



Photon Power plc

GIBRALTAR COMPANY NUMBER 68278 INFORMATION CIRCULAR Fiscal Year 2009

1. SOLICITATION OF PROXIES:

This information circular is furnished in connection with the solicitation of proxies by the Management of Photon Power plc ("Company") for use at its Annual Meeting of Members to be held 23 June 2009 in Gibraltar and via the Internet at www.photonpower.gi, with the Record Date of the meeting being 29 April 2009, for the purposes set forth in the Notice of Meeting. It is expected that the solicitation will be by mail, e-mail, fax, Internet web site, telephone or in person by Officers and Directors of the Company. The cost of solicitation will be borne by the Company. The information contained herein is given as of 31 March 2009, unless otherwise indicated. All dollar figures set forth are expressed in United States Dollars. All accounting is done in Gibraltar GAAP (Generally Accepted Accounting Principles).

2. QUORUMS AND VOTING:

The authorised share capital of the Company is \$100,000 USD, consisting solely of one class of common shares divided into 10,000,000 shares with par value of \$0.01 USD per share, of which 5,224,242 shares were outstanding at the close of business 31 March 2009.

Each holder of record of a common share as of the Record Date for the meeting is entitled to attend the meeting and to cast one vote for each share. Proxies are being accepted by hand delivery, mail, e-mail, fax, and the Company's Internet website at www.photonpower.gi. Any resolution to be voted upon at the meeting must be approved by a majority of the votes cast, unless the Company's Articles of Association stipulate a number or proportion of the votes cast in excess of a majority. The meeting will proceed as long as there is a quorum at the meeting place including the voted proxies.

3. REVOCATION OF PROXIES:

Each shareholder has the power to revoke a proxy at any time as long as it has not been exercised. In addition to revocation in any other manner permitted by law, a member giving a proxy pursuant to this solicitation who wishes to revoke the proxy instrument may do so in writing. This revocation must be executed by the member, or by his attorney authorised in writing, or, if the member is a Corporation, under its Corporate seal or by an officer or attorney thereof duly authorised, and received by mailed, or deposited, at any office of the Company, via email to proxy@photonpower.gi, by fax to +44.207.504.3593 at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof at which the proxy is to be used, or with the Chairman of such meeting on the day of the meeting, or adjournment thereof.

4. PRINCIPAL HOLDERS OF VOTING SHARES:

To the knowledge of the Directors and Officers of the Company there is no person who beneficially owns or exercises control or direction over shares carrying more than ten percent of the votes attached to shares of the Company as of 31 March 2007 except:

Borealis Technical Limited (which is a 98% owned subsidiary of Borealis Exploration Limited) owns and controls 5,202,690 shares, which is 99.59% of the outstanding shares.

5. ELECTION OF DIRECTORS:

Present Directors

Remaining Term

Rodney T. Cox, Ph.D.
Peter Vanderwicken, A.B.
Isaiah W. Cox, A.B.
Nechama J. Cox, Ph. D
Wayne S. Marshall, Ph.D..

up for election
up for election
1 year
1 year
2 years

The proxy will be voted for the following proposed nominees (or for a substitute nominee in the event of contingencies not known at present) who will serve for a period of 3 years, or their successors if they are elected or appointed in accordance with the Articles of Association of the Company. Respective reported share totals are as at 31 March 2007.

RODNEY T. COX became a Director of the Company on 23 March 2000. Dr. Cox is Chairman of the Board and Chief Executive Officer of the Company. He is also a Director of Borealis Exploration Limited and each of its wholly and partially owned, direct and indirect subsidiaries except for Roche Bay plc. Rodney T. Cox beneficially owns directly or indirectly 100 shares of Photon Power plc.

PETER VANDERWICKEN became a Director of the Company on 6 September 2000. Mr. Vanderwicken is a private investor who retired in 2004 as president of Plumstead Group, Inc., a publishing and consulting firm. He is currently also a Director of Borealis Exploration Limited, Avto Metals plc, Chorus Motors plc, Cool Chips plc, Power Chips plc and Chairman of Roche Bay plc. Peter Vanderwicken beneficially owns directly or indirectly 100 shares of Photon Power plc.

THE PRESENT POSITION AND OFFICE WITH THE COMPANY IF APPLICABLE, AND THE PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT OF THE INCUMBENT DIRECTORS AND OFFICERS ARE AS FOLLOWS. UNLESS OTHERWISE STATED, SUCH OCCUPATION OR EMPLOYMENT HAS CONTINUED FOR MORE THAN THE LAST FIVE YEARS.

ISAIAH W. COX became a Director of the Company on 23 March 2000. Mr. Cox is President and Chief Operating Officer of the Company. He is also a Director of Borealis Exploration Limited and each of its wholly and partially owned, direct and indirect subsidiaries except for Roche Bay plc. Isaiah W. Cox beneficially owns directly or indirectly 100 shares of Photon Power plc.

NECHAMA J. COX became a Director of the Company on 1 August 2001. Dr. Cox is the Chief Operating Officer of Chorus Motors plc. In 1999, she founded the Mishkan School as well as being a Founding Governor of the Noam Primary School. She is currently also a Director of Borealis Exploration Limited, Chorus Motors plc, Cool Chips plc, Faraway plc and Power Chips plc. Nechama J. Cox beneficially owns directly or indirectly 100 shares of Photon Power plc.

WAYNE S. MARSHALL became a Director of the Company on 23 March 2000. Dr. Marshall is Professor Emeritus of Business Administration, Long Island University. He is also a Director of Borealis Exploration Limited and each of its wholly and partially owned, direct and indirect subsidiaries except for Roche Bay plc. Wayne S. Marshall beneficially owns directly or indirectly 7,852 shares of Photon Power plc.

STM Fidecs Management Limited (formerly known as Fidecs Management Limited) became Corporate Secretary of the Company on 21 May 2001.

6. APPOINTMENT OF AUDITORS:

Unless otherwise specified therein, it is presently intended to vote the proxy to appoint Moore Stephens, Chartered Accountants, Gibraltar, as auditors of the Company, to hold office until the next annual meeting of shareholders, and to authorise the Directors to fix their remuneration.

7. INSURANCE:

The Company indemnifies all of its Officers and Directors against any legal actions or threatened legal actions that are in any way related to their relationship to the Company. The indemnification includes paying all legal bills and all costs of any kind relating to any such claims.

8. INTEREST OF LARGE SHAREHOLDERS IN MATERIAL TRANSACTIONS WITH THE COMPANY:

Borealis Technical Limited collects a nominal annual retainer fee for managing the business of Photon Power plc, but pays all of Photon Power plc expenses. Prior to fiscal 2007, all funds raised by the sale of Photon Power plc shares went to Borealis Technical Limited, where they become an account payable to Photon Power plc. Photon Power plc is now a stand alone profit centre.

9. **GENERAL:**

The Management knows of no matter to come before the Annual Meeting other than the matters referred to in the Notice of the Meeting. If any matters that are not now known to the Management should properly come before the meeting, the accompanying proxy instrument will be voted on such matters in accordance with the best judgment of the person or persons voting it.

The contents and sending of this information have been approved by the Directors of the Company.

Dated 1 June 2009

Photon Power plc

A handwritten signature in black ink, appearing to read 'R. T. Cox', with a large, sweeping flourish above the letters.

Rodney T. Cox, Ph.D.
CEO/Chairman of the Board

A handwritten signature in black ink, appearing to read 'I. W. Cox', with a large, sweeping flourish above the letters.

Isaiah W. Cox, A.B.
President/COO