THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you should consult a person authorised for the purposes of the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.

If you have sold or transferred all of your Ordinary Shares, please send this document and the accompanying form of to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

THE WHOLE OF THE TEXT OF THIS DOCUMENT SHOULD BE READ AND, IN PARTICULAR, YOUR ATTENTION IS DRAWN TO THE SECTION ENTITLED "RISK FACTORS" SET OUT IN PART 2 OF THIS DOCUMENT.

Sirius Petroleum PLC ("Company"), the Directors and Proposed Director, whose names appear on page 9 of this document, accept responsibility, individually and collectively, for the information contained in this document and its compliance with the AIM Rules for Companies. To the best of the knowledge and belief of the Company, the Directors and Proposed Director (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 affect the import of such information.

No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such information or representations must not be relied upon as having been so authorised. Neither the delivery of this document nor any placing made pursuant to it will, under any circumstances, create any implication that there has been any change in the affairs of the Company since the date of this document or that the information in it is correct at any time subsequent to its date.

This document does not comprise a prospectus and has not been filed with the Financial Services Authority, but comprises an AIM admission document and has been prepared in accordance with the AIM Rules for Companies. Application will be made in accordance with the AIM Rules for Companies for the Ordinary Shares of the Company, already in issue and to be issued, to be admitted to trading on AIM. It is expected that such application to AIM will become effective and that dealings will commence on 24 March 2011.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Each AIM company is required pursuant to the AIM Rules for Companies to have a nominated adviser. The nominated adviser is required to make a declaration to the London Stock Exchange on admission in the form set out in Schedule Two of the AIM Rules for nominated advisers. The London Stock Exchange has not itself examined or approved the contents of this document.

SIRIUS PETROLEUM

SIRIUS PETROLEUM PLC

(incorporated in England and Wales with registered number 05181462)

PROPOSED INVESTING STRATEGY

SUBSCRIPTION FOR 68,000,000 ORDINARY SHARES AT 5 PENCE PER SHARE

APPLICATION FOR ADMISSION TO TRADING ON AIM

NOTICE OF ANNUAL GENERAL MEETING

Nominated Adviser & Broker

STRAND HANSON LIMITED

Strand Hanson Limited ("Strand Hanson"), which is authorised and regulated in the United Kingdom by the Financial Services Authority and a member of the London Stock Exchange, is acting as nominated adviser to the Company in connection with the proposed admission of the Enlarged Share Capital to trading on AIM. Its responsibilities as the Company's nominated adviser under the AIM Rules are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person, in respect of his decision to acquire shares in the Company in reliance on any part of this document. Strand Hanson is not acting for anyone else and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice in relation to the contents of this document or the Admission of the Share Capital to trading on AIM. No representation or warranty, express or implied, is made by Strand Hanson as to the contents of this document, without limiting the statutory rights of any person to whom this document is issued. Strand Hanson will not be offering advice, and it will not otherwise be responsible for providing customer protections to recipients of this document or for advising them on the contents of this document or any other matter.

No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such information or representations must not be relied upon as having been so authorised. Neither the delivery of this document nor any subscription made pursuant to it will, under any circumstances, create any implication that there has been any change in the affairs of the Company since the date of this document or that the information in it is correct at any time subsequent to its date.

This document contains certain forward looking statements that involve risks and uncertainties. All statements other than statements of historical facts contained in this document, including statements regarding the Group's future financial position, business strategy and plans, business model and approach and objectives of management for future operations, are forward-looking statements. Generally, the forward-looking statements in this document use words like "anticipate", "believe", "could", "estimate", "expect", "future", "intend", "may", "opportunity", "plan", "potential", "project", "seek", "will" and similar terms. The Group's actual results could differ materially from those anticipated in the forward looking statements as a result of many factors, including the risks faced by the Group which are described in this Part 2 and elsewhere in this document. Investors are urged to read this entire document carefully before making an investment decision. The forward looking statements in this document are based on the beliefs and assumptions of the Directors and information only as of the date of this document, and the forward looking events discussed in this document might not occur. Therefore, investors should not place any reliance on any forward looking statements. Except as required by law, the Directors and Proposed Director undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future earnings, or otherwise.

Notice of the annual general meeting of Sirius Petroleum PLC to be held at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG at 11.00 a.m. on 21 March 2011 is set out in appendix 1 on page 56 of this document. Whether or not you intend to attend the meeting, it is important that you complete and return the form of proxy accompanying this document as soon as possible and in any event so as to be received by the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Kent BR3 4TU not later than 11.00 a.m. on 23 March 2011.

CONTENTS

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	28 February 2011
Latest time and date for receipt of forms of proxy	11.00 a.m. on 21 March 2011
Annual General meeting	11.00 a.m. on 23 March 2011
Admission effective and dealings expected to commence in the Enlarged Share Capital on AIM	24 March 2011
CREST accounts to be credited (as applicable)	24 March 2011
Definitive share certificates for the Subscription Shares expected to be despatched	by 7 April 2011

All references to times are to the time in the UK.

SUBSCRIPTION STATISTICS

Existing issued share capital	520,827,720
Subscription Shares	68,000,000
Subscription Shares as a percentage of the Enlarged Share Capital	9.42 per cent.
Transaction Shares	132,898,610
Transaction Shares as a percentage of the Enlarged Share Capital	18.41 per cent.
Enlarged share capital	721,726,330
Outstanding share options	59,000,000
Outstanding warrants and shares due to Taglient and Strand Hanson on a Reverse Takeover or transaction	291,800,000
Fully diluted share capital	1,072,526,330
Subscription Price	5 pence
Market capitalisation at the Subscription Price	£36,086,317

DEFINITIONS

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

Admission	the effective admission of the Enlarged Share Capital of the Company to trading on AIM in accordance with the AIM Rules.
AGM or Annual General Meeting	the annual general meeting of the Company, convened for 23 March 2011, notice of which is set out in appendix 1 of this document.
AIM	the AIM market operated by the London Stock Exchange.
AIM Rules	the AIM Rules for Companies and the AIM Rules for Nominated Advisers published by the London Stock Exchange from time to time.
AIM Rules for Nominated Advisers	the rules applicable to nominated advisers operating on AIM, as published by the London Stock Exchange from time to time.
Articles	the articles of association of the Company from time to time.
Board	the board of directors of the Company from time to time.
CA 2006	the Companies Act 2006.
CapInvest	Capital Investment Office Limited (registered in England with number 06967969), the sole adviser to the Capital Investment Trust.
Capital Investment Trust	Capital Investment Trust acting by its trustees IFG Investment Trust of 15 Union Street, St Helier, Jersey, Channel Islands, JE1 3FG, the legal and beneficial owner of EMMEF.
Company or Sirius	Sirius Petroleum plc, a company incorporated and registered in England and Wales with number 05181462.
Corvus	Corvus Capital Limited, a company incorporated and registered in the Cayman Islands with number 187766.
Corvus Warrant	the warrant dated 28 February 2011 granted by the Company to Corvus as described in paragraph 10.13 of Part 3 of this document.
CREST	the system for paperless settlement of trades and the holding of uncertificated securities administered by Euroclear UK & Ireland Limited.
Del Sigma	Del Sigma Petroleum Nigeria Limited, a company incorporated and registered in the Federal Republic of Nigeria with number 223866, whose registered office is at Plot 218 Trans Amadi, Industrial Layout, Port Harcourt, River State, Nigeria.

