

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in the capital of Canisp plc (the Company or Canisp), please send this document, including the notice of meeting, and form of proxy as soon as possible to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

Canisp PLC

(Incorporated in England and Wales with registered number 4863813)

PROPOSED DISPOSAL OF THE ENTIRE BUSINESS AND CERTAIN ASSETS OF THE AIRTIME GROUP LIMITED PROPOSED INVESTING STRATEGY and NOTICE OF GENERAL MEETING

Nominated Adviser and Broker
CANACCORD ADAMS LIMITED

Your attention is drawn to the recommendation of the board of directors of Canisp (**Board**) which is set out in this document and which recommends that you vote in favour of the ordinary resolutions to be proposed at the general meeting referred to below.

Notice of a general meeting of the Company, to be held at the offices of Fladgate LLP, 25 North Row, London, W1K 6DJ at 11:00 a.m. on 30 March 2009 (**GM**), is set out at the end of this document. To be valid, the accompanying form of proxy for use in connection with the GM should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrar, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by not later than 11:00 a.m. on 28 March 2009. Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting at the GM should they so wish.

Canaccord Adams Limited, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting as nominated adviser and broker to the Company. Its responsibilities as the Company's nominated adviser under the AIM Rules are owed solely to the London Stock Exchange and are not owed to the Company or to any director or to any other person. No representation or warranty, express or implied, is made by Canaccord Adams Limited as to the contents of this document, without limiting the statutory rights of any person to whom this document is issued. Canaccord Adams Limited will not be offering advice, nor will it otherwise be responsible for providing customer protections to recipients of this document other than its clients, or for advising them on the contents of this document or any other matter. The information contained in this document is not intended to inform or be relied upon by any subsequent purchasers of ordinary shares (whether on or off exchange) and accordingly no duty of care is accepted in relation to them.

Canisp PLC

(Incorporated in England and Wales with registered number 4863813)

**STANMORE HOUSE – 29-30 ST JAMES'S STREET
LONDON – SW1A 1HB**

Directors:

Michael Hirschfield (Chairman)
Timothy Moss
Mark Shrosbree
John Maundrell
Ian Tickler

11 March 2009

To all shareholders of the Company

Dear Sir or Madam

Proposed disposal of the entire business and certain assets of The Airtime Group Limited Proposed Investing Strategy Notice of General Meeting

1. Introduction

Your Board has today announced a proposal for the entire business and certain assets of The Airtime Group Limited (**TAG**) to be sold to Opal Telecom Limited (**Opal**) for an aggregate consideration of £752,360 in cash (**Proposal**). TAG is the main operating subsidiary of Canisp and supplies fixed line communications services to corporate and residential customers in the UK. In the year ended 31 March 2008, TAG achieved a loss after tax of £50,829 on turnover of £2,592,996 (2007: loss of £1,450,369 on turnover of £2,804,674).

As the effect of the Proposal will be to divest the Company of all its trading business activities, the Company will, upon disposal of TAG's entire business and certain assets, be treated as an investing company for the purposes of the AIM Rules for Companies (**AIM Rules**). The Proposal is subject to, amongst other things, the approval of shareholders at the GM. Shareholders are also asked to approve the Investing Strategy, the details of which can be found in paragraph 4 of this document.

The purpose of this document is to provide you with information on the Proposal and to explain why the Board considers the Proposal to be in the best interests of the Company and its shareholders as a whole and why it recommends that shareholders vote in favour of the resolutions to be proposed at the GM, notice of which is set out at the end of this document.

2. Reasons for the Proposal

We have reported to you since 2006 that the Board has been open to strategic solutions to recover shareholder value, whilst continuing to work hard to grow our customer base and maintain a strict control of costs despite the very competitive economic climate throughout that period. TAG has continued to record losses, although the degree of losses has reduced recently. The board considered that further efficiencies could only be achieved within a larger organisation and hence considered the sale of TAG's business as being the most suitable means of achieving the objective stated above.

Over the course of the last few years, we have spoken to a number of parties interested in acquiring all or part of our business, but these interests did not meet our valuation of the Canisp group's business at the time. The Board, however, considers the sale of TAG's business to Opal, and the consideration payable in respect of such sale, to be at a valuation which is both acceptable to the Board, and in the Board's view, in the best interests of shareholders as a whole.

