number of 134,513,260 ordinary shares in the Company; and
- d) shall apply, in relation to a sale of shares in the Company which is an allotment of equity securities by virtue of the Articles, as if in the first paragraph of this Resolution 9 the words “pursuant to the authority conferred by Resolution 8” were omitted.

See notes on page 12.

Resolution 10

Ordinary resolution: authority to allow exercise of conversion rights attached to loan notes

That, in addition to the general authority contained in Resolution 8 and in accordance with article 4 of the Articles, the directors be specifically authorised to allot unissued shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate number of 315,000,000 ordinary shares. This authority shall expire (unless previously renewed, varied or revoked by the Company in a general meeting) at the close of business on 25 September 2025.

See notes on page 12.

Resolution 11

Special resolution: authority for specific disapplication of pre-emption rights for the issue of convertible loan notes

That, subject to the passing of Resolution 10, the directors be empowered, pursuant to the Articles, to allot shares and to grant rights to subscribe for or to convert security into shares in the Company for cash, pursuant to the specific authority conferred by Resolution 10 as if there were no restrictions on the Company’s ability to allot shares and to grant rights to subscribe for or to convert security into shares in the Company. This power:

- a) expires (unless previously renewed, varied or revoked by the Company in a general meeting) at the close of business on 25 September 2025; and
- b) shall be limited to the allotment of equity securities in the Company for cash up to an aggregate number of 315,000,000 ordinary shares.

See notes on page 13.

Resolution 12

Special resolution: that the Company adopt new articles of association

That, the existing articles of association of the Company be replaced in their entirety with the form of articles of association displayed on the Company’s website at www.okyopharma.com.

See notes on page 13.

By order of the Board.

Cooley Services Limited

Company Secretary

9 September 2020

Notes to Resolutions

Resolutions 1 to 8 and Resolution 10 are proposed as ordinary resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast by persons entitled to vote must be in favour of such Resolution. Resolutions 9, 11 and 12 are proposed as special resolutions. This means that for Resolutions 9, 11 and 12 to be passed, at least three quarters of the votes cast by persons entitled to vote must be in favour of such Resolutions.

Notes to Resolution 1

Reports and accounts

The Board will present its reports and the accounts for the year ended 31 March 2020 to shareholders at the AGM. The report of the directors, the accounts and the report of the Company's auditors on the accounts are contained within the annual report, which can be found on the Company's website at www.okyopharma.com.

Notes to Resolution 2

Directors' Remuneration Report

The directors' remuneration report, which can be found on page 15 of the Annual Report gives details of the directors' remuneration for the period commencing on 1 April 2019 and ended on 31 March 2020. The report includes a statement from the committee chair, the components of the executive directors' remuneration and the non-executive directors' fees.

The Company's auditors, Mazars LLP, have audited those parts of the directors' remuneration report which are required to be audited and their report may be found in the Annual Report. The Annual Report has been approved by the Board and signed on its behalf by the Chairman of the Remuneration Committee.

The vote on the directors' remuneration report is advisory in nature and therefore not binding on the Company.

Notes to Resolution 3

Directors' Remuneration Policy

Shareholders are asked to approve the directors' remuneration policy which is set out in full on page 18 of the directors' remuneration report. The vote on the directors' remuneration policy is binding in that, once the policy is approved, the Company will not be able to make a remuneration payment to a current or prospective director or a payment for loss of office to a current or past director, unless that payment is consistent with the policy or has been specifically approved by a resolution of the Company's shareholders. If Resolution 3 is passed, the directors' remuneration policy will take effect immediately. A remuneration policy will be put to shareholders again no later than the company's AGM in 2023.

Notes to Resolutions 4, 5 and 6

Re-election of directors

It is in accordance with good corporate governance, that all directors of the Company retire and offer themselves for re-election at each annual general meeting. Accordingly, all three of the existing directors will be standing for re-election at the AGM.

Resolution 4 – reappointment of Mr Willy Simon as a director

Mr Simon is retiring from his role as a director of the Company and offers himself for reappointment.

Willy Jules Simon is a banker and worked at Kredietbank N.V. and Citibank London before serving as an executive member of the Board of Generale Bank NL from 1997 to 1999 and as the chief executive of Fortis Investment Management from 1999 to 2002. He acted as Chair of Bank Oyens & van Eeghen from 2002 to 2004. From 2004 until 2012, Mr. Simon served as a non-executive director of Redi & Partners Ltd., a fund of funds. He was previously Chair of AIM-traded Velox3 plc (formerly 24/7 Gaming Group Holdings plc) until 2015 and had been a director of Playlogic Entertainment Inc., a NASDAQ OTC listed company. He is also a non-executive director of Tiziana Life Sciences plc.

