



PETRONEFT RESOURCES PUBLIC LIMITED COMPANY

Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at Jurys Hotel, Ballsbridge, Dublin 4, Ireland on 14 January 2006 at 2.00 pm when the following resolution will be proposed as a Special Resolution:

"That the Directors be and are hereby authorised to exercise all the powers of the Company and are empowered, pursuant to Section 24 of the Companies (Amendment) Act 1983 (the "1983 Act") to allot and issue equity securities for cash comprising:

- (a) up to 45,100,000 Ordinary Shares of €0.01 each in the capital of the Company ("Ordinary Shares" and each an "Ordinary Share");
- (b) warrants to subscribe for such number of Ordinary Shares (rounded down to the nearest whole number) as shall be equal to the sum of US\$1,000,000 divided by the price of an Ordinary Share at the commencement of dealings in the Ordinary Shares on the AIM market of the London Stock Exchange plc converted into United States dollars at the sterling to US dollar exchange rate on the day of such commencement ("Admission Price"), such warrants to be exercisable within two years of admission of Ordinary Shares to trading on such market but otherwise to be upon such terms as the Directors shall, in their absolute discretion, determine; and
- (c) all Ordinary Shares to be allotted pursuant to the warrants referred to in paragraph (b)

as if the restrictions in Section 23(1) of the 1983 Act did not apply to such allotment".

Dated 20th day of December 2005

By Order of the Board

Secretary

PETRONEFT RESOURCES PLC
One Earlsfort Centre
Earlsfort Terrace
Dublin 2

Note: A member entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote on his/her behalf. A proxy need not be a member of the Company.

In accordance with the provisions of the Companies Acts 1963-2005 and the Articles of Association of the Company, members wishing to vote at an Extraordinary General Meeting must appear either in person or by proxy.

An explanation of the resolution to be considered at the Extraordinary General Meeting follows below.

EXPLANATORY NOTE IN RELATION TO THE RESOLUTION TO BE CONSIDERED AT AN EXTRAORDINARY GENERAL MEETING OF PETRONEFT RESOURCES PUBLIC LIMITED COMPANY

The following special business is proposed for consideration at an Extraordinary General Meeting of PetroNeft Resources plc (the "Company"). The Resolution to be proposed is a special resolution.

PRE-EMPTION RIGHTS

The Resolution relates to a proposed disapplication of pre-emption rights to allow the Directors to allot and issue to third parties (a) up to 45,100,000 Ordinary Shares in the capital of the Company ("Ordinary Shares") (b) warrants to subscribe for Ordinary Shares and the Ordinary Shares to be issued under such warrants for cash consideration. The number of Ordinary Shares in respect of which the warrants to be granted will be equal to the sum of US\$1,000,000 divided by the price at which dealings in the shares commence on AIM converted into dollars. The warrants will be exercisable for a period of two years from admission of the Ordinary Shares to AIM but otherwise will be upon such terms as the Directors determine.