

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the action to be taken, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, another appropriately authorised independent professional adviser, without delay.

If you have sold or otherwise transferred all of your Ordinary Shares, please send this document, together with the accompanying documents, as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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# Nostra Terra Oil and Gas Company Plc

*(incorporated in England and Wales with registered number 05338258)*

**PROPOSED CONSOLIDATION AND SUBDIVISION OF ISSUED  
SHARE CAPITAL,  
PROPOSED INCREASE OF AUTHORITY TO ALLOT SHARES,  
DISAPPLICATION OF PRE-EMPTION RIGHTS  
and  
NOTICE OF GENERAL MEETING**

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A notice of General Meeting of the Company to be held at the offices of Jeffrey's Henry LLP at Finsgate, 5-7 Cranwood Street, London EC1V 9EE at 11:00 a.m. on 31 May 2016 is set out at the end of this document. Shareholders are requested to complete and return the enclosed Form of Proxy to Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL, as soon as possible, but in any event so as to arrive no later than 11:00 a.m. on 26 May 2016, whether or not they propose to be present at the General Meeting.

The Directors accept responsibility for the information contained in this document. To the best of the knowledge and belief of all the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to effect the import of such information.

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### EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Circular posted to Shareholders	12 May 2016
Latest time and date for receipt of Forms of Proxy	11:00 am on 26 May 2016
General Meeting	11:00 am on 31 May 2016
Record Date for the Consolidation and Subdivision	Close of business on 31 May 2016
Expected date on which New Ordinary Shares will be admitted to trading on AIM	8.00am on 1 June 2016
Expected date on which CREST accounts are to be credited	1 June 2016
Expected date by which definitive new share certificates are to be despatched	By 8 June 2016

## DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise.

“Act”	the Companies Act 2006;
“AIM”	the AIM Market of London Stock Exchange;
“AIM Rules”	the rules published by London Stock Exchange from time to time governing the admission to and operation of AIM;
“Articles”	the articles of association of the Company at the date of this document;
“Company” or “NTOG”	Nostra Terra Oil and Gas Company plc, a public limited company incorporated in England and Wales with registered number 05338258;
“Consolidation”	the consolidation of each 50 Subdivided Shares into a New Ordinary Share;
“Deferred Shares”	deferred shares of £0.00098 (0.098 pence) each in the capital of the Company;
“Directors” or “Board”	the directors of the Company whose names are set out on page 5 of this Document;
“Existing Ordinary Shares”	the 4,110,347,691 ordinary shares of £0.001 (0.1 pence) each in the capital of the Company;
“Form of Proxy”	the form of proxy attached to this document for use at the General Meeting;
“General Meeting” or “GM”	the general meeting of the Company to be held at 11:00 a.m. on 31 May 2016;
“London Stock Exchange”	London Stock Exchange plc;
“New Ordinary Shares”	the ordinary shares of £0.001 (0.1 pence) each in the capital of the Company to be created following the Subdivision and Consolidation;
“Notice”	the notice of General Meeting which forms part of this document;
“Options”	options to subscribe for Ordinary Shares;
“Record Date”	close of business on 31 May 2016;
“Resolutions”	the resolutions set out in the notice convening the General Meeting;

“Share Authority Increase”	the proposed increase of authority to allot shares and to disapply pre-emption rights;
“Shareholders”	holders of Ordinary Shares;
“Subdivided Shares”	the ordinary shares of £0.00002 (0.002 pence) each in the capital of the Company to be created following the Subdivision and before the Consolidation; and
“Subdivision”	the subdivision of each Existing Ordinary Share into one Subdivided Share and one Deferred Share.