Del Sigma Transaction	the proposed acquisition by the Company of a 40 per cent. participating interest in the Ke Farmout Area (Oil Mining Lease 55), Nigeria, pursuant to the JOA.
Directors	the directors of the Company as at the date of this document whose names are listed on page 9 of this document.
EMMEF	EMMEF Investments Limited, a company incorporated and registered in Jersey with number 104920 and wholly owned by Capital Investment Trust.
EMMEF Warrant	the warrant dated 28 February 2011 granted by the Company to EMMEF as described in paragraph 10.28 of Part 3 of this document.
Enlarged Share Capital	the Ordinary Share capital of the Company as enlarged by the issue and allotment of the Subscription Shares and the Transaction Shares.
Existing Ordinary Shares	the 520,827,720 Ordinary Shares currently in issue.
Group	the Company and any subsidiary of the Company from time to time and **Group Company** will be construed accordingly.
Introduction Agreement	the introduction agreement dated 28 February 2011 between the Company, the Directors, the Proposed Director and Strand Hanson, details of which are set out in paragraph 10.21 of Part 3 of this document.
Investing Strategy	the strategy set out in paragraphs 3 to 7 of Part 1 of this document.
Joint Operating Agreement or **JOA**	the joint operating agreement dated 19 February 2010 and made between Sirius and Del Sigma, brief details of which are set out in paragraph 10.15 of Part 3 of this document, as varied by a letter agreement dated 28 September 2010 between the Company and Del Sigma.
London Stock Exchange	London Stock Exchange plc.
Official List	the official list of the United Kingdom Listing Authority.
Option Agreement	the agreement dated 25 February 2011 and made between Sirius and Del Sigma, brief details of which are set out in paragraph 10.16 Part 3 of this document.
Ordinary Shares	ordinary shares of 0.25 pence each in the capital of the Company.
Proposals	together, the Resolutions, Subscription and Admission, each as described in Part 1 of this document.
Proposed Director	Jack Pryde.
Renewal	the renewal of Del Sigma's 100 per cent. participating interest in the Ke Field, Nigeria, by the Department of Petroleum Resources of Nigeria.

Resolutions	the resolutions to be proposed at the AGM as set out in the notice of AGM at the end of this document and reference to a "Resolution" is to the relevant resolution set out in the notice of AGM.
Reverse Takeover	an acquisition which would be of a size or nature to be deemed a reverse takeover under rule 14 of the AIM Rules.
Share Dealing Code	the code on dealings in the Company's securities adopted by the Company, and which complies with the AIM Rules.
Shareholders	shareholders in the Company.
SOGL	Sirius Oil & Gas Limited, a company incorporated in the British Virgin Islands with number 1480233. Note that this company is different from the English company of the same name which is a subsidiary of the Company.
Strand Hanson	Strand Hanson Limited, the Company's nominated adviser and broker.
Strand Warrant	the warrant dated 28 February 2011 granted by the Company to Strand Hanson Securities Limited as described in paragraph 10.20 of Part 3 of this document.
Subscription	the subscription by subscribers for the Subscription Shares.
Subscription Price	5 pence per Subscription Share.
Subscription Shares	the 68,000,000 new Ordinary Shares to be offered to subscribers pursuant to the Subscription.
subsidiary and subsidiary undertaking	have the meanings given to them by CA 2006.
Taglient	Taglient Oil Nigeria Limited, a company incorporated and registered in Nigeria with number RC 600925.
Target Investment	an investment that contains characteristics that match the Company's investing strategy as set out in paragraphs 3 to 7 of Part 1 of this document.
Transaction Shares	52,000,000 new Ordinary Shares to be issued to SOGL on Admission, the 65,000,000 new Ordinary Shares to be issued to EMMEF on Admission, the 12,000,000 new Ordinary Shares to be issued to Strand Hanson Securities Limited on Admission and the 3,898,610 new Ordinary Shares to be issued on Admission pursuant to the convertible loan agreements described in paragraphs 10.29 and 10.31 of Part 3 of this document.
UK or **United Kingdom**	the United Kingdom of Great Britain and Northern Ireland.

United Kingdom Listing Authority	the Financial Services Authority, acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000 as amended.
US or **United States**	the United States of America, its territories and possessions, any state of the United States of America and the district of Columbia and all other areas subject to its jurisdiction.
US$	US dollars, the lawful currency of the United States.
US person	a citizen or permanent resident of the United States, as defined in Regulation S promulgated under the Securities Act 1933.

DIRECTORS, SECRETARY AND ADVISERS

Directors	Babatunde Olusegun Agboola *(Non-executive Deputy chairman from Admission)* Toby Jonathan Hayward *(Chief executive officer from Admission)* Michael Brian Victor Cudworth Hirschfield *(Finance director from Admission)* Graham Langham Porter *(Non-executive director)* Olukayode Olufemi Kuti *(Non-executive director)*
Proposed Director	Jack Pryde *(Non-executive chairman)*
Registered office	2nd Floor, Stanmore House 29-30 St James's Street London SW1A 1HB
Company Secretary	Kitwell Consultants Limited Kitwell House The Warren Radlett WD7 7DU
Nominated Adviser and Broker	Strand Hanson Limited 26 Mount Row London W1K 3SQ
Solicitors to the Company	Fladgate LLP 16 Great Queen Street London WC2B 5DG
Solicitors to the Nominated Adviser and Broker	Cobbets LLP 70 Gray's Inn Road London WC1X 8BT
Auditors and Reporting Accountants	Grant Thornton UK LLP Registered Auditor Chartered Accountants Enterprise House 115 Edmund Street Birmingham B3 2HJ
Registrars	Capita Registrars Limited The Registry 34 Beckenham Road Kent BR3 4TU
Company's website	www.siriuspetroleum.com
ISIN	GB00B03VVN93
AIM symbol	SRSP

PART 1

LETTER FROM THE CHAIRMAN

SIRIUS PETROLEUM PLC

Stanmore House, 29-30 St James's Street London SW1A 1HB
(incorporated in England and Wales with registered number 05181462)

Directors:

Babatunde Olusegun Agboola *(currently chairman, non-executive deputy chairman from Admission)*
Toby Jonathan Hayward *(Chief executive officer from Admission)*
Michael Brian Victor Cudworth Hirschfield *(Finance director from Admission)*
Graham Langham Porter *(Non-executive director)*
Olukayode Olufemi Kuti *(Non-executive director)*

Proposed Director:

Jack Pryde *(Non-executive chairman from Admission)*

28 February 2011

Dear Shareholder,

Proposed Investing Strategy

Subscription of 68,000,000 new Ordinary Shares

Application for admission to trading on AIM

Notice of Annual General Meeting

1. Introduction

On 14 February 2011, the Company announced the cancellation of its trading facility on AIM with effect from 15 February 2011 and its intention to return to AIM as a new applicant.

The Company today announces the termination of its agreement with Del Sigma pursuant to which the Company would have acquired a 40 per cent. participating interest in the Ke Farmout Area in Nigeria. As a result of the termination of the JOA with Del Sigma, the Company also announces today the Company's proposed Investing Strategy, which, if approved by Shareholders, will result in the Company being admitted to trading on AIM as an investing company under Rule 8 of the AIM Rules.

