

Notice of Annual General Meeting

Bluefield Solar Income Fund Limited (the "Company")

(a registered closed-ended investment company incorporated in Guernsey with limited liability and with registered number 56708)

P.O. Box 225, Heritage Hall, Le Marchant Street, St Peter Port, Guernsey GY1 4HY, Channel Islands

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

If you have sold or otherwise transferred all of your Ordinary Shares in the Company, you should send this document, together with the accompanying proxy form, at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

NOTICE is hereby given that the second Annual General Meeting of the Company is to be held at Lefebvre Place, Lefebvre Street, St Peter Port, Guernsey, at 10.00 am on Tuesday, 17 November 2015 for the transaction of the following business:

ORDINARY RESOLUTIONS

To be proposed as ordinary resolutions:

1. That the audited accounts, the Directors' report, and the Auditors' report for the year ended 30 June 2015 be received and adopted.
2. That the Directors' remuneration for the year ended 30 June 2015 as provided in the Directors' report be approved.
3. That Paul Le Page, who retires as a director of the Company in accordance with the Company's Corporate Governance Practices, be re-elected as a Director.
4. That John Rennocks, who retires as a director of the Company in accordance with the Company's Corporate Governance Practices, be re-elected as a Director.
5. That John Scott, who retires as a director of the Company in accordance with the Company's Corporate Governance Practices, be re-elected as a Director.
6. That Laurence McNairn, who retires as a director of the Company in accordance with the Company's Corporate Governance Practices, be re-elected as a Director.
7. That KPMG Channel Islands Limited, who have indicated their willingness to continue in office, be re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the next Annual General Meeting.
8. That the Directors be authorised to determine the remuneration of KPMG Channel Islands Limited as Auditors of the Company.
9. That, in accordance with Article 35.4 of the Articles of Incorporation, the Board may, in respect of dividends declared for any financial period or periods of the Company ending prior to the Annual General Meeting of the Company to be held in 2016, offer the holders of the Ordinary Shares in the capital of the Company of no par value each (the "**Ordinary Shares**") the right to elect to receive further Ordinary Shares, credited as fully paid, in respect of all or any part of such dividend or dividends declared in respect of any such period or periods.
10. That the Company generally be and is hereby authorised for the purposes of section 315 of the Companies (Guernsey) Law, 2008 as amended (the "**Law**") (subject to the Listing Rules made by the UK Listing Authority and all other applicable legislation and regulations) to make market acquisitions (as defined in the Law) of its own Ordinary Shares (as defined in the Company's Articles of Incorporation) which may be cancelled or held as treasury shares, provided that:
 - a. The maximum number of Ordinary Shares authorised to be purchased under this authority shall be a number equal to 14.99 per cent. of the aggregate number of Ordinary Shares in issue immediately following this Annual General Meeting (excluding treasury shares);
 - b. The minimum price (exclusive of expenses) which may be paid for an Ordinary Share shall be £0.01 per Ordinary Share;

- c. The maximum price (exclusive of expenses) payable by the Company which may be paid for Ordinary Shares shall be the higher of (i) 5 per cent. above the average of the mid-market values of an Ordinary Share taken from The London Stock Exchange Daily Official List for the five business days before the purchase is made; and (ii) the higher of the last independent trade or the highest current independent bid for Ordinary Shares;
- d. The authority hereby conferred shall expire on the date which is 15 months from the date of passing of this resolution or, if earlier, at the end of the Annual General Meeting of the Company to be held in 2016 (unless previously renewed, revoked or varied by the Company); and
- e. The Company may make a contract to purchase its own Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its own Ordinary Shares in pursuance of any such contract.

SPECIAL RESOLUTIONS

To be proposed as a special resolution:

11. **THAT**, in addition to any existing disapplication authority in force as at the date of this Annual General Meeting, the Directors be and are hereby authorised to allot, issue and/or sell equity securities for cash as if article 6.2 of the Articles did not apply to any such allotment, issue and/or sale, provided that this power shall be limited to the allotment, issue and/or sale of up to 10 per cent. of the Ordinary Shares in issue as at the date of this Annual General Meeting (unless previously renewed, varied or revoked by the Company in a general meeting), save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted and issued after such expiry and the Directors shall be entitled to allot and issue equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

By order of the Board
Heritage International Fund Managers Limited
Company Secretary

[7 October] 2015

Heritage Hall
Le Marchant Street
St Peter Port
Guernsey

Explanatory notes:

Annual Report and Accounts - resolution 1:

For each financial year the Directors are required to lay the audited accounts and the reports of the Directors and auditors to shareholders at the Annual General Meeting. Shareholders will be asked to receive and adopt the Annual Report and Audited Accounts of the Company for the year ended 30 June 2015, together with the Reports of the Directors and Auditors thereon.