## **PART I – LETTER FROM THE CHAIRMAN**

### **NOSTRA TERRA OIL AND GAS COMPANY PLC**

Finsgate, 5-7 Cranwood Street, London EC1V 9EE

*Directors:*

Ewen Ainsworth (Chairman)

Matthew Lofgran

Stephen Oakes

*To the holders of Ordinary Shares and for information only, to holders of Options*

12 May 2016

Dear Shareholder,

### **PROPOSED CONSOLIDATION AND SUBDIVISION OF SHARE CAPITAL, PROPOSED INCREASE OF AUTHORITY TO ALLOT SHARES, DISAPPLICATION OF PRE-EMPTION RIGHTS and NOTICE OF GENERAL MEETING**

As Chairman of Nostra Terra I invite you to a General Meeting of the Company to be held at 11:00 am on 31 May 2016 at the offices of Jeffrey's Henry LLP at Finsgate, 5-7 Cranwood Street, London EC1V 9EE.

#### *Reorganisation of share capital*

The Board believes that the current market for oil & gas assets presents a rare opportunity. After a prolonged period of low prices, the Board considers the time is right to reposition Nostra Terra to take advantage of these conditions. Specifically the Board has noted a recent increase in the quantity and caliber of assets available for sale, at depressed or distressed prices. As such, the Board believes that if Nostra Terra is to grow and deliver shareholder value over the coming years it needs to take appropriate steps to restructure the company now.

The Existing Ordinary Shares have in recent months frequently been trading on AIM at a price below their nominal value of 0.1 pence per share. The issue of new shares by an English and Wales incorporated company at a price below their nominal value is prohibited by the Act and accordingly the ability of the Company to raise funds to take advantage of the aforementioned opportunity by way of the issue of further equity has been inhibited.

In addition, the share price levels at which the Existing Ordinary Shares are currently trading means that small absolute movements in the share price represent large percentage movements in the company's market capitalization, resulting in increased share price volatility. The Directors also note that the number of Existing Ordinary Shares in issue at 4,110,347,691 is an excessive number for a company of the size of NTOG.

Accordingly, the Directors are proposing a re-organisation of the share capital that comprises a subdivision of shares that will create two classes of shares: Subdivided Shares with a nominal value of 0.002p and Deferred Shares with a nominal value of 0.098p followed by a consolidation of every 50 Subdivided Shares of 0.002 pence each being consolidated into one New Ordinary Share of 0.1 pence. Subject to the provisions of the Act the Deferred Shares may then be cancelled by the Company; or may be bought back by the Company for £1 and then cancelled as permitted under the amended articles, leaving the number of shares in issue the same as at the date of sending out this notice (except for shares subsequently issued). If the Company determines to cancel or buy back the deferred shares, it will advise Shareholders accordingly at the relevant time.

The Deferred Shares shall not be quoted and no share certificates will be issued in respect of the same. The Deferred Shares are effectively valueless. The Deferred Shares are required to be issued in order for the aggregate par value of the shares, once sub-divided and consolidated, to remain at 0.1p.

It is proposed to issue an additional 9 shares so that the total number of Existing Ordinary Shares will be 4,110,347,700 at the time of the Subdivision and Consolidation to ensure the number of shares in issue is exactly divisible by 50.

## **The Resolutions**

Set out below is an explanation of the resolutions to be considered at the GM. Resolutions 2-4 will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 1 and 5 will be proposed as special resolutions. This means that for Resolutions 1 and 5 to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

### ***Amendments to the articles of association of the Company***

The Deferred Shares constitute a new class of share, the creation of which necessitates an amendment to the Company's articles of association. Resolution 1 in the accompanying Notice seeks approval to amend the Company's articles to create that new class of share.

Resolutions 2 and 3 in the accompanying Notice seek approval to the above described reorganisation of the company's share capital, which is conditional on Shareholders approving the amendments to the Company's articles of association.

### ***Subdivision of the existing share capital of the Company (Resolution 2)***

Subject to the amendments to the articles of association being approved pursuant to the passing of Resolution 1, the Directors propose to subdivide every Existing Ordinary Share of 0.1 pence each in the Company into one Subdivided Share of 0.002 pence and one Deferred Share of 0.098 pence. If Resolution 2 is approved, the Subdivision will occur after close of trading on AIM on the date of the GM.