This document explains the rationale for the Board's decision to terminate its agreement with Del Sigma and the Company's proposed Investing Strategy, which is subject to Shareholder approval at the Annual General Meeting, notice of which is set out in Appendix 1 of this document.

Irrevocable undertakings to vote in favour of the Resolutions have been received from all of the Directors and certain Shareholders in respect of, in aggregate, 293,955,692 Ordinary Shares, representing approximately 56.44 per cent. of the Existing Ordinary Shares.

Shareholders should read the whole of this document.

2. The abortive Del Sigma Transaction

On 13 October 2010, the Company sent its Shareholders a circular relating to the acquisition of a 40 per cent. participating interest in the Ke Field in Nigeria. The acquisition was

conditional, among other things, on the renewal by the Department of Petroleum Resources in Nigeria, of the award of a 100 per cent. participating interest in the Ke Farmout Area to Del Sigma. The deadline for receipt of the Renewal was 31 December 2010. The Company had received assurances at the highest level in Nigeria that the Renewal would be forthcoming imminently. Despite subsequent assurances, and the Company's best efforts, the Renewal was not awarded to Del Sigma by 31 December 2010. As a result, the placing commitments that the Company had received at that time, in respect of a £15.6 million (before expenses) fundraising, lapsed meaning that even if the Renewal was granted subsequently, the Company would not have sufficient working capital to meet its obligations under the Joint Operating Agreement.

The failure to complete the Del Sigma Transaction meant that, under the AIM Rules, the Company had failed to implement its investing strategy within 18 months of the extraordinary general meeting held on 19 August 2008. As such the Company's trading facility on AIM was cancelled on 15 February 2011. The Directors, however, continue to believe that the Company has the ability to execute a transaction, or transactions, in the oil and gas sector which could enhance shareholder value and that a trading facility on AIM is necessary to achieve these objectives. Accordingly, the Directors are recommending the adoption of the new Investing Strategy at the Annual General Meeting. If the Investing Strategy is approved at the AGM, the Company will be admitted to AIM as a new applicant and trading in the Company's Ordinary Shares should commence on 24 March 2011. **If the strategy is not approved at the AGM, Admission will not happen and the Company will remain de-listed.**

Whilst the Company has terminated the Joint Operating Agreement and is under no further obligation to Del Sigma, it has entered into the Option Agreement whereby, if the Renewal is granted, the Company may at its sole option require Del Sigma to enter into an agreement on substantially the same terms as the Joint Operating Agreement. The exercise of the Company's option under the Option Agreement will, in all likelihood, constitute a Reverse Takeover under the AIM Rules and will therefore be conditional upon Shareholder approval following the publication by the Company of a circular constituting an AIM admission document. Further details of the Option Agreement are set out in paragraph 10.16 of Part 3 of this document.

3. Overview of the Company

Since April 2007, the Company has had no substantive trading business following the decision to cease the business of developing and using aggregation software in the gaming industry. Since that date, the Company has been classified as an investing company under the AIM Rules. The Company's strategy was to identify oil and gas opportunities in Africa, the Americas, Europe or Australasia. As set out in paragraph 2 above, the Company has not been able to implement its strategy within the agreed timeframe and is, therefore, seeking Shareholder approval for the proposed Investing Strategy.

Although, on Admission, the Company will have no trading business, it is the Board's intention to identify suitable investments in the oil and gas sector using as consideration, where appropriate, the issue of new Ordinary Shares or the cash proceeds of an issue of new Ordinary Shares. The Directors and Proposed Director intend that the first acquisition will be a Reverse Takeover (and therefore will require shareholder approval) to provide the Company with an operating business. Following the initial acquisition the Board will re-evaluate the strategy of the Company. The first acquisition could be the Del Sigma Transaction, if the Renewal is awarded and if the Company decides, in its sole discretion, to exercise its rights under the Option Agreement.

The purpose of the Subscription is to raise additional funds to allow the Company to implement the Investing Strategy. The net proceeds of the Subscription will be used to meet the unavoidable costs associated with the Del Sigma Transaction and to investigate potential investments in line with the Investing Strategy and to provide the Company with general working capital.

4. Opportunity

The Directors and Proposed Director believe that a number of opportunities exist in the oil and gas sector to acquire undervalued assets and companies. The following elements underpin the Directors' and Proposed Director's belief.

- Current oil demand forecasts for developing countries, including, in particular, China, India and Brazil, support continued strong worldwide demand for oil and gas. China is now the world's largest energy user and reports[1] suggest that energy consumption in China may increase by 75 per cent. from 2008 to 2035 as the Chinese economy continues to grow.
- As the world recovers from the current economic down-turn, the Board considers that growth in developing countries will speed up again which will, in turn, increase demand for oil and gas.
- The current economic climate and individual circumstances are prompting some oil companies to divest non-core assets. For example, BP plc, following the 2010 oil leak in the Gulf of Mexico, announced that it was planning an asset disposal programme of upto US$30 billion of oil and gas fields that do not fall within its criteria for further investment or where it is a junior or non-operating partner. In July 2010, Heritage Oil and Gas Limited sold significant oil and gas assets in Uganda to Tullow Oil Plc. This supports the Directors view that there are additional oil assets for sale over and above those being disposed of by BP. The Board believes that these selling trends are likely to offer the Company opportunities to make investments in under-valued oil and gas assets.
- Renewable energy technologies have so far failed to make significant contributions to meeting worldwide energy demand. Wind and solar technologies remain relatively minor energy producers compared with more conventional energy sources. The Board believes that the problems faced in scaling up renewable energy technologies mean that, even with a substantial increase in supply from renewable sources, oil and gas are likely to remain vital to meeting the world's energy needs.

5. Investment structure overview

The Directors' and Proposed Director intend to make investments in Target Investments in the oil and gas sector.

The Company will use the proceeds from the Subscription to fund its operational costs as an Investing Company under the AIM Rules and to investigate potential investments in line with its Investing Strategy.

6. Investing Strategy

The Company's objective is to generate an attractive rate of return for Shareholders, predominantly through capital appreciation, by taking advantage of opportunities to invest in the oil and gas sector. In the first instance the Company is seeking to make an acquisition within a year of Admission which would be deemed a Reverse Takeover and therefore require Shareholder approval. It does not intend to make any other smaller acquisitions or investments before then. Following the initial acquisition, as the holding company of an operating business and/or oil and gas assets, complementary or unrelated acquisitions in the oil and gas sector may be made.

The Company will seek investment opportunities to exploit rights to oil and gas resources which the Directors and Proposed Director believe are undervalued and where one or more such transactions have the potential to create long term value for Shareholders. The Board intends to focus in particular on assets located in Central and Eastern Europe and Central Asia, the North Sea and Africa.

[1] International Energy Agency 'World Energy Outlook 2010' factsheet.

The Company will seek to acquire interests in oil and gas projects such as (but not limited to) exploration permits and licences, production licences and development projects, which may be achieved through acquisitions, partnerships or joint venture arrangements. Such investments may result in the Company acquiring the whole or part of a company or project. The Company intends to be actively involved in the management of its investments.

In addition, the Company will pursue oil trading activities where it can do so at low risk. In October 2009 the Company announced that it had been granted a licence from the Department of Petroleum Resources of the Nigerian Ministry of Petroleum Resources to import refined oil products into Nigeria. The licence was granted with effect from 30 September 2009 and permits the Company, through its subsidiary Sirius Taglient Petro Limited, to import up to 10,000 metric tonnes per shipment of petroleum oil product. The licence is renewable on a quarterly basis for a nominal fee. The purpose of obtaining the import licence was to commence trading activities with a view to producing revenues and positive cash flows whilst continuing to review additional acquisition opportunities.

