

# Notice of Annual General Meeting 2016

## Chariot Oil & Gas Limited

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(A company incorporated in Guernsey with registered number 47532)

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting (the "AGM") of Chariot Oil & Gas Limited (the "Company") will be held at the offices of finnCap, 60 New Broad Street, London, EC2M 1JJ on 5 July 2016 at 10:00am for the following purposes:

### ORDINARY BUSINESS

#### Annual Report and Financial Statements

1. To receive the statement of accounts for the year ended 31 December 2015 together with the reports of the Directors of the Company and the Auditors thereon.

#### Reappointment of Auditors

2. To reappoint BDO LLP as Auditors to the Company to act as such until the conclusion of the next AGM of the Company at which the requirements of section 257 of The Companies (Guernsey) Law, 2008 as amended are complied with and to authorise the Directors to fix their remuneration.

### SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions, of which Resolution 3 will be proposed as an ordinary resolution and Resolution 4 as a special resolution.

#### Ordinary Resolution

3. That the Directors of the Company (the "Directors") be and they are hereby generally and unconditionally authorised, in accordance with Article 3.5 of the Articles of Incorporation of the Company (the "Articles"), to exercise all powers of the Company to allot relevant securities (as defined in Article 3.5(b) of the Articles) up to the aggregate nominal amount of £792,825 (being 79,282,471 Ordinary Shares of one penny each) ("Ordinary Shares") provided that the authority hereby conferred shall operate in substitution for and to the exclusion of any previous authority given to the Directors pursuant to Article 3.5 of the Articles or otherwise and shall expire on whichever is the earlier of the conclusion of the next AGM of the Company or the date falling 15 months from the date of the passing of this resolution unless such authority is renewed, varied or revoked by the Company in general meeting save that the Company may, at any time before such expiry, make an offer or agreement which might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

#### Special Resolution

4. That, subject to and conditional upon Resolution 3 being duly passed, the Directors be and they are hereby empowered pursuant to Article 3.7 of the Articles to allot equity securities (as defined in Article 3.8(a) of the Articles) for cash as if Article 3.6(a) of the Articles did not apply to any such allotment pursuant to the general authority conferred on them by Resolution 3 above (as varied from time to time by the Company in general meeting) PROVIDED THAT such power shall be limited to:
  - (a) the allotment of equity securities in connection with a rights issue or any other pre-emptive offer in favour of holders of equity securities where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws of or the requirements of any recognised regulatory body in any territory or otherwise; and
  - (b) the allotment (otherwise than pursuant to sub paragraph (a) above) of equity securities up to an aggregate nominal amount of £264,275 representing 10% of the current issued share capital of the Company,

# Notice of Annual General Meeting 2016

## Continued

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and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the Directors pursuant to Article 3.7 of the Articles or otherwise and shall expire on whichever is the earlier of the conclusion of the next AGM of the Company or the date falling 15 months from the date of the passing of this resolution unless such power is renewed or extended prior to or at such meeting except that the Company may, before the expiry of any power contained in this resolution, 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.

By order of the Board of Directors

**International Administration Group (Guernsey) Limited**  
Company Secretary of  
Chariot Oil & Gas Limited  
23 May 2016

**Registered office:**  
Regency Court  
Gategny Esplanade  
St Peter Port  
Guernsey  
GY1 1WW

### Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the notice set out above is entitled to appoint a proxy to attend, speak and, on a poll, to vote in his / her place. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company.
2. An instrument for the purposes of appointing a proxy is enclosed. To be valid, the instrument and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be received at Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, BR3 4TU, no later than 10:00am on 1 July 2016 or not less than 48 business hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, before the time appointed for taking the poll and, in default, the instrument shall not be treated as valid.
3. Completion of the instrument appointing a proxy does not preclude a member from subsequently attending and voting at the meeting in person if he / she so wishes.
4. 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 votes of the other joint holders and, for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. In the case of a member which is a company, this proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
6. Pursuant to Regulation 41 of the Uncertificated Securities (Guernsey) Regulations 2009, the Company gives notice that only those shareholders entered on the relevant register of members (the "Register") for certificated or uncertificated shares of the Company (as the case may be) as at close of business 1 July 2016 (the "Specified Time") will be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at the time. Changes to entries on the Register after the Specified Time will be disregarded in determining the rights of any person to attend or vote at the AGM. Should the AGM be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period then, to be so entitled, members must be entered on the Register at close of business two days before the time fixed for the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in the notice.

# Chariot Oil & Gas Limited

Annual General Meeting to be held on 5 July 2016 at 10:00am

## Proxy Form

Please print clearly in **BLACK INK** and in **BLOCK CAPITALS**. Please read the **NOTES** below before completing this Proxy Form.

Name (full): \_\_\_\_\_

Address (full): \_\_\_\_\_

Postcode: \_\_\_\_\_

I / We the above mentioned shareholder(s) of Chariot Oil & Gas Limited (the "Company") hereby appoint

Name (full): \_\_\_\_\_

Address (full): \_\_\_\_\_

Postcode: \_\_\_\_\_

or failing him / her the Chairman of the Annual General Meeting (the "AGM" or the "Meeting") (note that a proxy need not be a member of the Company but must attend the Meeting in person) as my / our proxy to vote in my / our name(s) and on my / our behalf to attend, speak and vote on my / our behalf at the AGM of the Company which will be held at the offices of finnCap, 60 New Broad Street, London, EC2M 1JJ on 5 July 2016 at 10:00am and at any adjournment thereof.

I / We direct my / our proxy to vote on the following resolutions as I / we have indicated by marking the appropriate box with an "X". If no indication is given, my / our proxy will vote or abstain from voting at his / her discretion and I / we authorise my / our proxy to vote (or abstain from voting) as he / she thinks fit in relation to any other matter which is properly put before the meeting.

ORDINARY BUSINESS	FOR	AGAINST	WITHHELD
1. To receive the statement of accounts for the year ended 31 December 2015 together with the reports of the Directors of the Company and the Auditors thereon.			
2. To reappoint BDO LLP as Auditors to the Company to act as such until the conclusion of the next AGM of the Company at which the requirements of section 257 of The Companies (Guernsey) Law, 2008 as amended are complied with and to authorise the Directors to fix their remuneration.			
SPECIAL BUSINESS	FOR	AGAINST	WITHHELD
<b>Ordinary Resolution</b>			
3. To authorise the Directors of the Company to exercise all powers of the Company to allot relevant securities up to the aggregate nominal amount of £792,825 (this being 79,282,471 Ordinary Shares of one penny each) ("Ordinary Shares") such authority to expire on the earlier of the conclusion of the next AGM of the Company or 15 months from the date of the passing of this resolution in accordance with Article 3.5 of the Articles of Incorporation.			
<b>Special Resolution</b>			
4. Subject to Resolution 3 being passed, to empower the Directors to allot equity securities in accordance with Article 3.7 of the Articles as if Article 3.6(a) of the Articles does not apply and subject to the limitations as set out in (a) and (b) of the resolution such authority to expire on the earlier of the conclusion of the next AGM of the Company or 15 months from the date of the passing of this resolution.			

Shareholder signature: \_\_\_\_\_ Dated: \_\_\_\_\_ 2016

Please detach and return in the envelope provided

## Proxy Form Continued

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### Notes:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. 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.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the Meeting, insert their full name in the box. If you sign and return this Proxy Form with no name inserted in the box, the Chairman of the Meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the Meeting and are aware of your voting intentions.
4. Please indicate above how you wish your votes to be cast in respect of each resolution by placing an "X" (or entering the number of shares which you are entitled to vote) in the appropriate box. If you sign this Proxy Form and return it without an indication of how your proxy will vote on any particular matter, your proxy will exercise his / her discretion as to whether and, if so, how he / she votes and he / she may also vote on any other business (including any amendments to the resolutions) which may be properly conducted at the AGM. 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 each resolution.
5. 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 Company's relevant register of members (the "Register") in respect of the joint holding (the first named being the most senior).
6. In the case of a corporation, this proxy should either be given under the corporation's common seal or signed for and on its behalf by a duly authorised officer or attorney of the corporation.

Upon completing this Proxy Form, please sign it and return it to Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, BR3 4TU. This Proxy Form must be received by Capita Asset Services by no later than 10:00am on 1 July 2016 or not less than 48 business hours before the time appointed for holding any adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, before the time appointed for taking the poll, together with such power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority. Completion and return of this Proxy Form will not, however, preclude a holder(s) of shares from attending and voting at the AGM if he / she / they so wish / wishes and is / are so entitled.