

NOTICE OF ANNUAL GENERAL MEETING

399504

NOTICE IS HEREBY GIVEN that the annual general meeting (the "AGM") of PipeHawk plc will be held at the offices of Lawrence Graham, 190 Strand, London, WC2R 1JN at 3.00 p.m. Thursday, 14 December, 2006 for the following purposes:

ORDINARY BUSINESS

1. To receive the accounts for the year ended 30 June 2006 together with the reports of the directors and auditors thereon
2. To re-appoint Gordon G Watt as Director, who retires but, being eligible, offers himself for re-election.
3. To re-appoint R Randal MacDonnell as Director, who retires but, being eligible, offers himself for re-election.
4. To re-appoint Menzies as auditors of the Company and to authorise the Directors to set their remuneration.

SPECIAL BUSINESS

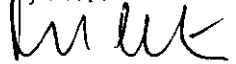
SPECIAL RESOLUTION

5. That pursuant to the authority conferred by paragraph (b) of the Special Resolution of the Company passed on 13 December 2004, the Board be and is hereby empowered, pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) for cash, pursuant to the authority conferred by paragraph (b) of that Special Resolution, as if Section 89 (1) of the Act did not apply to any such allotment, provided that this power be limited to:
 - (a) the allotment of equity securities in connection with an offer by way of rights or any other offer on a pre-emptive basis in favour of holders of ordinary shares where the equity securities comprised in that offer are offered to the holders of ordinary shares on a fixed record date in proportion (as nearly as may be) to the respective numbers of such shares held by them on that date, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or any stock exchange in any territory or in relation to fractional entitlements;
 - (b) the allotment (other than pursuant to sub-paragraph (a) above) of equity securities having, in the case of relevant shares, a nominal amount, or in the case of other equity securities giving the right to subscribe for or convert into relevant shares having a nominal amount, not exceeding in aggregate the sum of £88,056.56 (representing approximately 33 per cent. of the issued share capital of the Company at the date of the notice of meeting in which this resolution appears);
 - (c) any reference to the allotment of equity securities includes a reference to the grant of a right to subscribe for or convert any securities into such securities including any share option scheme, share option agreements or warrants and;
 - (d) provided always that the power conferred by this resolution shall expire on the date of the AGM of the Company held in 2011 save that the Company may before such expiry make an offer or agreement which would or might require equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Registered Office
Systems House
Mill Lane
Alton
Hampshire
GU34 2QG

Dated 15 November 2006

By order of the Board



R Tallentire
Secretary



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Explanatory note to Resolution 5:

Resolution 5 which is proposed as a special resolution, gives the Directors authority to disapply the statutory pre-emption rights of existing Shareholders. The resolution gives the Directors the power to allot shares and other equity securities for cash other than in proportion to the holdings of existing shareholders up to a maximum nominal value £88,056.56 representing approximately 33 per cent. of the Company's issued ordinary share capital at the date of this notice. The resolution also gives the Directors the power to allot shares for cash in connection with a rights issue or any other offer on a pre-emptive basis in favour of holders of ordinary shares, subject to the exclusions and arrangements set down in the resolution. This disapplication of pre-emption rights will last until the AGM in 2011.

Notes:

1. A member of the Company entitled to attend and vote at the AGM may appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A form of proxy for the use of members who are unable to attend the AGM in person is enclosed. A proxy need not be a member of the Company. This instrument appointing a proxy and the power of attorney (if any) under which it is signed, or a notarially certified copy of that power, must be deposited with the Company's Registrars, Capita iRG plc, Bourne House, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, not less than 48 hours before the time of the General Meeting.
2. The completion of a proxy does not preclude a member from attending the AGM and voting in person.
3. As permitted by Regulation 41 of the Uncertified Securities Regulations 2001, only those shareholders who are registered on the Company's Register of Members at 3.00 p.m. on 12 December 2006 shall be entitled to attend the Annual General Meeting and to vote in respect of the number of ordinary shares in their names at that time. Changes to entries on the register of members after 3.00 p.m. on 12 December 2006 shall be disregarded in determining the rights of any person to attend/or vote at the AGM.
4. Copies of all the Directors' service contracts are available for inspection at the Company's registered office during normal business hours on business days from the date of this notice until the close of the AGM and will be available for inspection at the place of the AGM for 15 minutes before the AGM and during the AGM.