The strategy of the Company will be to leverage the extensive contacts of the Board and the Company's consultants to investigate the opportunities available to the Company with a view to identifying appropriate Target Investments in the oil and gas sector with some or all of the following characteristics:

- a strong management team;
- significant growth prospects;
- the likely benefit of achieving enhanced potential from access to additional working capital;
- the likelihood of benefits accruing from being part of a group with publicly traded shares;
- the scope for mutually beneficial synergies between the Company's management and any Target Investments; and
- the prospect of improved financial efficiencies and controls when integrated into a larger organisation.

The Board intends to actively manage its available cash funds, following Admission, to generate income pending a Reverse Takeover.

An investment in the Company is considered by the Directors to be relatively high risk. For this reason the Directors consider the Subscription to be best suited for an investor whose investment profile meets such criteria.

The Investing Strategy is intended to be long-term. If circumstances, however, arise whereby an acquired business or company may be listed in its own right, or disposed of at a suitable premium, such possibilities will be considered.

Although the Directors and Proposed Director believe there are many positive trends that make Target Investments attractive, certain risks of acquiring assets or a business in such industries exist. For further discussion of the risks relating to operations in the oil and gas industry and other risks, see Part 2 of this document, entitled "Risk Factors".

7. Investment Process

Prior to any investment or acquisition an appropriate due diligence exercise will be undertaken. This due diligence process will be tailored to individual situations but, would normally be expected as a minimum to include, among other things, the production of:

- a competent persons report (**CPR**) on the material assets/liabilities of the Company for inclusion in an admission document. The CPR will be prepared by a person who possesses the requisite qualification and experience requirements prescribed under the AIM Note for Mining and Oil and Gas companies published in June 2009;

- a legal due diligence report addressing corporate, contractual and regulatory issues as well as broader legal information such as litigation, material contracts and relevant transactions. Such report will be provided by the Company's solicitors;

- a legal opinion on the good title to the Target Investment will be sought from appropriately qualified counsel in the jurisdiction of any Target Investment. The legal opinion will involve due diligence by the relevant legal adviser on the Target Investment; and

- a financial due diligence report setting out, in the case of a Target Investment with a trading history, the key points of any financial reports concerning the Target Investment for the preceding three years and any issues that have arisen from audits of that investment, carried out by the relevant company's accountants from time to time. The report will also consider the financial controls and reporting procedures adopted in respect of the Target Investment and to be implemented upon completion of a Reverse Takeover. Close attention will be paid to the business plan proposed by any managers of the Target Investment and the associated projected working capital requirements.

Before any final investment decision is made, the investment and its terms must be approved by the Board. The Directors intend to meet regularly to discuss and monitor the status of the Company's current and potential investments.

Although it is currently intended that the Company's investments will be achieved by the issue of equity, depending on the nature of the proposed investment, joint venture debt, convertible instruments, licence rights, or other financial instruments may be used to finance the investment as the Board deems appropriate.

The Company and its Nominated Adviser have considered the Company's approach, on an ongoing basis, to making periodic disclosures (such as a regular net asset value statement or details of main investments, for example) having regard to market practice and the activities of the Company. As the Company's intention is, in the first instance, to make an investment that would be a Reverse Takeover, at which point the Company would cease to be an investing company for the purposes of the AIM Rules and will become the holding company for an operating company, until the Company has made its first investment, the Board considers that it will not be relevant to periodically report its net asset statement. The Company will, to the extent that it is properly able to, in the context of any confidentiality or other legal obligations affecting the Company or market practice generally, nevertheless make any notifications regarding its investment opportunities that it can make legally in accordance with the AIM Rules.

8. Current trading and prospects for the Group

The Company's prospects depend upon the Company's ability to identify and acquire suitable Target Investments that offer potential for growth in value.

It may be necessary for the Company to raise additional capital through the issue of new Ordinary Shares to implement the Investing Strategy. If necessary, the Directors will seek alternative methods to fund any future transactions. The Articles currently do not impose any limits on the Company to borrow and the Directors do not presently intend to make the Company subject to any such limits to give the Company flexibility in its funding options.

The Company intends to make one investment that will result in it ceasing to be an investing company (as defined in the AIM Rules). Such an investment is likely to be a Reverse Takeover

under the AIM Rules requiring a readmission document to be published and Shareholder approval.

If the Company does make smaller investments that do not constitute a Reverse Takeover then in accordance with the AIM Note for Investing Companies, the Company will, strive to keep sufficient separation between the Company and the investments to ensure that the Company does not become a trading company. In addition, if the Company makes more than one investment, the Company will introduce measures to ensure that there is sufficient separation between the different investments. These will ensure that money raised in connection with one investment cannot be used in connection with the financing of a separate investment.

9. Return of capital to shareholders

The Board intends that if the Company has not made an investment within 18 months from Admission, it will convene a general meeting at which proposals will be put to Shareholders to liquidate the assets of the Company and distribute the proceeds, if any, amongst Shareholders.

10. Financial information on Sirius

In accordance with Rule 28 of the AIM Rules, this document does not contain historical financial information on Sirius, which would otherwise be required under Section 20 of Annex 1 of the Prospectus Rules. Audited financial information of Sirius for the three years to 31 July 2009 and for the 17 months to 31 December 2010 is available from the Company's website at www.siriuspetroleum.com.

11. Details of the Subscription and the Introduction Agreement

Subscription

The Company has entered into subscription letters, conditional on Admission, under which the subscribers will subscribe for 68,000,000 new Ordinary Shares at the Subscription Price to raise £3,400,000 before expenses (approximately £2,763,000 net of the cash expenses of Admission and the abortive Del Sigma Transaction). The net proceeds of the Subscription will be used to provide the Group with funding for its working capital requirements.

The Subscription Shares will represent 9.42 per cent. of the Enlarged Share Capital following Admission and will rank equally in all respects with the Existing Ordinary Shares. The currency of the Subscription is pounds sterling.

Placees not electing to receive new Ordinary Shares pursuant to the Subscription in uncertificated form will receive new Ordinary Shares in certificated form. It is expected that certificates will be despatched by post within 14 days of Admission.

In consideration of EMMEF assisting with the Subscription, the Company has agreed to pay EMMEF a commission of six per cent. of the gross proceeds of the Subscription raised with assistance from EMMEF, that is £189,000 and to grant the EMMEF Warrant, as described in paragraph 10.28 of Part 3 of this document. The EMMEF Warrant consists of two parts. The first is a warrant over 70,000,000 new Ordinary Shares with an exercise price of ten pence, being twice the Subscription Price. The second is a warrant over a maximum of 60,000,000 new Ordinary Shares with an exercise price of par, that is 0.25p, per share but with the number of warrant shares reducing from 60,000,000 to 20,000,000 if the Company announces a Reverse Takeover in the four months following Admission.

Introduction Agreement

The Company, the Directors and Proposed Director and Strand Hanson have entered into the Introduction Agreement pursuant to which Strand Hanson has conditionally agreed to use reasonable endeavours to procure Admission. Strand Hanson's obligations are subject to the satisfaction of certain conditions on or before 1 April 2011 (or such later date as the parties agree but not later than 30 April 2011) including the passing of Resolution 1 at the AGM and the Company being in receipt of the proceeds of the Subscription (to be released unconditionally to the Company on Admission). Further details of the Introduction Agreement are set out in paragraph 10.21 of Part 3 of this document.