3. Details of the Proposal

TAG proposes to sell its entire business and certain assets to Opal. The sale is conditional on, amongst other things, the passing of the ordinary resolution of the Company approving the Proposal. The terms of the disposal of TAG's business and certain assets pursuant to the sale and purchase agreement and the effects of the Proposal are as follows:

- 3.1 The transaction is conditional upon:
 - 3.1.1 the passing of resolution 1 at the GM; and
 - 3.1.2 the number of minutes tolled by customers using TAG's services in each of the months of February and March 2009 being not less than 85 per cent. of the average monthly minutes tolled by customers during the period from November 2008 to January 2009 inclusive.
- 3.2 As consideration for the disposal of the entire business and certain of the assets of TAG, TAG will receive £752,360 in cash on completion of the transaction (**Completion**) which, subject to satisfaction of the above conditions, will be on 31 March 2009. The consideration was calculated on a multiple of 13 times average gross margins of TAG's business over the three months to 31 January 2009. In addition, Opal will pay TAG on a pound for pound basis in respect of the assignment of book debts of TAG existing on Completion (**Book Debts**).
- 3.3 The payment of the consideration is subject to a retention against potential warranty claims of £70,000 for twelve months.
- 3.4 Five per cent. of the value of the Book Debts will be paid direct to TAG on Completion and the remaining 95 per cent. will be held in an escrow account with monies being transferred to TAG on a weekly basis calculated on the amount of Book Debts collected in the previous week.
- 3.5 The Company and TAG will be subject to restrictive covenants in the field of the supply of non-geographic indirect access, CPS fixed line and other telecommunications products and services carried on by TAG for periods of between three and five years following Completion.
- 3.6 The Company and TAG are giving normal commercial warranties on a joint and several basis in respect of the business and assets being sold. TAG has granted a licence to Opal to use its trading name, domain name and logos (**IPR**) for one month after Completion. TAG will retain all rights and obligations in respect of this IPR.
- 3.7 At Completion the Company will terminate Mark Shrosbree's employment and directorship as his role in managing the Company's investment in TAG will no longer be required. Mark Shrosbree has entered into a compromise agreement which is conditional on Completion.
- 3.8 Approximately £250,000 of the consideration will be used to repay bank debt. Other suppliers and creditors of the Company will also be settled as appropriate. Residual resources will remain in Canisp to enable the directors to pay costs and evaluate potential investments following Completion of the Proposal and allow Canisp to meet its obligations for the next 12 months.
- 3.9 On Completion, Tim Moss and John Maundrell will resign as directors of the Company and Tim Moss will resign as a director of TAG.

4. Investing Strategy

As the effect of the Proposal will be to divest the Company of all its trading business activities, the Company will, upon disposal of TAG's entire business and the closure of TAG, be treated as an investing company for the purposes of the AIM Rules. The Company's investing strategy going forwards will be to invest in technology companies with an initial consideration of opportunities in the UK and Europe, though investments in other sectors may also be considered. At present the directors intend to invest in no more than two private companies but the Company may also consider publicly listed targets as well (**Investing Strategy**). Shareholders are asked to approve the Investing Strategy at the GM.

Pursuant to the AIM Rules, Canisp will be required to make an acquisition or acquisitions which constitute a reverse takeover in accordance with Rule 14 of the AIM Rules or otherwise implement the Investing Strategy approved at the GM to the satisfaction of the London Stock Exchange within 12 months of having received the consent of its shareholders, failing which, Canisp's trading facility on the AIM market will be suspended for a further period of six months followed by cancellation of the Company's AIM listing.

The board will make the decision whether to be an active or a passive investor depending on the nature of the investing business and whether an investee company is a start-up or a mature business.

The Chairman and Ian Tickler have experience in evaluating and investing in a range of businesses. The directors will carry out initial screening due diligence but will utilise specialists where considered appropriate.

5. GM

A notice of GM is set out at the end of this document convening the GM to be held at 11:00 a.m. on 30 March 2009 at the offices of Fladgate LLP, 25 North Row, London, W1K 6DJ, at which ordinary resolutions will be proposed to approve the Proposal and the Investing Strategy.

6. Action to be taken

A form of proxy is enclosed for use in connection with the GM. Whether or not you intend to be present at the meeting, you are requested to complete, sign and return the form of proxy to the Company's registrar, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible and in any event so as to arrive not later than 11:00 a.m. on 28 March 2009. The completion and return of a form of proxy will not preclude you from attending the meeting and voting in person should you subsequently wish to do so.

7. Recommendation

The Board believes that the Proposal and the Investing Strategy are in the best interests of the Company and its shareholders as a whole and accordingly recommend that shareholders vote in favour of the resolutions proposed at the GM, as they intend to do so in respect of their own holdings of 2,536,893 ordinary shares representing, in aggregate, 2.09 per cent of the Company's issued share capital.

Yours faithfully

Michael Hirschfield
Chairman

Canisp PLC

(Incorporated in England and Wales with registered number 4863813)
(Company)

Notice of General Meeting

Notice is given that a general meeting of the shareholders of the Company will be held at the offices of Fladgate LLP, 25 North Row, London, W1K 6DJ on 30 March 2009 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the following ordinary resolutions:

Ordinary Resolutions

1. To approve the disposal of the entire business and certain assets of The Airtime Group Limited on the terms set out in the attached circular to shareholders.
2. To approve the Investing Strategy of the Company on the terms set out in the attached circular to shareholders.