As all existing ordinary shareholdings in the Company are proposed to be subdivided, the proportion of the issued ordinary share capital of the Company held by each Shareholder immediately before and after the Subdivision will, save for minor adjustments as a result of the fractional entitlement provisions set out above, remain unchanged.

### ***Consolidation of the Subdivided Shares (Resolution 3)***

Subject to the amendments to the articles of association being approved and the Subdivision occurring pursuant to the passing of Resolutions 1 and 2, the Directors propose to consolidate every 50 Subdivided Shares of 0.002 pence each in the Company into one New Ordinary Share of 0.1 pence. If Resolution 3 is approved, the Consolidation will occur immediately following the Subdivision after close of trading on AIM on the date of the GM.

As all existing ordinary shareholdings in the Company are proposed to be consolidated, the proportion of the issued ordinary share capital of the Company held by each Shareholder immediately before and after the Consolidation will, save for minor adjustments as a result of the fractional entitlement provisions set out below, remain unchanged.

All entitlements under outstanding Options granted to certain officers and executives of the Company (as previously notified to shareholders) shall be recalculated accordingly as a result of the Consolidation with entitlements rounded down to the nearest whole share.

#### *Fractional entitlements*

No Shareholder will be entitled to a fraction of a New Ordinary Share. Where, as a result of the Consolidation, any Shareholder would otherwise be entitled to a fraction only of a New Ordinary Share (Fractional Shareholder), such fractions will, in so far as possible, be aggregated with the fractions of New Ordinary Shares to which other Fractional Shareholders of the Company would be entitled to form full New Ordinary Shares (Fractional Entitlement Shares). These Fractional Entitlement Shares will then be retained or sold for the benefit of the Company.

#### ***Authority to allot shares (Resolution 4)***

Resolution 4 will authorise the Directors to allot ordinary shares up to an aggregate nominal amount of £55,000, representing approximately 67% the Company's issued ordinary share capital as at the date of this notice following the Subdivision and Consolidation.

The authority sought under Resolution 4 will expire at the conclusion of the 2017 Annual General Meeting of the Company.

#### ***Disapplication of pre-emption rights (Resolution 5)***

If the Directors wish to allot new shares for cash, the new shares must be offered first to existing Shareholders in proportion to their existing shareholdings. An offer of this type is called a "rights issue" or a "pre-emptive offer" and a Shareholder's entitlement to be offered the new shares is known as a "pre-emption right". For legal, regulatory and practical reasons, however, it might not be possible or desirable for new shares allotted by means of a rights issue or other pre-emptive offer to be offered to certain Shareholders, particularly those residents overseas. Furthermore, it might in some circumstances be in the Company's interests for the Directors to be able to allot some shares for cash without having to offer them first to existing Shareholders. To enable this to be done, Shareholders' pre-emption rights must be disapplied. Accordingly Resolution 5 will empower the Directors to allot ordinary shares in connection with a rights issue to Shareholders and to allot a limited number of new equity securities without Shareholders' pre-emption rights applying to such allotment. Specifically: paragraph (a) will disapply Shareholders' pre-emption rights by empowering the Directors to allot shares to satisfy the exercise of existing Options or warrants; paragraph (b) will confer authority on the Directors to make any arrangements which may be necessary to deal with any legal, regulatory or practical problems arising on a rights issue, an open offer or any other pre-emptive offer in favour of ordinary Shareholders, for example, by excluding certain overseas Shareholders for such issue or offer; and paragraph (c) will disapply Shareholders'

pre-emption rights by empowering the Directors to allot shares on a non-pre-emptive basis, but only up to an aggregate nominal value of £55,000 representing an aggregate of up to approximately 67 per cent of the Company's issued ordinary share capital as at the date of this notice.

The authorities sought under Resolution 5 will expire at the conclusion of the 2017 Annual General Meeting of the Company.

