

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of PetroNeft Resources plc will be held at the Herbert Park Hotel, Ballsbridge, Dublin 4 at 11.00 am on Friday 10th November 2006, for the purposes of considering and, if thought fit, passing, the following Resolutions of which Resolutions numbered 1,2,3,4,6,7 and 8 will be proposed as Ordinary Resolutions and Resolution numbered 9 will be proposed as a Special Resolution.

ORDINARY BUSINESS

1. To receive, consider and adopt the accounts for the year ended 31st December 2005 together with the Directors' and Auditors' reports thereon.
2. To re-elect Mr. Golder as a Director, who retires in accordance with Article 86 of the Articles of Association of the Company.
3. To re-elect Mr. Francis as a Director, who retires in accordance with Article 86 of the Articles of Association of the Company.
4. To re-elect Mr Sanders as a Director, who retires in accordance with Article 86 of the Articles of Association of the Company.
5. To re-elect Mr Burke as a Director, who retires in accordance with Article 86 of the Articles of Association of the Company.
6. To re-elect Mr Hickey as a Director, who retires in accordance with Article 86 of the Articles of Association of the Company.
7. To re-elect Mr Sobraliev as a Director, who retires in accordance with Article 86 of the Articles of

Association of the Company.

8. To reappoint LHM Casey McGrath, chartered Certified Accountants as Auditors and to authorise the Directors to fix the remuneration of the Auditors.

SPECIAL BUSINESS

9. That the Directors be and are hereby empowered pursuant to Sections 23 and 24 (1) of the Companies (Amendment) Act, 1983 to allot equity securities (within the meaning of the said Section 23) for cash pursuant to the authority conferred by Article 5(a) of the Articles of Association of the Company as if the said Section 23 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) (including, without limitation any shares purchased by the Company pursuant to the provisions of the 1990 Act and held as Treasury Shares) 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 ordinary shareholders 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 of, or the requirements of any recognised body or stock exchange in, any territory; and

- c) up to an aggregate nominal value equal to the nominal value of 10% from time to time which authority 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 at the close of business on 10th February 2008, 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.



David E. Sanders

Secretary

for and on behalf of the Board.

C/O O'Donnell Sweeney

One Earlsfort Centre

Earlsfort Terrace

Dublin 2

16th October 2006

ANNUAL GENERAL MEETING 2006 -

FORM OF PROXY

Name _____

Address _____

Shareholder reference number _____

I/we appoint the following person (proxy) to vote on my/our behalf at the Annual General Meeting of the Company to be held at 11.00 am on 10th November 2006 at Herbert Park Hotel, Ballsbridge, Dublin 4.

(Please indicate your choice in one box only)

The Chairman of the meeting ☐ Please leave this box blank if you wish to select someone other than the Chairman.

Or

The following person: _____

Please leave this box blank if you have selected the Chairman.
Do not insert your own name(s).

To attend and vote on my/our behalf at the annual general meeting of PetroNeft Resources plc to be held at 11.00 am on 10th November 2006 at Herbert Park Hotel, Ballsbridge, Dublin 4 and at any adjournment of the meeting. I/we would like my/our proxy to vote on the resolutions proposed at the meeting as indicated on this form. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Notes

1. A member entitled to attend and vote is entitled to appoint a proxy (who need not be a member of the Company) to attend, speak and vote instead of him.
2. Forms of proxy, to be valid must be lodged with the Company's Registrars, Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandford Industrial estate, Dublin 18, no later than 48 hours before the time appointed for the meeting. If the appointer is a corporation, this Form of Proxy must be under its common seal or under the hand of an officer or attorney duly authorised. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other registered holder(s) and for this purpose, seniority shall be determined by the order in which names stand in the register of members.
3. Completion and return of the Form of Proxy will not preclude ordinary shareholders from attending and voting at the meeting should they wish to do so.
4. Pursuant to Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996, only those shareholders on the Register of Shareholders at 11.00 am 08th November 2006 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. If the meeting is adjourned by more than 48 hours, then to be so entitled, shareholders must be entered on the Company's Register of Shareholders at the time which is 48 hours before the time appointed for holding the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.
5. This form, which is personalised, may only be used in respect of the shareholder of whom details are shown above. Any alteration to such details, or attempt to use the form in respect of any other shareholder, may render the Form invalid.

Insert 'X' in the space provided to indicate how you wish your vote be cast. For more details about each resolution please see the Notice of Annual General meeting on pages 38 and 39 of the Annual Report 2005

Resolution	For	Against
1. To receive, consider and adopt the accounts for the year ended 31st December 2005 together with the Directors' and Auditors' reports thereon.	<input type="radio"/>	<input type="radio"/>
2. To re-elect Mr. Golder as a Director	<input type="radio"/>	<input type="radio"/>
3. To re-elect Mr. Francis as a Director	<input type="radio"/>	<input type="radio"/>
4. To re-elect Mr. Sanders as a Director	<input type="radio"/>	<input type="radio"/>
5. To re-elect Mr. Burke as a Director	<input type="radio"/>	<input type="radio"/>
6. To re-elect Mr. Hickey as a Director	<input type="radio"/>	<input type="radio"/>
7. To re-elect Mr. Sobraliev as a Director	<input type="radio"/>	<input type="radio"/>
8. To reappoint LHM Casey McGrath, as Auditors and to authorise the Directors to fix the remuneration of the Auditors.	<input type="radio"/>	<input type="radio"/>
9. By way of Special Resolution, to authorise the directors to allot equity securities pursuant to Sections 23 and 24 (1) of the Companies (Amendment) Act, 1983.	<input type="radio"/>	<input type="radio"/>

Signature

Any one joint Shareholder may sign

Date

Please Return this form and post in the Business Envelope provided.

ADMISSION CARD

Please retain this section of the form to gain admittance to the meeting

PetroNeft Resources plc Annual General Meeting

11.00 am on Friday 10th November 2006

Shareholder's Signature _____

Signature of Proxy _____

Location of the Annual General Meeting:

**Herbert Park Hotel,
Ballsbridge,
Dublin 4**