Directors' remuneration report – resolution 2

Guernsey-registered companies are not obliged to prepare and publish a Directors' Remuneration Report. However, the Company has included details of its Directors' remuneration within the Annual Report and Accounts and an ordinary resolution will be put to shareholders seeking approval of the Directors' remuneration. The shareholder vote will be advisory only, but the Directors of the Company will take the outcome of the vote into consideration when reviewing and setting the Company's remuneration policy.

Election of Directors - resolutions 3 - 6:

In relation to tenure, the Board has chosen to adopt the recommendation of Principle 3 of the AIC's Code of Corporate Governance relating to FTSE 350 companies whereby all Directors are submitted for re-election on an annual basis at the Company's Annual General Meeting.

Appointment and remuneration of the Auditors - resolutions 7 - 8:

Shareholders will be asked to confirm the re-appointment of KPMG Channel Islands Limited as the Company's Auditors until the next Annual General Meeting to be held in 2016 and to grant authority to the Directors to determine their remuneration.

Scrip dividends – resolution 9

This resolution renews the authority that was given by the Company's shareholders at last years Annual General Meeting to offer shareholders the right to elect to receive further Ordinary Shares, credited as fully paid, instead of cash in respect of all or any part of any dividend (a scrip dividend). The Board believes that the ability for shareholders to receive future dividends from the Company wholly or partly in the form of new Ordinary Shares in the Company will be advantageous for the Company as it will benefit from the ability to retain cash which would otherwise be paid as dividends. It may also benefit certain shareholders depending on their tax status.

Market purchases – resolution 10

This resolution renews the share buy-back authority that was given by the Company's shareholders on 24 June 2013. As part of the Company's discount management arrangements Resolution 10 gives the Directors authority to make market purchases of the Company's own shares, up to 14.99 per cent. of the Ordinary Shares (excluding treasury shares) in issue as at the time immediately following the passing of the resolution.

Whether the Company purchases any such Ordinary Shares, and the timing and the price paid on any such purchase, will be at the discretion of the Directors. The Directors will consider repurchasing Ordinary Shares in the market if they believe it to be in Shareholders' interests, in particular as a means of correcting any imbalance between supply of and demand for the Ordinary Shares. Any purchase of the Ordinary Shares will be in accordance with the Articles of Incorporation and the Listing Rules in force at the time. In any event, purchases of Ordinary Shares will only be made through the market for cash at prices below the last published Net Asset Value per Ordinary Share.

Disapplication of Pre-emption Rights – resolution 11

This resolution provides a partial disapplication of the pre-emption rights contained in the Company's articles to allow the Company to issue new Ordinary Shares for cash on a non pre-emptive basis. The authority conferred by this resolution will be in addition to any other disapplication authorities existing as at the date of the Annual General Meeting and will allow the Company to issue new Ordinary Shares representing up to 10 per cent of its issued Ordinary Share capital as at the date of the Annual General Meeting. No Ordinary Shares will be issued pursuant to this authority at a price which is less than the Net Asset Value per existing Ordinary Share at the time of their issue.

Notes to the notice of the Annual General Meeting:

1. A member of the Company who is entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend, speak and vote in his or her place. 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 will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. A member of the Company may appoint more than one proxy to attend the meeting provided that each proxy is appointed to exercise rights attached to different shares.
2. Shareholders will find enclosed a Form of Proxy for use in relation to the Annual General Meeting. The Form of Proxy should be completed in accordance with the instructions. To be valid, the form of proxy (together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such authority) must be deposited with the Company's UK Transfer Agent, Capita Asset Services at PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF not later than 48 hours before the time appointed for the Annual General Meeting or any adjournment of that meeting at which the person named in the instrument proposes to vote. Completion of the form of proxy will not preclude a member from attending and voting in person.
3. To change your proxy instructions simply submit a new Form of Proxy using the methods set out above and in the notes to the Form of Proxy. Note that the cut-off date and time for receipt of a Form of Proxy (see above) do not apply in relation to amended instructions given to a proxy validly appointed prior to the relevant cut-off date. If you submit more than one valid Form of Proxy, the form received last before the latest time for the receipt of proxies will take precedence.
4. 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 UK Transfer Agent. In the case of a member which is an individual, the revocation notice must be under the hand of the appointer or of his attorney duly authorised in writing or, in the case of a member which is a company, the revocation notice must be executed under its common seal or under the hand of an officer of the company or an attorney duly authorised. Any power of attorney or any other authority under which the revocation notice is signed (or a notarially certified copy of such power or authority) must be included with the revocation notice.
5. The revocation notice must be received by the commencement of the Annual General Meeting or any adjournment of that meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
6. 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.

