

Company No. 05030838

THE COMPANIES ACTS 1985 to 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION

of

ENDEAVOUR ENERGY UK LIMITED

(the "Company")

17 February 2010

(the "Circulation Date")

We, the undersigned, being the person who at the circulation date of this resolution has the right to attend and vote at a general meeting of the Company, and holds not less than seventy-five percent of the votes which may be cast at a general meeting of the Company, irrevocably agree to the following resolution of the Company, having effect as a special resolution respectively, in accordance with Chapter 2 Part 13 of the Companies Act 2006

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended so that

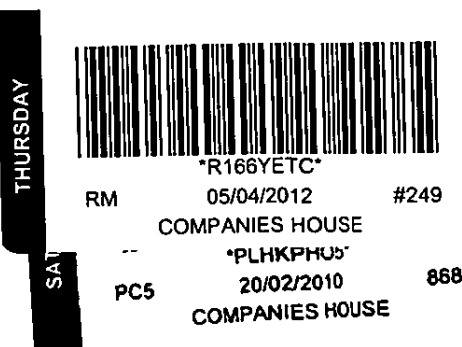
- (a) Article 5 of the Articles of Association of the Company shall be deleted, and
- (b) Regulations 8-11 of Table A shall not apply to the Company

We further consent to every variation or abrogation of the rights attaching to any class of shares of which we are a holder involved in or proposed to be effected by the passing of the resolutions set out above


for and on behalf of
Endeavour Energy North Sea, L.P.

Date 17 February 2010

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NOTES

- 1 If you agree to this resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - By Hand delivering the signed copy to Endeavour Energy UK Limited 33rd Floor City Point, One Ropemaker Street, London, EC2Y 9UE
 - Post returning the signed copy by post to Endeavour Energy UK Limited 33rd Floor City Point, One Ropemaker Street, London, EC2Y 9UE

If you do not agree to the resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the resolution, you may not revoke your agreement
- 3 Unless, by 1 March 2010, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document