By order of the board

Kitwell Consultants Limited

Company secretary

Registered office:

2nd Floor, Stanmore House
29-30 St James's Street
London SW1A 1HB

Date: 11 March 2009

Notes:

Appointment of proxies

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at 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. 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.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. 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 the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. If you fail to specify the number of shares to which each proxy relates, or specify the number of shares greater than that held by you on the record date, proxy appointments will be invalid.
4. 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.

Appointment of proxy using the hard copy proxy form

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold his vote.
6. To appoint a proxy using the proxy form, it must be:
 - 6.1 completed and signed;
 - 6.2 sent or delivered to the Company's registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
 - 6.3 received by the Company's registrars no later than 11:00 a.m. on 28 March 2009.

7. 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.
8. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, specifies that only those ordinary shareholders registered in the register of members of the Company 48 hours before the meeting shall be entitled to attend or vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

Appointment of proxies through CREST

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment 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 (EUI) 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 issuer's agent (ID: RA10) by 11:00 a.m. on 28 March 2009. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as are 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.
13. 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.

Appointment of proxy by joint members

14. 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 share in the Company's register of members) will be accepted.

Changing proxy instructions

15. To change your proxy instructions simply submit a new proxy appointment using the method set out in paragraph 6 above. Note that the cut off time for receipt of proxy appointments specified in that paragraph also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
16. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's registrar as indicated in paragraph 3 above.
17. 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

18. 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 Company's registrar as indicated in paragraph 3 above. 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 of attorney) must be included with the revocation notice.
19. The revocation notice must be received by the Company no later than 11:00 a.m. on 28 March 2009.
20. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 21 below, your proxy appointment will remain valid.
21. 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.

Total voting rights

22. As at 11:00 a.m. on 11 March 2009, the Company's issued share capital comprised 121,547,275 ordinary shares of one penny each. 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 11:00 a.m. on 11 March 2009 is 121,547,275.

Communication

23. Except as provided above, members who have general queries about voting by proxy should contact the Company's registrar, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.

Canisp PLC

(Incorporated in England and Wales with registered number 4863813)

**STANMORE HOUSE – 29-30 ST JAMES'S STREET
LONDON – SW1A 1HB**
(Company)

Form of Proxy

I/we are a shareholder of the Company, entitled to attend and vote at any general meeting of the Company. I appoint the person named below, or failing him/her the chairman of the meeting, as my/our proxy to vote on my/our behalf at the general meeting of the Company to be held at the following place and time, and at any adjournment:

Name of member:	
Name of proxy:	
Place of meeting:	25 North Row, London, W1K 6DJ
Time and date of meeting:	11:00 a.m. on 30 March 2009.

The proxy will vote on the following resolutions, as indicated:

Ordinary Resolutions	FOR	AGAINST
1. To approve the disposal of the entire business and certain assets of The Airtime Group Limited on the terms set out in the attached circular to shareholders.		
2. To approve the Investing Strategy of the Company on the terms set out in the attached circular to shareholders.		

Please indicate with an X in the space provided how you wish your votes to be cast on the resolutions. If you sign and return this form without indicating how the proxy is to vote, he/she will have discretion to vote either way or to abstain.

Signature: _____ Date: _____ 2009

Notes:

- As a member of the company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- 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.
- A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the chairman of the meeting insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf you will need to appoint someone other than the chairman and give them the relevant instructions directly.
- 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 procedures to be followed for the purpose of appointing more than one proxy, you must contact the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. 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.
- To direct your proxy how to vote on the resolutions, mark the appropriate box with an "X". If no voting indication is given 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.
- To appoint a proxy using this form the form must be:
 - Completed and signed;
 - sent or delivered to the Company's registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
 - received by the Company's registrars no later than 11:00 a.m. on 28 March 2009.
- In the case of a member which is a company this proxy form must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company.
- Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power of authority) must be included with the proxy form.
- 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.
- CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointments service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent (ID RA10) by 11:00 a.m. on 28 March 2009. See notes to the notice of meeting for further information on proxy appointment through CREST.
- All shareholders who wish to attend and vote at the meeting must be entered on the Company's register of members by no later than 48 hours before the time fixed for the meeting. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
- 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.
- For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.



THIRD FOLD AND TUCK IN

BUSINESS REPLY SERVICE
Licence No. MB 122

1



FIRST FOLD

Capita Registrars
(PROXIES)
PO Box 25
Beckenham
Kent
BR3 4BR

SECOND FOLD