

WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER OF
BALTIC PETROLEUM LIMITED
("the Company")

Dated [18th January] 2005

I, the undersigned, being the sole shareholder of the Company and, at the date of these Resolutions, constituting the only shareholder who would be entitled to attend and vote at a General Meeting of the Company, pass the following Resolutions with immediate effect and agree that the Resolutions shall, for all purposes, be as valid and effective as if they had been passed by me at a General Meeting of the Company duly convened and held. I also confirm that these Written Resolutions are passed in accordance with the Articles of Association.

Ordinary Resolutions

- (1) That the authorised share capital of the Company be increased from £100 to £1,000 by the creation of 900 ordinary shares of £1 each ranking pari passu for all purposes with the existing ordinary shares of £1 in the capital of the Company.
- (2) That the entire authorised share capital of the Company (after the increase referred to in Resolution (1) above) be subdivided into 100,000 ordinary shares of 1 pence each.
- (3) That pursuant to the Companies Act 1985 Section 80 the directors are generally authorised for a period of 5 years from the date of the adoption of this resolution to exercise the power of the Company to allot shares to the amount of the authorised share capital of the Company as at the date hereof (and including the increased share capital pursuant to Resolution (1) above) and the directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit provided always that this authority may be varied or revoked by an ordinary resolution of the Company.

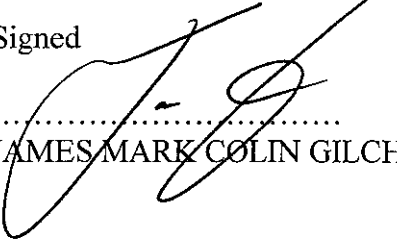
Special Resolution

- (4) That, pursuant to clause 3(b) of the Articles of Association of the Company, the directors are directed to exercise the power of the Company to allot and issue shares in the following amounts and to the following persons:
 - a. SIMON LEIGH ESCOTT – 18,000 ordinary shares of 1 pence each;
 - b. JAMES CHARLES POCKNEY – 11,000 shares ordinary shares of 1 pence each;



- c. JAMES MARK COLIN GILCHRIST – 10,900 shares ordinary shares
of 1 pence each.

Signed



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JAMES MARK COLIN GILCHRIST