

Notice of Annual General Meeting

Level 5, 22 Arlington Street, London, SW1A 1RD

Friday 29 May 2009 at 11am

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONTACT AN APPROPRIATE INDEPENDENT ADVISER IMMEDIATELY. IF YOU HAVE SOLD OR OTHERWISE TRANSFERRED ALL OF YOUR SHARES IN LENI GAS AND OIL PLC YOU SHOULD FORWARD THIS DOCUMENT TOGETHER WITH THE ACCOMPANYING FORM OF PROXY TO THE PURCHASER OR TRANSFEREE, OR THE STOCKBROKER, BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE.



**Leni Gas & Oil plc**  
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27 April 2009

Dear Shareholder,

## NOTICE OF ANNUAL GENERAL MEETING

### Introduction

The Annual General Meeting of Leni Gas & Oil plc ("**the Company**") will take place at Level 5, 22 Arlington Street, London, SW1A 1RD on 29 May 2009 at 11am ("**AGM**"). This letter provides you with some general background and explanation of the resolutions to be put to the AGM.

### Ordinary Business at AGM

#### Resolution 1: Annual Report and Accounts

This is an ordinary resolution to receive and adopt the audited Statement of Accounts and the Reports of the Directors and the Auditors of the Company for the period 01 September 2007 to 31 December 2008.

#### Resolutions 2-3: Re-appointment of Directors

Jeremy Samuel Edelman is the Director retiring by rotation this year and being eligible offer himself for re-election.

#### **Jeremy Samuel Edelman, aged 40, (Executive Director)**

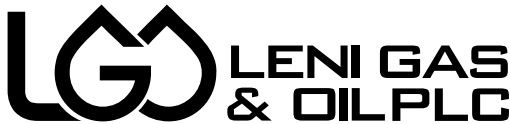
Jeremy holds Bachelor degrees in Commerce and Law together with a Masters degree in Applied Finance. He was admitted as a solicitor to the Supreme Courts of Western Australia and New South Wales. Previously Jeremy worked for some for the world's leading investment banks in debt and acquisition finance. Jeremy has held various positions in stock exchange listed companies in the UK and Australia with a focus on resource exploration and development including investment companies established with the specific objective of investing in oil and gas projects. Jeremy has worked in various regions of the world including the Republic of Kazakhstan, Russia, South Africa and Australia.

Fraser Dunsmore Stewart Pritchard was appointed on 2 July 2008 and therefore is eligible for election.

#### **Fraser Dunsmore Stewart Pritchard, aged 42, (Operations Director)**

Mr. Pritchard holds Bachelor degrees in Physics, Software Engineering and a Masters Degree in Process Engineering. He is an experienced international oil and gas senior executive with a track record spanning 20 years from most global oil and gas provinces and a diversity of listed and national energy companies. This experience has been gained from direct leading roles with the major oil and gas operator ExxonMobil, and oil and gas consultancies, IBM, PricewaterhouseCoopers, and DNV. He maintains a focus on securing investment for, and managing junior E&Ps from start-up into sustainable operations. He has recently held executive positions for Noble Energy Europe and Ascent Resources plc.

The Board recommends the re-election of both Mr Edelman and Mr Pritchard.



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Resolutions 4 and 5: Auditors' reappointment and remuneration

These are ordinary resolutions relating to the auditors' reappointment and remuneration.

Resolution 6: Authority for Company to make purchase of own shares

This ordinary resolution grants the authority to permit the Company to buy-back up to 60 million Shares (representing up to 10 per cent of the Company's issued ordinary share capital). Following any buy-back the Shares bought back will be held as treasury shares and may be subsequently sold, transferred or cancelled. The minimum and maximum price which may be paid per Share shall not be less than nor more than 5 per cent. below or above respectively the average closing price of the Shares as derived from the FTSE AIM All-Share Index for the five business days immediately preceding the date on which the relevant Shares are purchased. The Directors will only exercise this authority where they consider that such purchases will be in the best interests of the Company and its Shareholders as a whole.

**Special Business at AGM**

Resolution 7: Authority to allot

This is an ordinary resolution authorising the Directors to allot relevant securities (as defined) up to a maximum aggregate nominal amount of £100,000. The authority will expire at the commencement of the next Annual General Meeting, or on 30 June 2010, whichever first occurs.

Resolution 8: Dis-application of rights of pre-emption over the authorised share capital

This is a special resolution empowering the Directors to allot equity securities (as defined) pursuant to the general authority referred to in Resolution 6 above as if s.89 of the Companies Act 1985 did not apply to such allotment. This will allow the Board to allot shares without recourse to the shareholders so that it can move quickly from time to time as it deems appropriate, and renews the authority granted at the previous Annual General Meeting. This authority will expire at the commencement of the next Annual General Meeting, or on 30 June 2010 whichever first occurs.