### **Recommendation**

**The Directors believe that the Subdivision, Consolidation and the Share Authority Increase are in the best interests of the Company and its Shareholders as a whole and recommend that you vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of their combined holding of 241,965,468 Ordinary Shares, representing 5.89 per cent. of the issued share capital of the Company.**

Yours faithfully

Ewen Ainsworth  
Chairman



## **NOSTRA TERRA OIL AND GAS COMPANY PLC**

Finsgate, 5-7 Cranwood Street, London EC1V 9EE

### **Notice of General Meeting**

Notice is hereby given that a General Meeting of Nostra Terra Oil and Gas Company Plc ('the Company') will be held at the offices of Jeffreys Henry LLP at Finsgate, 5-7 Cranwood Street, London EC1V 9EE on 31 May 2016 at 11:00 am for the purpose of considering and, if thought fit, passing the following Resolutions which will be proposed as ordinary resolutions in the cases of Resolutions 2-4 and as special resolution in the case of Resolutions 1 and 5.

### **SPECIAL RESOLUTION**

- 1 That the articles of association of the Company be amended as follows:
  - a. by inserting the following definition at article 1:

“Deferred Shares: the deferred shares in the capital of the Company with the rights set out in Article 12”
  - b. by inserting the following as article 12:
    - “12. The rights and restrictions attached to the Deferred Shares shall be as follows:
      - 12.1. As regards income the holders of the Deferred Shares shall not be entitled to receive any dividend out of the profits of the Company available for distribution and resolved to be distributed in respect of any financial year or any other income or right to participate therein.
      - 12.2. As regards capital on a distribution of assets on a winding-up or other return of capital (otherwise than on conversion or redemption on purchase by the Company of any of its shares) the holders of the Deferred Shares shall be entitled to receive the amount paid up on their shares after there shall have been distributed (in cash or in specie) to the holders of the Ordinary Shares the amount of £100,000,000 in respect of each Ordinary Share held by them respectively. For this purpose distributions in currency other than sterling shall be treated as converted into sterling, and the value for any distribution in specie shall be ascertained in sterling, in each case in such manner as the Directors of the Company in general meeting may approve. The Deferred Shares shall not entitle the holders thereof to any further or other right of participation in the assets of the Company.
      - 12.3. As regards voting the holders of Deferred Shares shall not be entitled to receive notice of or to attend (either personally or by proxy) any general meeting of the Company or to vote (either personally or by proxy) on any resolution to be proposed thereat.
      - 12.4. The rights attached to the Deferred Shares shall not be deemed to be varied or abrogated by the creation or issue of any new shares ranking in priority to or *pari passu* with or subsequent to such shares. In addition neither the passing by the Company of any resolution for the cancellation of the Deferred Shares for no consideration by means of a reduction of capital requiring the confirmation of the Court nor the obtaining by the Company nor the making by the Court of any order confirming any such reduction of capital nor the becoming effective of any such order shall constitute a variation, modification or abrogation of the rights attaching to the Deferred Shares and accordingly the Deferred Shares may at any time be cancelled for no consideration by means of a reduction of capital effected in accordance with applicable legislation without sanction on the part of the holders of the Deferred Shares.

- 12.5. Notwithstanding any other provision of these Articles, the Company shall have the power and authority at any time to purchase all or any of the Deferred Shares for an aggregate consideration of £1.
- 12.6. The Company shall have irrevocable authority to appoint any person to execute on behalf of the holders of the Deferred Shares a transfer/cancellation of the Deferred Shares and/or an agreement to transfer/cancel the same, without making any payment to the holders of the Deferred Shares to such person or persons as the Company may determine as custodian thereof and, pending such transfer and/or cancellation and/or purchase, to retain the certificate(s) if any, for such shares.
- 12.7. The Company may, at its option and subject to compliance with the provisions of applicable legislation, at any time after the adoption of this Article, cancel such shares by way of reduction of capital for no consideration.
- 12.8. Notwithstanding any other provision of these Articles, and unless specifically required by the provisions of applicable legislation, the Company shall not be required to issue any certificates or other documents of title in respect of the Deferred Shares.”

c. subsequent numbering of the articles of association to be sequentially amended.