Resolution 5 – reappointment of Dr Kunwar Shailubhai as a director

Dr Shailubhai is retiring from his role as a director of the Company and offers himself for reappointment.

Kunwar Shailubhai, Ph.D., M.B.A. serves as chief executive officer, chief scientific officer and executive director of Tiziana Life Sciences plc. Dr. Shailubhai brings more than 25 years of experience within the life science industry, combined with a distinguished track record of success in translating drugs from concept through commercialisation to market. He also currently serves as chief executive officer of Rasna Therapeutics, Inc., a developer of therapeutics to address the high unmet need that exists for acute myeloid leukaemia and other forms of leukaemia.

Dr. Shailubhai has been serving as a member of board of Tiziana Life Sciences plc since 2015. He actively played key roles in development of growth strategies through several key licensings of technologies and drug candidates. Dr. Shailubhai steered Tiziana Life Sciences plc through prioritisation of projects to focus on novel drug candidates for treatment of autoimmune and inflammatory diseases and cancer.

As co-founder, executive vice-president and chief scientific officer of Synergy Pharmaceuticals, Inc. he led the non-clinical, chemistry, manufacture, controls and clinical development of Trulance™ from inception to approval by the FDA, having co-invented and pioneered Synergy's platform technology for functional gastrointestinal disorders, inflammatory bowel disease, gastrointestinal cancer and other human diseases. Dr. Shailubhai, as the chief architect of the intellectual property estate, directed all aspects of intellectual property management, including timely submission of patent applications, directing office actions and coordinating with intellectual property attorneys. Earlier, from 2003 until 2008, Dr. Shailubhai served as senior vice president, Drug Discovery and from 2001 to 2003, he held the position of vice president, Drug Discovery at Synergy, where he pioneered therapeutic applications of Guanylate Cyclase-C agonists in a variety of human diseases such as Asthma, Chronic Obstructive Pulmonary Disease and cholesterol lowering. Prior to Synergy, he was with Monsanto Company, serving as group leader, Cancer Prevention and previously served as a senior staff fellow at the National Institutes of Health, and as an assistant professor at the University of Maryland. Dr. Shailubhai received his Ph.D. in microbiology from the University of Baroda, India, and his M.B.A. from the University of Missouri, St. Louis. He has more than 20 issued patents and over 50 peer-reviewed publications.

Resolution 6 – reappointment of Mr John Brancaccio as a director

Mr Brancaccio is retiring from his role as a director of the Company and offers himself for reappointment.

Mr Brancaccio, retired Certified Public Accountant, is a financial executive with extensive international and domestic experience in pharmaceutical and biotechnology for privately and publicly held companies. From 2000 to 2002, Mr. Brancaccio was the Chief Financial Officer/Chief Operating Officer of Eline Group, an entertainment and media company. From May 2002 until March 2004, Mr. Brancaccio was the Chief Financial Officer of Memory Pharmaceuticals Corp., a biotechnology company. From April 2004 until May 2017, Mr. Brancaccio was the Chief Financial Officer of Accelerated Technologies, Inc., an incubator for medical device companies.

Mr Brancaccio is currently a director of Cardiff Oncology, Inc., Rasna Therapeutics, Inc., Tiziana Life Sciences plc and Hepion Pharmaceuticals, Inc.

Mr Brancaccio chairs the Audit and Risk Committee of the Board (which also comprises Willy Simon) and sits as a member of the Remuneration Committee (which also comprises Willy Simon as chairman).

Notes to Resolution 7

Appointment of auditor

At each general meeting at which the accounts are laid before the members, the Company is required to appoint an auditor to serve until the next such meeting. Resolution 7 proposes the appointment of Mazars LLP, until the conclusion of the next general meeting of the Company at which accounts are laid.

Notes to Resolution 8

Directors' authority to allot shares

Resolution 8 seeks shareholder approval to authorise the directors to allot unissued shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company up to:

- a) an aggregate number of 224,188,767 ordinary shares (representing approximately one-third of the Company's issued ordinary share capital as at close of business on 7 September 2020 (being the latest practicable date prior to publication of this Notice)); and
- b) an aggregate number of 224,188,767 ordinary shares (including within such limit any shares issued or rights granted under paragraph (a) above) in connection with a pre-emptive offer to existing shareholders by way of a rights issue.

This authority would expire at the conclusion of the next annual general meeting of the Company or, if earlier, the close of business on 30 December 2021. The extent of these authorities are in accordance with applicable institutional guidelines. Other than as set out in Resolutions 10 and 11 and for which specific authority is requested, the Board has no present intention to exercise this authority. However, it is considered prudent to maintain the flexibility that this authority provides. The Board intends to renew this authority annually.