12. Additional Ordinary Shares to be issued

Admission will trigger the rights of certain parties to be paid fees which are to be capitalised and settled by the allotment and issue of new Ordinary Shares. These shares are referred to as Transaction Shares and are described below.

SOGL entered into a services agreement with the Company in July 2008 (summarised in paragraph 10.2 of Part 3 of this document) under which it is entitled to be allotted 52,000,000 new Ordinary Shares. Such new Ordinary Shares will be issued to SOGL's Shareholders on Admission . The share issue was approved by Shareholders on 19 August 2008.

CapInvest entered into a funding agreement with the Company in August 2009 (summarised in paragraph 10.5 of Part 3 of this document) under which it was entitled to a fee equivalent to 65,000,000 new Ordinary Shares upon procuring a facility agreement for the Company. That right is now held by EMMEF and as a result such shares will be issued to EMMEF on Admission.

Strand Hanson has agreed to capitalise £600,000 of its fee in respect of the abortive Del Sigma Transaction and in connection with Admission (under the agreement summarised in paragraph 10.19 of Part 3 of this document) at the Subscription Price and so will be allotted 12,000,000 new Ordinary Shares on Admission.

On Admission, Adelphi Holdings Limited will be allotted 1,898,610 Ordinary Shares in settlement of indebtedness of US$150,000, pursuant to the agreement described in paragraph 10.29 of Part 3 of this document.

On Admission, the Company will capitalise at the Subscription Price loans of £25,000 each made by Mike Hirschfield, Toby Hayward, Graham Porter and Corvus.

Admission of the Transaction Shares to AIM is expected to take place on 24 March 2011 and they will represent 18.41 per cent. of the Enlarged Share Capital.

In addition to the Transaction Shares, various persons have been granted warrants and options over Ordinary Shares. These grants are summarised in paragraph 3.6 of Part 3 of this document and the risk of dilution is explained in paragraph 1 of Part 2 (under the heading "Dilution of Existing Ordinary Shares").

13. Directors, Proposed Director and senior management

Subject to, and from, Admission the Board will be re-organised: Toby Hayward will become chief executive officer; Mike Hirschfield will become finance director; and Babatunde Agboola will step down from the role of chairman and become non-executive deputy chairman.

In addition, on Admission and subject to the passing of Resolution 2 at the AGM, Jack Pryde will join the Board as non-executive chairman. Jack has a wealth of experience in the corporate finance sector for resources businesses. Shareholders approved Jack's appointment at the general meeting on 29 October 2010 but he (like Billi Folahan) did not take up his appointment pending receipt of the Renewal. As the Company will, following the AGM, be an investing company rather than a trading company, the Board considered it appropriate that

Shareholders have the opportunity to vote on Jack's appointment again. The Board intend to appoint Billi Folahan (whose biographical details were set out in the Company's circular of 13 October 2010) as a director upon the Company executing a Reverse Takeover.

On Admission and subject to the passing of Resolution 2, the Board will consist of Jack Pryde and Toby Hayward (both of whom have extensive corporate finance experience in the resources sector), Babatunde Agboola (with over 30 years experience in the oil and gas industry), Mike Hirschfield (currently a director of AIM mining exploration company Tri-Star Resources plc and a former company secretary to AIM oil exploration company Lodore Resources Inc), Graham Porter and Olukayode Kuti.

Further detail concerning the Directors and Proposed Director is set out below.

Directors

Babatunde Agboola, currently non-executive chairman (appointed as a director on 19 August 2008; non-executive deputy chairman from Admission), aged 60, obtained a BSc degree in chemistry from Illinois State University, and a MSc degree in chemical engineering from Arizona State University. He started his professional career with Mobil Producing Nigeria, a Nigerian subsidiary of Exxon Mobil, which undertook all of the group's upstream activities, where he held the position of project manager prior to his retirement. Since then he has taken up appointments on the boards of several energy services and exploration and production companies including Fieldspargroup Limited and Dantose Energy Services Limited. His experience spans over 30 years in the oil and gas industry.

Toby Hayward, currently a non-executive director (appointed as a director on 19 August 2008; chief executive officer from Admission), aged 52, is a chartered accountant and has been an investment banker since 1984. He was a director of corporate finance at Singer & Friedlander Limited and Henry Ansbacher & Co. Limited before working in the oil and gas team at Canaccord Capital Limited. He joined Jefferies International Limited as a managing director in 2005 with responsibility for the UK Equity Capital Markets and listed clients in the exploration and production sectors. He also undertook nominated adviser responsibilities. He left Jefferies in June 2008 to concentrate on a number of private interests and he was appointed non-executive chairman of Severfield Rowen Plc in May 2008 and as a non-executive director of Afren plc in June 2009.

Olukayode Kuti, non-executive director (appointed as a director on 19 August 2008), aged 25, obtained a BA from Duke University, USA. He studied Economics & Psychology and also received a Markets and Management Certificate. Since University he has worked as an investment advisor for a South African investment fund, Huxton Capital. He was instrumental in the formation and structuring of the Company's contact base in Nigeria and will have responsibility for maintenance of those relations following Admission.

Mike Hirschfield BSc (Econ), FCA, currently a non-executive director (appointed as a director on 28 March 2008; finance director from Admission) aged 47, qualified as a chartered accountant with Peat Marwick in 1988. He has held senior management positions with a number of companies including group finance director of Utilitec plc and group finance executive of Lupus Capital plc. He is currently a director of Tri-Star Resources plc, a company whose shares are traded on AIM as well as of a number of private companies including Kitwell Consultants Limited, which acts as company secretary to several listed companies.

Graham Porter, non-executive director (appointed as a director on 28 October 2004), aged 51, has over 31 years' experience in the metal exchange markets. Graham worked as a metal broker in the City for 13 years, spending eight of these years with Billiton Enthoven Metal Brokers, before leaving the City in 1991 and moving overseas where he has been based ever since. He has significant experience, with AIM listed companies and with the commodities markets.

Proposed Director

Jack Pryde, non-executive chairman, aged 65, is a chartered certified accountant and has held various senior management positions in the investment banking industry. He is a former director and head of corporate finance at Henry Ansbacher & Co. and a former vice-president of corporate finance at Canaccord Capital. He left Jefferies International as director of equity capital markets in May 2010. He has extensive experience of advising companies in the resource and energy sectors.

Senior management

Except for the Board, the Group does not employ any other senior managers. The Company will engage contractors to provide the technical, operational and other assistance it requires as and when required.

14. Corporate governance

The Board is committed to maintaining high standards of corporate governance and, in so far as is practicable and appropriate given the Company's size and nature, ensuring that the Company is in compliance with the QCA Corporate Governance Guidelines for AIM Companies.

The Company has adopted a share dealing code that is consistent with the AIM Rules, for the Directors and future employees and will take steps to ensure compliance by the Board and any relevant employees with the terms of the share dealing code.

The Directors have implemented such corporate governance procedures and established such committees of the Board, including audit and remuneration committees, as they believe are required for the Board to comply with the terms of the QCA Corporate Governance Guidelines for AIM Companies.