**Form of Proxy**

A Form of Proxy for use at the AGM is enclosed. Please complete and sign the Form of Proxy and return it to the Registrar so as to arrive no later than 48 hours before the time fixed for the AGM, except that in calculating the forty-eight hour period referred to herein no account shall be taken of any part of a day that is not a working day. The return of the Form of Proxy will not, however, prevent you from attending the AGM and voting in person should you wish to do so.

**Board Recommendation**

The directors of the Company consider that all the proposals to be considered at the AGM are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'D. Lenigas', is written over a light grey signature line.

**David Lenigas**  
Chairman



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**LENI GAS & OIL PLC**

(Registered number: 05901339)

(“the Company”)

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting (“the Meeting”) of the Company will be held at Level 5, 22 Arlington Street, London, SW1A 1RD on 29 May 2009 at 11am to consider and, if thought fit, pass the following resolutions.

### **Ordinary Business**

#### **As Ordinary Resolutions:**

1. To receive and adopt the audited Statement of Accounts and the Reports of the Directors and the Auditors of the Company for the period from 01 September 2007 to 31 December 2008;
2. To re-appoint Jeremy Samuel Edelman, a Director who retires by rotation in accordance with Article 106 of the Company’s Articles of Association;
3. To re-appoint Fraser Dunsmore Stewart Pritchard, a Director appointed after the first Annual General Meeting and who retires by rotation in accordance with Article 106 of the Company’s Articles of Association;
4. To re-appoint Chapman Davis LLP as auditors;
5. To authorise the Directors to fix the remuneration of the auditors;
6. To authorise the Company to make purchase of own shares

### **Special Business**

#### **As an Ordinary Resolution:**

7. THAT the Directors be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (“the Act”) to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £100,000 (being 200 million ordinary shares of 0.05p each and representing no more than one third of the total ordinary share capital in issue at the date of this notice), provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire at the commencement of the Annual General Meeting next held after the passing of this resolution or on 30 June 2010, whichever is the earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired. This authority is in substitution for all previous authorities conferred upon the directors pursuant to section 80 of the Act, but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.

As a Special Resolution:

8. THAT (subject to passing of resolution 7 set out in the notice of this meeting) the Directors be empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) for cash pursuant to the general authority conferred by resolution 7 set out in the notice of this meeting, and sell relevant shares (as defined in section 94 of the Act) held by the Company as treasury shares (as defined in section 162A of the Act), for cash as if section 89(1) of the Act 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 or pursuant to an offer by way of rights, open offer or other pre-emptive offer 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) up to an aggregate nominal amount of £30,400 (representing 10 per cent of the issued share capital) in connection with an unapproved share option scheme of the Company;
  - (iii) up to an aggregate nominal amount of £15,200 (representing 5 per cent of the issued share capital) in connection with an staff incentive scheme of the Company; and
  - (iv) otherwise than pursuant to sub-paragraphs (i), (ii) and (iii) above, up to an aggregate nominal amount of £100,000.

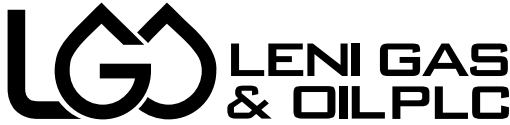
and such power shall expire at the commencement of the next Annual General Meeting of the Company or on 30 June 2010, whichever is the earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Directors may allot 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



**Donald Ian George Layman Strang**  
**Company Secretary**

Leni Gas & Oil plc  
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27 April 2009



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NOTES

- (1) A member entitled to attend, speak and vote is entitled to appoint a proxy to attend, speak and vote on his behalf. A proxy need not be a member of the Company.
- (2) Forms of Proxy, together with any Power of Attorney or other authority under which it is executed or a notarially certified copy thereof, must be completed and, to be valid, must reach the Registrar of the Company at Share Registrars Limited, Suite E, First floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL not less than forty-eight hours before the time appointed for the holding of the meeting. In calculating the forty-eight hour period referred to herein no account shall be taken of any part of a day that is not a working day.
- (3) If the appointor is a corporation, this Form of Proxy must be under its common seal or under the hand of an officer or attorney or other person duly authorised.
- (4) The appointment of a proxy does not preclude a member from attending and voting at the meeting.
- (5) You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
- (6) 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 joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the Register of Shareholders.
- (7) Pursuant to Regulation 41 of the Un-certificated Securities Regulations 2001 (SI 2001/3755). Reg. 41(1) and (2), only those shareholders on the Register of Shareholders at 11 am on 27 May 2009 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, the shareholder 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.