Notes to Resolution 9

Disapplication of pre-emption rights

Subject to certain exceptions, before the directors may allot equity securities wholly for cash, they must first offer them to existing shareholders in proportion to their holdings of ordinary shares. Resolution 9 would empower the directors to allot equity securities wholly for cash as if such pre-emption rights did not apply:

- a) in connection with a rights issue up to the aggregate number authorised pursuant to Resolution 8; and
- b) otherwise than in connection with a rights issue, up to an aggregate number of 134,513,260 ordinary shares, which represents approximately 20% of the Company's issued ordinary share capital as at close of business on 7 September 2020.

This authority would expire at the conclusion of the next annual general meeting of the Company or, if earlier, the close of business on 30 December 2021. The extent of this authority is in accordance with applicable institutional guidelines. Other than as set out in Resolutions 10 and 11 and for which specific authority is requested, the Board has no present intention to exercise this authority. However, it is considered prudent to maintain the flexibility that this authority provides. The Company's directors intend to renew this authority annually.

Notes to Resolution 10

Directors' authority to issue convertible loan notes

Resolution 10 seeks shareholder approval to authorise the directors to allot unissued shares in the Company and grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate number of 315,000,000 ordinary shares in connection with the issue of convertible loan notes announced on 18 August 2020 and 28 July 2020. This authority would expire at close of business on 25 September 2025.

Notes to Resolution 11

Disapplication of pre-emption rights for the issue of convertible loan notes

Subject to certain exceptions, before the directors may allot equity securities wholly for cash, they must first offer them to existing shareholders in proportion to their holdings of ordinary shares. Resolution 11 would empower the directors to allot equity securities wholly for cash as if such pre-emption rights did not apply in connection with the issue of convertible loan notes authorised pursuant to Resolution 10 up to an aggregate number of 315,000,000 ordinary shares.

This authority would expire at the close of business on 25 September 2025.

Notes to Resolution 12

New articles of association

This Resolution proposes that the existing articles of association of the Company are replaced with new articles, which are available on the Company's website at www.okyopharma.com. The main change is to adopt more comprehensive virtual and semi-virtual meeting provisions. However, the Board intends to continue to hold general meetings of the Company in person once the current situation is resolved, as it values the opportunity to meet shareholders in person. The Articles have also been generally updated to reflect current law and practice.

Shareholder notes

Voting

When is my voting entitlement fixed?

To attend, speak and vote at the meeting you must be a registered holder of shares at 6.00 p.m. on 24 September 2020. Your voting entitlement will depend on the number of shares you hold at that time.

I can't attend the remote meeting but want to vote – what can I do?

If you are a registered holder and cannot attend, you can appoint the Chair or any other person to attend, speak and vote on your behalf. This person is called your proxy. Your proxy does not have to be a Shareholder.

You can instruct your proxy how to vote. Where no specific instruction is given, your proxy may vote at his or her discretion or refrain from voting, as he or she sees fit.

You can appoint more than one proxy in relation to different shares within your holding.

You can appoint a proxy and submit voting instructions:

- Via CREST (see note opposite).
- By casting your proxy online at www.investorcentre.co.uk/eproxy.
- If you have received a hard-copy proxy form, by completing and returning the paper proxy card. Please read the instructions carefully to ensure you have completed and signed the card correctly. Any alterations must be initialled.

Proxies not properly notified to the Registrar may be denied access to the meeting.

If you own shares jointly, any one Shareholder may sign the proxy card. If more than one joint holder submits a card, the instruction given by the first listed on the Shareholder register will prevail.

In the light of the Coronavirus pandemic, shareholders are encouraged to vote by proxy. The AGM will commence at 10.00 a.m. on 25 September 2020. In order to safeguard the health of shareholders, the AGM will be an exclusively electronic meeting and will be conducted in accordance with the Company's articles of association.

By when do I have to submit my vote?

Proxy appointments and voting instructions, including any amendments, must be received by the Registrar by 10.00 a.m. on 23 September 2020. If you miss this deadline and wish to submit a new vote or amend an existing vote, you can only do so by attending the meeting in person and voting.

I already voted but have changed my mind – can I change my vote?

You can submit a new instruction online at any time before the time and date above. If you wish to amend a paper instruction you must do so in writing and sign your new instruction.

The voting instruction received last will be the one that is followed. If a postal instruction and an online instruction are received on the same day, the online instruction will be followed.

I hold shares on behalf of several others – can I vote part of the holding separately?

You can appoint more than one proxy using the paper proxy form or online at www.investorcentre.co.uk/eproxy provided it is in relation to different shares.

Corporate Shareholders may either appoint one or more proxies, or alternatively appoint one or more corporate representatives in relation to different shares, using the paper proxy form or online at www.investorcentre.co.uk/eproxy or via CREST.