The Company's audit committee will be comprised of Babatunde Agboola (chairman), Jack Pryde and Graham Porter. The audit committee is to meet at least twice a year to consider the integrity of the financial statements of the Company, including its annual and interim accounts; the effectiveness of the Company's internal controls and risk management systems; auditor reports; and terms of appointment and remuneration of the auditor.

The Company's remuneration committee will comprise Graham Porter (chairman), Babatunde Agboola and Jack Pryde. The remuneration committee is to meet at least twice a year and has as its remit the determination and review of, amongst others, the remuneration of executive directors and any share incentive plans adopted, or be adopted, by the Company.

The Board does not consider that, at this stage of the Company's development, a nominations committee is necessary. The Board will review this position regularly and set up such a committee if it is deemed appropriate.

The Company has an obligation to comply with the AIM Rules. In particular, Rule 31 of the AIM Rules requires the Company to have in place sufficient procedures, resources and controls to ensure compliance with the rules and to ensure that directors disclose to the Company all information which the Company is obliged to announce to AIM. In order to ensure compliance with Rule 31 of the AIM Rules, the Board will consider AIM compliance matters at each Board meeting. The Company's chairman will have primary responsibility for liaison between the Company and its nominated adviser.

The Directors have established financial controls and reporting procedures which are considered appropriate given the size and structure of the Company and its intended business operations. It is the intention of the Directors that these controls will be reviewed in light of future significant acquisitions and adjusted accordingly.

The Directors have also established an anti-corruption policy so as to comply with the UK's Bribery Act 2010 and have engaged consultants to advise and assist the Group in developing its written policies and procedures regarding anti-corruption and also to provide training to the Board, employees, consultants and business partners. Further details of the agreements with the consultants are set out in paragraph 10.11 of Part 3 of this document.

15. Lock in and orderly market arrangements

On Admission, the Directors and Proposed Director will be interested in 110,783,332 Ordinary Shares and Taglient will be interested in 45,700,000 Ordinary Shares. The Directors, Proposed Director and Taglient have entered into lock in and orderly market agreements with Strand Hanson and the Company. Each of the Directors and the Proposed Director have undertaken to Strand Hanson and the Company that they will not, subject to limited exceptions as permitted by the AIM Rules, dispose of any interest in Ordinary Shares held by them for a period of 12 months from Admission and, for the 12 months following that period, that they will only dispose of their holdings with the consent of the Company's nominated adviser from time to time. Taglient may pledge its Ordinary Shares as security.

Corvus, which on Admission will have a beneficial interest in 71,546,862 Ordinary Shares, has undertaken to Strand Hanson not to dispose of such Ordinary Shares for a period of 12 months from Admission without the consent of Strand Hanson (or its successor), such consent not to be unreasonably withheld. Further, subject to informing Strand Hanson, Corvus may pledge its Ordinary Shares as security.

Further details of the lock in and orderly market agreements are set out in paragraphs 10.22 and 10.23 of Part 3 of this document.

16. Dividend policy

The Ordinary Shares rank equally for all dividends and other distributions declared, paid or made in respect of the ordinary share capital of the Company. The Company has not paid any dividends since incorporation.

It is the current intention of the Directors to retain any earnings arising from the Group's activities to fund further investments by the Group and achieve further capital growth. Accordingly, the Directors do not intend to pay dividends in the near future. The declaration and payment by the Company of any future dividends and the amount will depend upon, among other things, the Company's financial condition, future prospects, investment priorities, profits legally available for distribution and other factors deemed by the Board to be relevant at that time.

17. Taxation

Information regarding certain taxation considerations in the United Kingdom is set out in paragraph 7 of Part 3 of this document. These details are, however, intended only as a general guide to the current position under UK taxation law. If you are in any doubt as to your tax position you should consult an appropriate professional adviser immediately.

18. Dealings, Settlement and CREST

Application will be made for the Share Capital to be admitted to trading on AIM. Subject to approval of the Resolutions, Admission is expected to take place, and dealings in the Enlarged Share Capital commence, on 24 March 2011. No application has or will be made for the Ordinary Shares to be admitted to trading or to be listed on any other stock exchange.

CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by written instrument. The Company's articles of association contain provisions concerning the transfer of shares which are consistent with

the transfer of shares in dematerialised form in CREST under the Uncertificated Securities Regulations 2001. Settlement of transactions in the Ordinary Shares following Admission will be able to take place within the CREST system if shareholders so wish. CREST is a voluntary system and shareholders who wish to receive and retain share certificates will be able to do so.

No temporary documents of title will be issued. All documents sent by or to a subscriber, or at his direction, will be sent through the post at the subscriber's risk. Pending the despatch of definitive share certificates, instruments of transfer will be certified against the register of members of the Company. Certificates held by existing Shareholders will remain valid following Admission

19. Annual General Meeting

A notice is set out in appendix 1 of this document convening the Annual General Meeting of the Company to be held at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG on 23 March 2011 at 11.00 a.m. at which resolutions will be proposed to:

1. approve the Investing Strategy;
2. appoint Jack Pryde as a director of the Company;
3. receive the reports and accounts for the 17 month period ended 31 December 2010;
4. reappoint Grant Thornton UK LLP as auditors;
5. to authorise the Board to allot equity securities; and
6. to authorise the Board to allot equity securities on a non pre-emptive basis.

If Shareholders approve the Investing Strategy at the AGM, the Company's Ordinary Shares will be admitted to trading on AIM on the first business day after the AGM. **If Shareholder approval is not given, the Ordinary Shares will not be admitted to trading on AIM and there will be no market in which to trade the Ordinary Shares.**

20. Irrevocable undertakings

The Company has received irrevocable undertakings from the Directors and certain significant Shareholders to vote in favour of the Resolutions in respect of, in aggregate, 293,955,692 Ordinary Shares representing approximately 56.44 per cent. of the Company's existing issued ordinary share capital. Further details of these irrevocable undertakings are set out in paragraph 10.24 of Part 3 of this document.

21. Action to be taken

A form of proxy is enclosed for use at the AGM. Whether or not you intend to be present at the meeting, you are requested to complete, sign and return the form of proxy to the Company's Registrars Capita Registrars, PXS, 34 Beckenham Road, Kent BR3 4TU as soon as possible and in any event so as to arrive not later than 11.00 a.m. on 21 March 2011. The completion and return of a form of proxy will not preclude you from attending the meeting and voting in person should you subsequently wish to do so.

22. Further information

Your attention is drawn to the further information set out in:

1. Part 2 of this document relating to risk factors;
2. Part 3 of this document containing statutory and general information on the Company; and
3. Appendix 1 of this document containing the notice of Annual General Meeting.

23. Recommendation

For the reasons set out in the preceding sections, the Directors believe that the Proposals as a whole are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend that Shareholders vote in favour of the Resolutions, as they intend to do in respect of their own beneficial holdings which amount, in aggregate, to 78,374,241 Ordinary Shares representing approximately 15.05 per cent. of the Existing Ordinary Shares.

Yours faithfully

Babatunde Agboola
Chairman

PART 2

RISK FACTORS

Application has been made for the whole of the issued and to be issued ordinary share capital of the Company to be admitted to trading on the AIM market. The delivery of this document shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in this document is correct as of any time subsequent to the date of this document. Before deciding whether to invest in Ordinary Shares, prospective investors should carefully consider the risks described below together with all other information contained in this document.

