

## GREENLAND GAS & OIL PLC

*(Incorporated and registered in England and Wales with Company Number 8689690)*

### NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of Greenland Gas & Oil Plc (the “**Company**”) will be held at 47 Charles Street London W1J 5EL on Monday, 24 April 2015 at 11:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions of which resolutions 1 to 7 inclusive are proposed as ordinary resolutions and resolution 8 is proposed as a special resolution:

#### **Ordinary Resolutions:**

1. To receive and consider the accounts for the period ended 31 December 2014.
2. To re-elect James Richardson as a Director of the Company.
3. To re-elect Michael John Hutchinson as a Director of the Company.
4. To re-elect Roderick Claude McIlree as a Director of the Company.
5. To re-elect Gregory Kuenzel as a Director of the Company.
6. To re-appoint PKF Littlejohn LLP as auditors of the Company and to authorise the Directors to determine their remuneration.
7. **THAT**, in accordance with section 551 of the Companies Act 2006 (“**CA 2006**”), the [the directors of the Company (“**Directors**”) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (“**Rights**”) up to an aggregate nominal amount of £10,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company following the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

#### **Special Resolution:**

8. **That**, subject to the passing of Resolution 7 above, the Directors be empowered pursuant to section 570 and section 573 of CA 2006 to allot equity securities (within the meaning of section 560 of CA 2006) pursuant to the general authority conferred by Resolution 8 set out in the notice of this meeting, or by way of a sale of treasury shares, for cash as if section 561 of CA 2006 did not apply to any such allotment or sale, provided that this power shall be limited to allotments of equity securities and the sale of treasury shares:
  - (i) in connection with a rights issue to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory;
  - (ii) otherwise than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount of £10,000,000;

and such power shall expire on upon the expiry of the authority conferred by Resolution 8 above, save that the Directors shall be entitled to make offers or agreement before the expiry of such power which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

**BY ORDER OF THE BOARD**

Garth Palmer  
Heytesbury Corporate LLP  
Secretary

Registered Office:  
47 Charles Street  
London  
W1J 5EL

24 March 2015

**NOTES**

- (i) A member of the Company entitled to attend, speak and vote at the Meeting is entitled to appoint one or more proxies to attend, speak and vote instead of him. A proxy need not be a member of the Company.
- (ii) A Form of Proxy is enclosed with this Notice for use in connection with this business set out above. To be valid, Forms of Proxy together with any power of attorney under which it is executed or a notarially certified copy thereof, must be lodged at 47 Charles Street, London W1J 5EL or by fax to the following number: +44 20 7681 3861 by not later than 48 hours prior to the time fixed for the Meeting. Your attention is drawn to the other notes on the proxy form.
- (iii) If the appointer is a corporation, the form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised.
- (iv) Completion and return of a Form of Proxy does not preclude a member from attending, speaking and voting at the Meeting or at any adjournment thereof in person (if so entitled).
- (v) In the case of joint holders of Ordinary Shares, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.
- (vi) To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the votes they may cast), a member of the Company must be entered in the register of members of the Company at close of business on 22 April 2014.
- (vii) A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together.