

Company Number: 4006418



FIRSTAFRICA OIL PLC

Notice is hereby given that at an Extraordinary General Meeting of FirstAfrica Oil PLC held on 7 March 2006 the following resolutions were passed, of which Resolutions 1, 2 and 3 were passed as Ordinary Resolutions and Resolution 4 was passed as a Special Resolution:

Ordinary Resolutions

- 1 THAT the amendments proposed in a deed of amendment (the "Chad Option Amendment Agreement") between the Company (1) Energem Petroleum Corporation Limited (2) and Energem Petroleum Corporation Chad Limited (3) relating to an option agreement dated 14 January 2005 between these parties (the "Chad Option Agreement") as summarised in the circular of which this Notice forms part (the "Circular") be and is hereby approved and the Directors be and are hereby authorised to cause the Chad Option Amendment Agreement and all matters provided therein or related thereto to be completed, and at their discretion, to amend, waive, vary and/or extend any of the terms of the Chad Option Amendment Agreement and/or any other document referred to therein and/or connected therein in whatever way they may consider to be or become necessary and/or desirable (other than to any material adverse extent for the Company) and to do and/or procure all such other acts and/or things as they may consider necessary and/or desirable in connection therewith.
- 2 THAT the authorised share capital of the Company be and is hereby increased by £2,600,000 from £2,000,000 to £4,600,000 by the creation of 2,600,000,000 additional Ordinary Shares of £0.001 each.
- 3 THAT, subject to and conditional upon the passing of Resolution 2 above and in substitution for all existing authorities, the Directors of the Company be hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 (the "Act") to allot relevant securities up to an aggregate nominal amount of £1,049,890.65 (which includes up to £406,875 in nominal amount representing the grant of conversion rights over principal and interest (accrued up to 7 June 2006) under loan notes ("the Loan Notes") that were issued pursuant to a loan note instrument dated 3 February 2006 ("the Loan Note Instrument") details of which are set out in the Circular and the allotment of up to 406,875,000 Ordinary Shares that may be issued on conversion of the Loan Notes) for the period expiring on the fifth anniversary of the passing of this Resolution (provided that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted after such expiry and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired).

Special Resolution

- 4 THAT, subject to and conditional upon the passing of the Resolutions numbered 2 and 3 above, the Directors are hereby given power, in substitution for all existing authorities, in accordance with section 95 of the Act to allot equity securities (within

the meaning of section 94 of that Act) pursuant to the authority conferred by Resolution 3 above as if section 89(1) of the Act did not apply to the allotment provided that such power shall be limited to:

- (a) the allotment of up to 16,666,667 Ordinary Shares credited as fully paid, pursuant to a termination agreement dated 3 February 2006 relating to the termination of a services agreement dated 14 January 2005 (details of which are set out in the Circular);
- (b) the allotment of up to £406,875 in nominal amount representing the grant of conversion rights over principal and interest under the Loan Notes that were issued pursuant to the Loan Note Instrument and the allotment of up to 406,875,000 Ordinary Shares that may be issued on conversion of the Loan Notes into Ordinary Shares credited as fully paid, pursuant to the Loan Note Instrument;
- (c) the allotment of equity securities in connection with an offer of equity securities open for acceptance for a period fixed by the Board to holders of equity securities on the register of members of the Company on a date fixed by the Board in proportion (as nearly as may be) to their respective holdings of such securities or in accordance with the rights attached thereto but subject to such exclusion or other arrangements as the Board may deem necessary or expedient to deal with:
 - (i) fractional entitlements; or
 - (ii) directions from any holders of shares to deal in some other manner with their respective entitlements; or
 - (ii) legal or practical problems arising in any overseas territory; or
 - (iii) the requirements of any regulatory body or stock exchange;
- (d) the allotment of equity securities pursuant to the terms of any share option scheme adopted by the Company;
- (e) the allotment of equity securities (otherwise than pursuant to subparagraphs (a), (b), (c) or (d) above) up to an aggregate nominal value of £94,586.10;

and the power hereby conferred shall expire 15 months after the dated of passing this resolution or on the expiration of the period from the date of such resolution is passed to the date of the next AGM is held (whichever first occurs) but may not be previously revoked or varied by Special Resolution and so that the Company may before such expiry make an offer or agreement which will or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if such power had not expired.

.....
Secretary