The risk factors described below are not presented in any order of priority and may not be exhaustive. Additional risks and uncertainties relating to the Group that are not currently known to the Directors and Proposed Director, or that it currently deems immaterial, may also have an adverse effect on the Group's business. If this occurs the price of the Ordinary Shares may decline and investors could lose all or part of their investment. Investors should consider carefully whether an investment in the Ordinary Shares is suitable for them in light of the information in this document and their personal circumstances. If investors are in any doubt about any action they should take, they should consult a competent professional adviser who specialises in advising on the acquisition of listed securities.

The exploration and development of natural resources is a highly speculative activity that involves a high degree of financial and operational risk. Any one or more of the risks described below could have a material adverse effect on the value of the Company, and an investor may lose all or part of his or her investment. Additional risks and uncertainties not currently known to the Directors and Proposed Director, or which they currently deem immaterial, may also have an adverse effect on the Group and the value of the Company.

1. Risks specific to the Company

Limited operating history, failure to implement Investing Strategy and uncertainty of future revenues

The Company has no recent operating history and, accordingly, there is no appropriate basis on which to evaluate the Company's ability to achieve its business objective.

The future success of the Company is dependent on the Directors' ability to implement its strategy. Whilst the Directors are optimistic about the Company's prospects, the Company has not implemented its current Investing Strategy by reason of the abortive Del Sigma Transaction. Accordingly, there is no certainty that anticipated outcomes and sustainable revenue streams will be achieved. The current proposals are limited to the raising of sufficient funding to enable the Company to identify suitable Target Investments. If a suitable Target Investment cannot be found, or if the Board fails to implement its Investing Strategy, the Board will seek to wind up the Company.

The Group faces risks frequently encountered by new companies. In particular, following a Reverse Takeover its future growth and prospects will depend on its ability to manage growth and to continue to expand and improve operational, financial and management information and quality control systems on a timely basis, whilst at the same time maintaining effective cost controls. Any failure to expand and improve operational, financial and management information and quality control systems in line with the Company's growth could have a material adverse effect on the Company's business, financial condition and results of operations.

Dependence on key executives and personnel

The future performance of the Company will depend heavily on its ability to retain the services and personal contacts of key executives and to recruit, motivate and retain suitably skilled, qualified and experienced personnel when necessary. Although certain key executives, including Toby Hayward and Michael Hirschfield, have entered into service agreements with the Company, the loss of the services of any such individuals may have a material adverse effect on the future business, operations, revenues, customer relationships and/or prospects of the Company.

Currency risk

The expenditures made by the Company are subject to exchange rate fluctuations and any potential income may become subject to exchange control or similar restrictions. The Company's operations will be conducted in pounds sterling along with the currency or currencies in which any Target Investments made operate.

Additional requirements for capital

Substantial additional financing will be required if the Company is to be successful in pursuing its intended strategy. No assurances can be given that the Company will be able to raise the additional financing necessary on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of any operations or anticipated expansion, forfeit any interest it may obtain in some or all of the properties and licences it acquires, incur financial penalties and reduce or terminate any operations.

Dilution of the Existing Ordinary Shares

In addition to the dilutive effect of the Subscription, on Admission the Company will allot and issue the Transaction Shares with the result that the holders of Existing Ordinary Shares will suffer a dilution of 27.89 per cent. in their interests in the Company on Admission. The Company has also agreed to issue the Corvus Warrant, the EMMEF Warrant and the Strand Warrant as well as options over 51,000,000 new Ordinary Shares to the Directors, Proposed Director and Consultants. There are also options over 8,000,000 new Ordinary Shares held by Mr Abba Dasuki and warrants over 80,000,000 new Ordinary Shares held by South Africa High Tech Energy Inc as described in paragraphs 10.7 and 10.10 of Part 3 of this document. The exercise of any of these options or warrants will have a dilutive effect on the holders of the Existing Ordinary Shares. If all the options and warrants referred to in this paragraph were exercised then the holders of the Enlarged Share Capital at Admission would suffer further dilution of approximately 33 per cent. in their interests in the Company.

2. Risks common to the oil and gas industry

General exploration and extraction risks

The exploration for and development of oil and gas deposits involves significant uncertainties and the Company's operations, and the activities of any Target Investment, will be subject to all of the hazards and risks normally encountered in such activities. These hazards and risks include unusual and unexpected geological formations, rock falls, storms and other climatic conditions, any one of which could result in damage to, or destruction of, the then Group's facilities, damage to life or property, environmental damage or pollution and legal liability which could have a material adverse impact on the business, operations and financial performance of the Group. Although precautions to minimise risk will be taken, even a combination of careful evaluation, experience and knowledge may not eliminate all of the hazards and risks. As is common with all exploratory operations, there is also uncertainty and therefore risk associated with the Group's operating parameters and costs. These can be

difficult to predict and are often affected by factors outside the Group's control. Few properties which are explored are ultimately developed into producing assets. There can be no guarantee that the estimates of quantities and grades of resources disclosed will be available to extract or able to be extracted commercially. With all natural resources operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Natural resources exploration is speculative in nature and there can be no assurance that any potential deposits discovered will result in an increase in the Group's reserve base.

Legal and regulatory environment

Exploration and extraction activities of any Target Investment will inevitably be subject to various laws governing prospecting, development, production taxes, labour standards and occupational health, site safety, toxic substances and other matters. Although the Directors will strive to select Target Investments based, in part, on an assessment that the exploration, production and development activities carried on by them are in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration, production or development. Amendments to such laws and regulations governing operations and activities of exploration and extraction, or more stringent implementation hereof, could have a material adverse impact on the business, operations and financial performance of the Group. In addition, the ability to continue, expand or alter current operations or commence new operations may depend on obtaining new governmental approvals or consents, which may be delayed or refused, which may in turn have an adverse affect on the Group's operations and its share price.

Environmental issues

Oil and gas exploration and extraction activities will be subject to various laws and regulations relating to the protection of the environment. Whilst the Company intends to operate in accordance with such laws and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration, production or development. Amendments to current laws and regulations governing the protection of the environment, or more stringent implementation of them, could have a material adverse impact on the business, operations and financial performance of the Group.

Resource estimates

As with other natural resources companies, any estimates of resources are uncertain and potentially subject to future revisions and refinements. There can be no guarantee that any future production will be commensurate with the resource and reserve estimates presented in this document.

Labour

Certain of the Company's investments may be carried out under potentially hazardous conditions. Whilst the Company intends to operate in accordance with relevant health and safety regulations and requirements, the Company remains susceptible to the possibility that liabilities might arise as a result of accidents or other workforce-related misfortunes, some of which may be beyond the Company's control.

Volatility of prices of oil and gas

Oil and gas prices are based on world supply and demand and are subject to large fluctuations in response to relatively minor changes to the demand for oil, whether the result of uncertainty or a variety of additional factors beyond the control of the Company. The

operating results and financial condition of any Target Investment will depend substantially upon prevailing oil and gas prices. Historically, prices for oil and gas have fluctuated widely for many reasons, including:

- global and regional supply and demand, and expectations regarding future supply and demand, for crude oil and petroleum products;
- geopolitical uncertainty;
- weather conditions and natural disasters;
- access to pipelines, railways and other means of transporting crude oil;
- prices and availability of alternative fuels;
- prices and availability of new technologies;
- the ability of the members of OPEC, and other crude oil producing nations, to set and maintain specified levels of production and prices;
- political, economic and military developments in oil producing regions generally and particularly in Central Europe and Central Asia, the North Sea and Africa;
- global and regional economic conditions; and
- market uncertainty and speculative activities by those who buy and sell oil and gas on the world markets.