Additional Notes:

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 17 November 2015 and any adjournment thereof by utilising 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 providers, who will be able to take the appropriate action on their behalf.

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 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 (RA10) by the latest time for receipt of proxy appointments specified in this notice of meeting. 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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 providers) take(s)) 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 as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 34(1) of the Uncertificated Securities (Guernsey) Regulations, 2009.

BLUEFIELD SOLAR INCOME FUND LIMITED

(A registered closed-ended investment company incorporated in Guernsey with limited liability and with registered number 56708 hereinafter referred to as the “Company”)

FORM OF PROXY

The Second Annual General Meeting of the Company is to be held at Lefebvre Place, Lefebvre Street, St Peter Port, Guernsey, on Tuesday 17 November 2015 at 10.00am.

Name of Registered Shareholder

I/We hereby appoint the Chairman of the Meeting and/or a representative of Heritage International Fund Managers Limited or _____ to be my/our proxy (see note 2 over) to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday 17 November 2015 at 10.00 am or at any adjournment thereof.

I request my/our proxy to vote in the manner indicated below by marking the appropriate boxes with an ‘X’. If no indication is given, my/our proxy can vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting:

☐

Please tick here to indicate that this proxy appointment is one of multiple appointments being made (see note 3)

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Please indicate the number of Ordinary Shares this proxy is appointed over (if less than your full voting entitlement)

RESOLUTIONS		FOR		AGAINST		WITHHELD
ORDINARY RESOLUTIONS						
1. That the audited accounts, the Directors' report, and the Auditors' report for the year ended 30 June 2015 be received and considered.						
2. That the Directors' remuneration for the year ended 30 June 2015 as provided in the Directors' report be approved.						
3. That Paul Le Page, who retires as a director of the Company in accordance with the Company's Corporate Governance Practices, be re-elected as a Director.						
4. That John Rennocks, who retires as a director of the Company in accordance with the Company's Corporate Governance Practices, be re-elected as a Director.						
5. That John Scott, who retires as a director of the Company in accordance with the Company's Corporate Governance Practices, be re-elected as a Director..						
6. That Laurence McNairn, who retires as a director of the Company in accordance with the Company's Corporate Governance Practices, be re-elected as a Director.						
7. That KPMG Channel Islands Limited, who have indicated their willingness to continue in office, be re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the next Annual General Meeting.						
8. That the Directors be authorised to determine the remuneration of KPMG Channel Islands Limited as Auditors of the Company.						
9. That, in accordance with Article 35.4 of the Articles of Incorporation, the Board may, in respect of dividends declared for any financial period or periods of the Company ending prior to the Annual General Meeting of the Company to be held in 2016, offer the holders of the Ordinary Shares in the capital of the Company of no par value each (the " Ordinary Shares ") the right to elect to receive further Ordinary Shares, credited as fully paid, in respect of all or any part of such dividend or dividends declared in respect of any such period or periods.						
<p>10. That the Company generally be and is hereby authorised for the purposes of section 315 of the Companies (Guernsey) Law, 2008 as amended (the "Law") (subject to the Listing Rules made by the UK Listing Authority and all other applicable legislation and regulations) to make market acquisitions (as defined in the Law) of its own Ordinary Shares (as defined in the Company's Articles of Incorporation) which may be cancelled or held as treasury shares, provided that:</p> <p>a. The maximum number of Ordinary Shares authorised to be purchased under this authority shall be a number equal to 14.99 per cent. of the Ordinary Shares in issue immediately following this Annual General Meeting (excluding treasury shares);</p> <p>b. The minimum price (exclusive of expenses) which may be paid for an Ordinary Share shall be £0.01 per Ordinary Share;</p> <p>c. The maximum price (exclusive of expenses) payable by the Company which may be paid for Ordinary Shares shall be the higher of (i) 5 per cent. above the average of the mid-market values of an Ordinary Share taken from The London Stock Exchange Daily Official List for the five business days before the purchase is made; and (ii) the</p>						

