

# NOTICE OF ANNUAL GENERAL MEETING

## CHARIOT OIL & GAS LIMITED

(A company incorporated in Guernsey with registered number 47532)

**NOTICE IS HEREBY GIVEN THAT** that the Annual General meeting of Chariot Oil & Gas Limited (the "Company") will be held at the Boardroom, Artemis Trustees Limited, Sydney Vane House, Admiral Park, St Peter Port, Guernsey on 29th July 2010 at 14:00 for the purpose of considering and, if thought fit, passing the following resolutions:

### Ordinary Resolutions

#### **Annual Report and Financial Statements**

1. To receive the statement of accounts for the year ended 28 February 2010 together with the reports of the Directors of the Company and the auditors thereon.

#### **Re-appointment of Auditors**

2. To re-appoint BDO LLP as auditors to the Company to act as such until the conclusion of the next General Meeting of the Company at which the requirements of section 257 of the Companies (Guernsey) Law 2008 are complied with and to authorise the Directors to fix their remuneration.

#### **Rotation of Directors**

3. To re-appoint James Burgess as a director of the Company.
4. To re-appoint Heindrich Steven Ndume as a director of the Company.

#### **Special Business**

To consider, and if thought fit, pass the following resolution which will be passed as a special resolution:

### Special Resolution

5. That Article 91 of the Company's Articles of Incorporation be amended by deleting "£200,000" in the second line and replacing it with "£300,000".

By order of the Board of Directors

#### **Artemis Secretaries Limited**

Company Secretary of  
Chariot Oil & Gas Limited

Registered office:  
Sydney Vane House,  
Admiral Park,  
St Peter Port,  
Guernsey GY1 3EL

Dated: 17 June 2010

**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 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 Artemis Secretaries Limited, Sydney Vane House, Admiral Park, St Peter Port, Guernsey, not less than 48 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.
4. 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.
5. 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.
6. 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) at 6 pm CET on 17 June 2010 (the "Specified Time") will be entitled to attend or vote at the General Meeting 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 General Meeting. Should the General Meeting 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 General Meeting. Should the General Meeting be adjourned for a longer period, then to be so entitled, members must be entered on the Register at the time which is 48 hours before the time fixed for the adjourned General Meeting or, if the Company gives notice of the adjourned General Meeting, at the time specified in the notice.