Multiple proxies and corporate representatives may all attend and speak at the meeting and may vote the shares that their respective appointments represent in different ways.

I am a CREST member – can I use the CREST system to vote?

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment by using the procedures described in the CREST manual (www.euroclear.com/crest). CREST personal members or other CREST-sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST proxy instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by the Registrar (3RA50) by 10.00 a.m. on 23 September 2020. It is the responsibility of the CREST member concerned to take 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. The Company may treat a CREST proxy instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

I have a power of attorney from a Shareholder – how can I vote?

You can vote using the paper proxy card only. You must ensure that the power of attorney and the proxy card have been deposited with the Registrar by 10.00 a.m. on 23 September 2020.

The meeting

Where and when will the meeting be held?

The meeting will be held exclusively as an electronic meeting on 25 September 2020.

The meeting will start at 10.00 a.m. so please allow plenty of time to log into the meeting. The meeting will be available for login at <https://mmitc.webex.com/mmitc/onstage/g.php?MTID=ec978a5881a2b9bac6b250cb0defcb969>.

Is the meeting at the same location as last year?

The meeting will be held as a remote meeting only, in accordance with the Company's articles of association in order to safeguard the health and safety of shareholders in light of the Coronavirus pandemic.

I want to participate in the meeting but cannot attend – what can I do?

You can vote your shares by appointing a proxy – see notes on page 14. Any voting instructions you have validly given in advance will be counted at the meeting.

What documents do I need to bring?

To log into the remote meeting, you need to type or paste the following web address into your web browser:

<https://mmitc.webex.com/mmitc/onstage/g.php?MTID=ec978a5881a2b9bac6b250cb0defcb969>

You will be asked to enter a password to gain access to the meeting. This can be found on the bottom section of your proxy form or, if you have elected to receive electronic communications from the Company, in an email to be sent to you on the morning of the AGM. A separate email with the meeting link embedded in it will also be sent. Please check your spam folder or filter if you do not receive these emails.

I hold shares through a broker or nominee, how can I attend?

You will need to ask your broker or nominee to appoint you as either a proxy or as a corporate representative. If they appoint you as a proxy, the appointment must be notified to the Registrar by the appropriate deadline (see notes on pages 14 and 15). If they appoint you as a corporate representative, they will need to write a letter to us setting out the details of the appointment and

of your shareholding, and you will need to bring the letter with you to the meeting along with photographic proof of identity. If you do not have such a letter, or the Registrar has not been notified of your appointment as a proxy, you will be denied entry to the meeting.

May I bring a guest?

The AGM is a private meeting of Shareholders and their representatives. Guests are not entitled to attend the meeting as of right but they may be permitted entry at the absolute discretion of the Company at all times. You must contact us in advance if you would like to bring a guest: info@okyopharma.com

Proxies, corporate representatives and employee share plan participants may not bring guests to the meeting.

May I ask a question at the meeting?

The Chair will announce when you will have an opportunity to ask questions. If you wish to ask a question please use the electronic “raise your hand” facility or type your question into the Q&A box in the meeting. You will be kept on mute by the meeting host unless and until you are invited to speak.

Please endeavour to keep your questions short.

How can I vote at the meeting?

As shareholders exit the remote meeting, they will have the option to submit an electronic poll card to record their vote. If you (a) have already submitted a proxy instruction and do not wish to change your vote, or (b) do not wish to vote, you can click on the button to skip this step.

The voting facility will close 30 minutes after the meeting ends.

How are the votes counted?

Voting on all substantive Resolutions is by a poll. In a Company such as ours, we think poll voting is the fairest approach. There will be no voting on the substantive Resolutions by a show of hands.

We have included a ‘vote withheld’ column on our proxy and poll cards. A vote withheld is not a vote in law and will not be counted in calculation of the proportion of votes ‘for’ or ‘against’ a Resolution.

How can I find out the result of the vote?

It is expected that the total of the votes cast by Shareholders 'for' or 'against' or 'withheld' on each Resolution will be published on www.okyopharma.com by 4.00 p.m. on 25 September 2020.

Total voting rights and share capital

As at 8 September 2020 (the latest practicable date before the publication of this notice) the issued share capital of OKYO Pharma Limited comprised 672,566,302 Ordinary Shares (excluding treasury shares) of no par value, each with one vote.

The total number of voting rights in OKYO Pharma Limited is 672,566,302.

Updates to this number are released via the Regulatory News Service on the last day of each month and can be viewed online at okyopharma.com/news.

Contact details

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The Registrar

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c/o The Pavilions
Bridgwater Road
Bristol BS99 6ZY

If you are an Ordinary Shareholder, please contact Computershare Investor Services (Guernsey) Limited at c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY if you would like to change your election on how you receive Shareholder documents in the future.