<p>higher of the last independent trade or the highest current independent bid for Ordinary Shares;</p> <p>d. The authority hereby conferred shall expire on the date which is 15 months from the date of passing of this resolution or, if earlier, at the end of the Annual General Meeting of the Company to be held in 2016 (unless previously renewed, revoked or varied by the Company); and</p> <p>e. The Company may make a contract to purchase its own Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its own Ordinary Shares in pursuance of any such contract.</p>					
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SPECIAL RESOLUTION

<p>11. That, in addition to any existing disapplication authority in force as at the date of this Annual General Meeting, the Directors be and are hereby authorised to allot, issue and/or sell equity securities for cash as if article 6.2 of the Articles did not apply to any such allotment, issue and/or sale, provided that this power shall be limited to the allotment, issue and/or sale of up to 10 per cent. of the Ordinary Shares in issue as at the date of this Annual General Meeting (unless previously renewed, varied or revoked by the Company in a general meeting), save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted and issued after such expiry and the Directors shall be entitled to allot and issue equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.</p>					
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Signature: _____

Date: _____

Notes:

- Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend, speak and vote at the meeting provided that all calls due from him/her in respect of his/her Ordinary Shares have been paid. A member so entitled may appoint one or more proxies to attend, speak and vote instead of him. The proxy need not be a member of the Company but must attend the meeting to represent you.
- You may appoint one or more proxies provided each proxy is appointed to exercise rights attached to different Ordinary Shares. You may not appoint more than one proxy to exercise rights attached to any one Ordinary Share. If you require any proxy, other than the Chairman of the Annual General Meeting, delete the words "the Chairman of the second Annual General Meeting or", add the name of the proxy you wish to appoint and initial the alteration. The proxy need not be a member of the Company and is entitled to speak and vote on any other business which may properly come before the meeting. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of Ordinary Shares in relation to which he or she is authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.
- Where multiple proxies have been appointed to exercise rights attached to different Ordinary Shares, on a show of hands those proxy holders taken together will collectively have the same number of votes as the shareholder who appointed them would have on a show of hands if he were present at the meeting. On a poll, all or any of the rights of the shareholder may be exercised by one or more duly appointed proxies. To appoint more than one proxy (an) additional Form(s) of Proxy may be obtained by contacting Capita Asset Services on 0871 664 0300 (calls cost 12 pence per minute plus network extras, lines are open 9:00 am to 5:30 pm Monday to Friday) or on +44 208 639 3399 (if calling from outside the UK), or you may copy this form. Please indicate in the box next to the proxy holder's name the number of Ordinary Shares in relation to which he or she is authorised to act as your proxy (which, in aggregate, should not exceed the number of Ordinary Shares held by you). Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions given by you. All hard copy Forms of Proxy must be signed and should be returned together in the same envelope.
- To change your proxy instructions simply submit a new Form of Proxy using the methods set out above.
- The "Vote Withheld" option on the Form of Proxy is provided to enable you to abstain on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
- A corporation must execute the Form of Proxy under its common seal or by the hand of a duly authorised officer or attorney or any other person authorised to sign on its behalf.

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the register of members in respect of the joint holding (the first-named being the most senior).
8. If this Form of Proxy is returned without any indication as to how the person appointed proxy shall vote, he/she will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting.
9. To be effective, the instrument appointing a proxy (together with any power of attorney or other authority under which it is executed or a duly certified copy of such power) must be sent to Capita Asset Services: PXS 1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, no later than 10.00 a.m. on Friday, 13 November 2015, or not less than 48 hours before (excluding weekends and bank holidays) the time for holding any adjourned meeting, as the case may be. Completion and return of a Form of Proxy will not preclude a member from attending, speaking and voting in person at the meeting. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
10. In order to revoke a proxy instruction, you will need to inform the Company in writing and in accordance with the steps set out at note 4 to the notice of the Annual General Meeting, which accompanies this Form of Proxy.
11. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 17 November 2015 and any adjournment(s) thereof by utilising 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.

ATTENDANCE CARD

BLUEFIELD SOLAR INCOME FUND LIMITED (the "Company")

ANNUAL GENERAL MEETING

To be held at: Lefebvre Place, Lefebvre Street, St Peter Port, Guernsey on Tuesday, 17 November 2015 at 10.00 a.m.
If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company Secretary. This will facilitate entry to the meeting.

Name of person attending: _____

Signature of person attending: _____

Bar Code:

Investor Code: