

**Special Resolutions****JKX Oil & Gas plc – Company Number 3050645****Date Resolutions Passed: 29<sup>th</sup> May 2008****At the Annual General Meeting****Special Resolution 1**

That, in substitution for any existing authority pursuant to section 166 of the Companies Act 1985, the Company be and is hereby generally authorised to make market purchases (within the meaning of section 163 of the Act) pursuant to and in accordance with section 166 of the Act of fully paid ordinary shares in the capital of the Company upon and subject to the following conditions but otherwise unconditionally

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 15,604,932 (representing approximately 10 per cent of the issued ordinary share capital of the Company as at 29 May 2008),
- (b) the maximum price which may be paid for each such ordinary share shall be an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased (exclusive of expenses) and the minimum price which may be paid for such ordinary share shall be the nominal value of such ordinary share at the time of such purchase (exclusive of expenses), and
- (c) unless previously varied, revoked or renewed, the authority conferred by this resolution shall expire on the earlier of the date 15 months after the passing of this resolution and at the conclusion of the next AGM of the Company after the date on which this resolution is passed, provided that the Company may before such expiry date enter into a contract to purchase ordinary shares under this authority which will or may be completed or executed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares in pursuance of such contract

**Special Resolution 2:**

That the Company's Articles of Association be amended as follows

- (a) by deleting from the first sentence of Article 49 the words "or an extraordinary general meeting called for the passing of a special resolution" and by deleting from the second sentence the word "extraordinary",
- (b) by deleting Article 107 and replacing it with the following new Article

"107 (1) A Director who is in any way, whether directly or indirectly, interested in a transaction or arrangement with the Company shall, at a meeting of the Board, declare in accordance with the Acts the nature of his interest For the purposes of this Article and Articles 108 and 110

- (a) a general notice given to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified,
- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his, and
- (c) an interest of a person who is connected with a Director shall be treated as an interest of the Director

(2) For the purpose of section 175 of the Companies Act 2006, the Directors shall have the power to authorise any matter which would or otherwise might constitute or give rise to a breach of duty of a Director under that section of the Companies Act 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company

(3) Authorisation of a matter under paragraph (2) above shall be effective only if

- (a) the matter in question shall have been proposed in writing for consideration at a meeting of the Directors, in accordance with the Board's normal procedures or in such manner as the Directors may approve,
- (b) any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question and any other interested Director, and
- (c) the matter was agreed to without the interested Directors voting or would have been agreed to if the votes of the interested Directors had not been counted

(4) Any authorisation of a matter pursuant to paragraph (2) above shall extend to any actual or potential conflict of interest which might reasonably be expected to arise out of the matter so authorised

(5) Any authorisation of a matter under paragraph (2) above shall be the subject of such conditions or limitations as the Directors may determine, whether at the time such authorisation is given or subsequently, and may

be determined by the Directors at any time. A Director shall comply with any obligations imposed on him by the Directors pursuant to any such authorisation.

(6) Any authorisation of a matter under paragraph (2) above may provide that, where a Director obtains (other than through his position as a Director of the Company) information that is confidential to a third party, he will not be obliged to disclose it to the Company or to use it in relation to the Company's affairs in circumstances where to do so would amount to a breach of that confidence.

(7) The provisions of paragraphs (2) to (6) above shall take effect on 1 October 2008 or any other date on which section 175 of the Companies Act 2006 comes into effect.

(c) by deleting from the first sentence of Article 108 the words "Article 107" and inserting instead the words "Article 107(1) and, once such provisions come into effect, provided that the matter has been authorised by the Directors in accordance with paragraph (2) of Article 107", and

(d) by replacing in Article 104 the amount of £250,000 with the amount of £500,000.