

**GIBRALTAR COMPANY NUMBER 57887**  
**INFORMATION CIRCULAR**  
**Fiscal Year 2004**

**1. SOLICITATION OF PROXIES:**

This information circular is furnished in connection with the solicitation of proxies by the Management of Faraway plc ("Company") for use at its Annual Meeting of Members to be held 8 September 2004 in Gibraltar and via the Internet at [www.faraway.gi](http://www.faraway.gi), with the Record Date of the meeting being 15 July 2004, 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 2004, 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 GBP, consisting solely of one class of common shares divided into 10,000,000 shares with par value of £0.01 GBP per share, of which 5,210,006 shares were outstanding at the close of business 31 March 2004.

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.faraway.gi](http://www.faraway.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 authorized in writing, or, if the member is a Corporation, under its Corporate seal or by an officer or attorney thereof duly authorized, and received by mailed, or deposited, at any office of the Company, via e-mail to [proxy@faraway.gi](mailto:proxy@faraway.gi), or by fax to +350-59059 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 2004 except:

5,200,000 shares held by Borealis Exploration Limited, which is 99% of the outstanding shares.

**5. ELECTION OF DIRECTORS:**

**Present Directors**

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

**Remaining Term**

up for election  
up for election  
1 year  
2 years  
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 1, 2 or 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 1 June 2004.

**IRIS OREN COX** became a Director of the Company on 21 December 1999. She was appointed General Counsel on 1 October 2002 and is a member of the Oregon State Bar and the US Patent Bar. She is currently also a Director of Borealis Exploration Limited, Chorus Motors plc, Cool Chips, Photon Power plc, Power Chips plc and Roche Bay plc. She is a Member of the Council of The Cox Hart Foundation Limited, The Jeremiah Toyam Cox Foundation Limited, and The Benjamin J. Cox Foundation Limited, among other foundations based in Gibraltar. Iris Oren Cox beneficially owns directly or indirectly 1 share of Faraway plc.

**WAYNE S. MARSHALL** became a Director of the Company on 28 April 2003. He retired as a professor of Business Administration from Long Island University, where he remains an Emeritus Professor. Dr. Marshall is Chairman of the Executive and Compensation Committees, and a member of the Audit Committee of the Company. He is currently also a Director of Borealis Exploration Limited, Borealis Technical Limited, Chorus Motors plc, Cool Chips plc, Photon Power plc, Power Chips plc, Roche Bay Holdings Limited, Roche Bay Holdings (Barbados) Limited, Roche Bay plc, Credits Holdings Limited and Borealis Roche Bay Limited. Dr. Marshall is a Member of the Council of the VSBM Foundation Limited, among other foundations based in Gibraltar. Wayne S. Marshall beneficially owns directly or indirectly 1 share of Faraway 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.**

**RODNEY T. COX** became a Director on 21 December 1999. Dr. Cox is Chairman of the Board and Chief Executive Officer of the Company. He is a member the Executive, Audit and Compensation Committees. He was a Partner in The Parmenides Group until February 2000. He is currently also a Director of Borealis Exploration Limited, Borealis Technical Limited, Chorus Motors plc, Cool Chips plc, Photon Power plc, Power Chips plc, Roche Bay Holdings Limited, Roche Bay Holdings (Barbados) Limited, Roche Bay plc, Credits Holdings Limited and Borealis Roche Bay Limited. Dr. Cox is a Member of the Council of The Hart Cox Foundation Limited, The Jeremiah Toyam Cox Foundation Limited, and The Benjamin J. Cox Foundation Limited, among other foundations based in Gibraltar. Rodney T. Cox beneficially owns directly or indirectly 1 share of Faraway plc.

**ISAIAH W. COX** became a Director of the Company on 28 April 2003. Mr. Cox is President, Chief Operating Officer, a member of the Executive Committee and Compensation Committee of the Company. He is currently also a Director of Borealis Exploration Limited, Borealis Technical Limited, Chorus Motors plc, Cool Chips plc, Photon Power plc, Power Chips plc, Roche Bay Holdings Limited, Roche Bay Holdings (Barbados) Limited, Credits Holdings Limited and Borealis Roche Bay Limited. He is a Member of the Council of The BH Foundation Limited, the Hart Cox Foundation Limited, and The Jeremiah Toyam Cox Foundation Limited, among other foundations based in Gibraltar. Isaiah W. Cox beneficially owns directly or indirectly 1 share of Faraway plc.

**PETER VANDERWICKEN** became a Director of the Company on 28 April 2003. Mr. Vanderwicken is Chairman of the Audit Committee of the Company. He is the president of the Plumstead Group, Inc., a consulting firm, and was publisher of its Financial Digest, a newsletter for corporate financial executives until 1 January 2004. He is currently also a Director of Borealis Exploration Limited, Chorus Motors plc, Cool Chips plc, Photon Power plc, Power Chips plc and Roche Bay plc. Mr. Vanderwicken is a Member of the Council of The Trixie Foundation Limited. Peter Vanderwicken beneficially owns directly or indirectly no shares of Faraway plc.

**Fidecs Management Limited** (formerly known at BDO 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 authorize 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 (which is a 98% owned subsidiary of Borealis Exploration Limited) collects a nominal annual retainer fee for managing the business of Faraway plc, but pays all of Faraway plc expenses. All funds raised by the sale of Faraway plc shares go to Borealis Technical Limited, where they become an account payable to of Faraway plc.

**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 30 July 2004

**Faraway plc**

A handwritten signature in black ink, appearing to read 'Rodney T. Cox', with a large, stylized initial 'R' at the top.

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

A handwritten signature in black ink, appearing to read 'Isaiah W. Cox', with a large, stylized initial 'I' at the top.

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