#### **ORDINARY RESOLUTIONS**

- 2 That, subject to the passing of Resolution 1, with effect from 23.59 hours on the date of the passing of this resolution:
  - 2.1 each of the Existing Ordinary Shares of 0.1p each be subdivided into one Deferred Share of 0.098p each and one new Ordinary Share of 0.002p each (“Subdivided Shares”); and
  - 2.2 the Subdivided Shares will have the same rights and be subject to the same restrictions as the Existing Ordinary Shares in the Company’s articles of association (“Articles”) and the Deferred Shares will have the rights and be subject to the restrictions set out in the Articles.
- 3 That, subject to the passing of Resolutions 1 and 2, all of the Subdivided Shares of 0.002p in the capital of the company be consolidated into ordinary shares of 0.1p on the basis of 50 Subdivided Shares of 0.002p for each new ordinary share of 0.1p. Any fractions of ordinary shares of 0.1p each to which any holder of ordinary shares would otherwise be entitled arising from such consolidation shall not be allotted but shall be aggregated and consolidated so far as is possible into ordinary shares of 0.1p each and retained or (if any such arrangement can be made) sold for the benefit of the Company. For the purposes of implementing the provisions of this paragraph the Board may appoint some person to execute transfers or renunciations on behalf of persons otherwise entitled to such fractions and generally may make all arrangements which appear to them to be necessary or appropriate for the settlement and disposal of fractional entitlements. Fractional entitlements will not be paid to individual shareholders unless they exceed £3.
- 4 That in substitution for all existing and unexercised authorities, the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (‘the Act’) to exercise all or any of the powers of the Company to allot Relevant Securities (as defined in this Resolution) up to a maximum nominal amount of £55,000 provided that this authority shall, unless previously revoked or varied by the company in general meeting, expire on the earlier of the conclusion of the 2017 Annual General Meeting of the Company or 15 months after the passing of this Resolution, unless renewed or extended prior to such time except that the directors of the Company may before the expiry of such period make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of such period and the directors of the Company may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. In this Resolution, “Relevant Securities” means any shares in the

capital of the Company and the grant of any right to subscribe for, or to convert any security into, shares in the capital of the Company (“Shares”) but does not include the allotment of Shares or the grant of a right to subscribe for Shares in pursuance of an employee’s share scheme or the allotment of Shares pursuant to any right to subscribe for, or to convert any security into, Shares.

### **SPECIAL RESOLUTION**

5 That in substitution for all existing and unexercised authorities and subject to the passing of the preceding Resolution, the directors of the Company be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred upon them by the preceding Resolution as if section 561(1) of the Act did not apply to any such allotment provided that the power conferred by this Resolution, unless previously revoked or varied by special resolution of the Company in general meeting, shall be limited to:

- (a) the allotment of New Ordinary Shares of 0.1p each in the capital of the Company (“Ordinary Shares”) arising from the exercise of options and warrants outstanding at the date of this Resolution;
- (b) the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all such shareholders are proportionate (as nearly as may be) to the respective numbers of the ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory; and
- (c) the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities up to an aggregate nominal amount of £55,000;

and shall expire on the earlier of the date of the 2017 Annual General Meeting of the Company or 15 months from the date of the passing of this Resolution save that the Company may before such expiry 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.

*Registered Office:*  
Finsgate  
5-7 Cranwood Street  
London EC1V 9EE

*By order of the Board*  
International Registrars Limited  
Company Secretary

12 May 2016

#### **Notes to the Notice of General Meeting Entitlement to attend and vote**

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company’s register of members 48 hours (excluding non-business days) before the time of the Meeting shall be entitled to attend and vote at the Meeting.

