

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of PetroNeft Resources plc (the "Company") will be held at the Herbert Park Hotel, Ballsbridge, Dublin 4 at 11.00 am on Friday 16 September 2016, for the purposes of considering and, if thought fit, passing, the following Resolutions, of which Resolutions numbered 1, 2, 3, 4, 5, 6 and 7 will be proposed as Ordinary Resolutions and Resolution number 8 will be proposed as a Special Resolution.

## ORDINARY BUSINESS

1. To receive, consider and adopt the accounts for the year ended 31 December 2015 together with the Directors' and Auditors' Reports thereon.
2. To re-elect Mr. Francis as a Director, who retires by rotation in accordance with Article 89 of the Articles of Association of the Company.
3. To elect Mr. Korobov as a Director, who retires by rotation in accordance with Article 92 of the Articles of Association of the Company.
4. To elect Mr. Sacca as a Director, who retires by rotation in accordance with Article 92 of the Articles of Association of the Company.
5. To elect Mr. Sturt as a Director, who retires by rotation in accordance with Article 92 of the Articles of Association of the Company.
6. To re-appoint Ernst & Young, Chartered Accountants, as Auditors and to authorise the Directors to fix the remuneration of the Auditors.

## SPECIAL BUSINESS

7. That, in substitution for all existing authorities of the Directors, pursuant to Section 1021 of the Companies Act, 2014 (the "2014 Act"), the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of the said Section 1021 of the 2014 Act) up to an aggregate nominal amount of €1,463,770.47 during the period commencing on the date of passing of this Resolution and expiring on the earlier of the date of the next Annual General Meeting of the Company held after the date of passing of this Resolution, and the close of business on 16 December 2016, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired.
8. That the Directors be and are hereby empowered pursuant to Sections 1022 and 1023(3) of the 2014 Act to allot equity securities (within the meaning of the said Section 1022 of the 2014 Act) for cash pursuant to the authority conferred by Resolution numbered 7 above as if the said Section 1022 of the 2014 Act does not apply to any such allotment provided that this power shall be limited to the allotment of equity securities:
  - (a) in connection with the exercise of any options or warrants to subscribe granted by the Company;
  - (b) in connection with any offer of securities, open for a period fixed by the Directors, by way of rights, open offer or otherwise in favour of shareholders holding Ordinary Shares in the capital of the Company and/or any persons having a right to subscribe for, or convert securities into, Ordinary Shares in the capital of the Company (including, without limitation, any person entitled to options under any of the Company's share option schemes or any other person entitled to participate in any of the Company's profit sharing schemes for the time being) and subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems under the laws or the requirements of any recognised body or stock exchange in any territory; and
  - (c) up to an aggregate nominal value not greater than the nominal value of 5% of the issued share capital of the Company from time to time;

each of (a), (b) and (c) above being separate powers, which powers shall expire on the earlier of the date of the next Annual General Meeting of the Company held after the date of passing of this Resolution and the close of business on 16 December 2016, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Dated this 22<sup>nd</sup> day of June 2016

BY ORDER OF THE BOARD

**Paul Dowling**  
Company Secretary

**Registered Office:**  
20 Holles Street  
Dublin 2