#### **Appointment of proxies**

2. If you are a member of the Company at the time set out in note 1 above, whether or not you are able to attend the meeting, you may use the enclosed form of proxy to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

4. 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. To appoint more than one proxy, please contact the registrars of the Company, Share Registrars Limited on 01252 821 390.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

#### **Appointment of proxy using hard copy proxy form**

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be: completed and signed;

sent or delivered to Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL or by facsimile transmission to 01252 719 232; and

received by Share Registrars Limited no later than 48 hours (excluding non-business days) prior to the Meeting.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

#### **Appointment of proxy by joint members**

7. 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 register of members in respect of the joint holding (the first-named being the most senior).

#### **Changing proxy instructions**

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited on 01252 821 390.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### **Termination of proxy appointments**

9. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL or by facsimile transmission to 01252 719 232. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, the revocation notice must be received by Share Registrars Limited no later than 48 hours (excluding non-business days) prior to the Meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

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.

#### **Issued shares and total voting rights**

10. As at 12 May 2016 the Company's issued share capital comprised 4,110,347,691 Ordinary Shares. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 12 May 2016 is 4,110,347,691.

#### **Communications with the Company**

11. Except as provided above, members who have general queries about the Meeting should telephone Share Registrars Limited on 01252 821390 (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of general meeting; or any related documents (including the

chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

#### CREST

12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual.

CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [euroclear.com/CREST](http://euroclear.com/CREST)).

The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: 7RA36) by the latest time(s) for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of CREST by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the **Uncertificated Securities Regulations 2001**.

#### Articles

13. Copies of the new articles of association are available for inspection on the Company's website [www.ntog.com](http://www.ntog.com).

**Form of Proxy for use at the General Meeting**

**NOSTRA TERRA OIL AND GAS COMPANY PLC**

(Registered in England and Wales with company number 05338258)

I, a Member of **NOSTRA TERRA OIL AND GAS COMPANY PLC** (hereinafter referred to as 'the Company') and entitled to vote, hereby appoint the Chairman, or \_\_\_\_\_ as my proxy to attend and vote for me and on my behalf at the General Meeting of the Company to be held on 31 May 2016 at 11:00 am and at any adjournment thereof.

*(Please indicate below how you wish your votes to be cast. If the Form Of Proxy is returned without any indication as to how the proxy should vote on any particular matter, the proxy will vote as they think fit.)*

<b>Special Resolution</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
1 To amend the articles of association.			
<b>Ordinary Resolutions</b>			
2 To subdivide the existing share capital of the Company.			
3 To consolidate the share capital of the Company.			
4 To authorise the Directors to allot relevant securities up to a maximum nominal amount of £55,000.			
<b>Special Resolution</b>			
5 To dis-apply pre-emption rights over a maximum nominal amount of £55,000.			

Signature
Date
Full name
Address

## NOTES

1. Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend and vote at the Meeting. A member so entitled may appoint (a) proxy(ies), who need not be (a) member(s), to attend and vote on his/her behalf.
2. 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. To appoint more than one proxy, please contact the registrars of the Company, Share Registrars Limited on 01252 821 390.
3. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please insert his/her name and delete "the Chairman of the Meeting or".
4. Please indicate how you wish your proxy to vote by deleting either for or against. Unless otherwise instructed the person appointed a proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution as he/she thinks fit.
5. A corporation must seal this Form of Proxy or have it signed by an officer or attorney or other person authorised to sign on its behalf. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with this Proxy Form.
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 votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
7. Pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, members will be entitled to attend and vote at the meeting if they are registered on the Company's register of members 48 hours (excluding non-business days) before the time appointed for the meeting or any adjournment thereof.
8. To be valid this Form of Proxy must reach Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL or by facsimile transmission to 01252 719 232 not later than 48 hours (excluding non-business days) before the time of the Meeting. Lodgement of a Form of Proxy does not preclude a member from attending the Meeting and voting in person.