Over recent years oil and gas prices both worldwide and in the domestic markets in Africa have both increased and decreased. A decline in international prices for crude oil will adversely affect the amount of revenue generated by the Company's sales of crude oil and other petroleum products.

Historically, crude oil prices have been highly volatile. For example, such volatility was particularly pronounced over the course of the 2008, as prices fluctuated widely before declining significantly. The Company can give no assurance as to the level of oil prices that will be achievable in the future.

Lower oil and gas prices may adversely impact on the economic exploitation of the Company's assets, reducing revenues or net income, impairing the Company's ability to achieve its business objectives and may materially and adversely affect the Company's financial results. No assurance can be given that oil and gas prices will be sustained at levels which will enable the Company to operate profitably.

The Company proposes to operate in a highly competitive industry

The oil and gas industry is highly competitive worldwide. The key areas in respect of which the Company faces competition are:

- acquisition of exploration and production licences at auctions or sales run by governmental authorities;
- acquisition of other companies that may already own licences or existing hydrocarbon producing assets;
- engagement of third party service providers whose capacity to provide key services may be limited;
- purchase of capital equipment that may be scarce; and

- employment of the best qualified and most experienced skilled management and oil professionals.

The Company competes with oil and gas companies that possess greater technical, physical and financial resources. Many of these competitors not only explore for and produce oil and natural gas, but also carry on refining operations and market petroleum and other products on an international basis.

The effects of this may include higher than anticipated prices for the acquisition of licences or assets, the poaching of key management or operatives, restriction on availability of equipment or services as well as potentially unfair practices including unconscionable pressure on the Company directly or indirectly or the dissemination of false or misleading information or rumours by competitors or third parties. If the Company is unsuccessful in competing against other companies, its business, results of operations or financial condition would be materially adversely affected.

Payment obligations

Under various permits, convertible bonds and other contractual arrangements that the Company either has or may in future enter into, the Company is or may become subject to payment or other obligations. If such obligations are not complied with when due, in addition to other remedies that may be available to other parties, this could result in the forfeiture or forced sale of the Company's assets. The Company may not have or be able to obtain financing for all such obligations as they arise.

Failure to obtain necessary equipment and transportation systems could materially and adversely affect production

Oil and natural gas development and exploration activities are dependent upon the availability of drilling and related equipment in the particular areas where such activities will be conducted. Demand for limited equipment such as drilling rigs or access restrictions may affect the availability of such equipment to the Company and may delay the Company's development and exploration activities. Failure by the Company to secure necessary equipment could adversely affect the Company's business, results of operations or financial condition.

The Company or its partners will contract or lease services and capital equipment from third party providers. Such equipment and services can be scarce and may not be readily available at the times and places required. Scarcity of equipment and services and increased prices may in particular result from any significant increase in exploration and development activities in any region in which the Company or any of its investment may operate which might be driven by high demand for oil and gas. The unavailability and high costs of such services and equipment could result in a delay or restriction in the Company's projects and adversely affect the feasibility and profitability of such projects, and therefore have an adverse affect on the Company's business, financial condition, results of operations and prospects.

The Company relies upon transportation systems owned and operated by third parties which may become unavailable. The Group may be unable to access these or alternative transportation systems or could be subject to increased tariffs imposed by such third parties for transportation of its oil and gas.

The Company may face unanticipated increased or incremental costs

The crude oil and gas business is a capital-intensive industry. To implement its business strategy, the Company will need to invest in drilling and exploration activities and infrastructure. The Company's current and planned expenditures on such projects may be subject to unexpected problems, costs and delays, and the economic results and the actual costs of these projects may differ significantly from the Company's current estimates.

The Company will rely on oil field suppliers and contractors to provide materials and services in conducting the exploration and production activities of the Company. Any competitive pressures on the oil field suppliers and contractors, or substantial increases in the worldwide prices of certain commodities, such as steel, could result in a material increase of costs for the materials and services required by the Company to conduct its business. For example, due to high global demand and a limited number of suppliers, the cost of oil field services and goods has increased significantly in recent years and could continue to increase. Future increases could have a material adverse effect on the Company's operating income, cash flows and borrowing capacity and may require a reduction in the carrying value of the Company's properties, its planned level of spending for exploration and development and the level of its reserves. Prices for the materials and services the Company depends on to conduct its business may not be sustained at levels that enable the Company to operate profitability.

The Company may also need to incur various unanticipated costs, such as those associated with personnel, transportation and government taxes. Personnel costs, including salaries, could increase as the standard of living rises and as demand for suitably qualified personnel for the oil and gas industry increases. Industrial action, and the increased costs associated with such action, could occur.

With respect to decommissioning, licensees are invariably obliged under the terms of relevant licences or local law, to dismantle and remove equipment, to cap or seal wells and generally make good production sites.

An increase in any of these decommissioning costs or the other costs detailed above could materially and adversely affect the Company's business, prospects, financial condition and results of operations.

The Company's operations will be subject to the grant of, and the Company's compliance with, licences and contracts

The Company's development will be subject to the grant and/or renewal of licences or consents to carry out exploration and production activities. Such licences or consents may be delayed or withheld or made subject to onerous conditions. The Company will need to comply with the terms of such licences and consents or risk the termination of its rights. Similarly, it is likely that the Company will be party to numerous contractual arrangements, including but not limited to, joint operating agreements, joint venture agreements, farm in agreements and off take agreements. Failure to comply with the obligations in such agreements, whether inadvertent or otherwise, may lead to penalties, restrictions and/or termination of the agreements.

Litigation

Legal proceedings may arise from time to time in the course of the Company's business. There have been a number of cases where the rights and privileges of extraction and exploration companies have been the subject of litigation. The Directors cannot preclude that such litigation may be brought against the Company in future from time to time or that it may be subject to any other form of litigation.

Uninsured risks

The Company, as a prospective participant in extraction and exploration activities, may become subject to liability for hazards that cannot be insured against or against which it may elect not to be so insured because of high premium costs. Furthermore, the Company may incur a liability to third parties (in excess of any insurance cover) arising from negative environmental impact or other damage or injury.

Market perception

Market perception of small extraction and exploration companies may change, potentially affecting the value of investors' holdings and the ability of the Company to raise further funds by the issue of further Ordinary Shares or otherwise.

3. Operational geographic risks

Political situation

The political situation in the territories in which Target Investments operate or may be based may introduce a degree of risk with respect to the Company's activities. Risks may include, among other things, labour disputes, delays or invalidation of governmental orders and permits, corruption, uncertain political and economic environments, civil disturbances and terrorist actions, arbitrary changes in laws or policies, foreign taxation and exchange controls, opposition to mining operations from environmental or other non-governmental organisations, limitations on foreign ownership, limitations on the repatriation of earnings, infrastructure limitations and increased financing costs. In most countries the relevant government exercises control over exploration and licensing, permitting, exporting and taxation. Even if the government supports the development of its oil and gas resources, there is no assurance that future political and economic conditions will not result in the relevant changing its political attitude towards resources and adopting different policies in respect of the exploration, development and ownership of oil and gas resources which may adversely affect the Company's ability to carry out its activities.

4. Risks relating to AIM and Ordinary Shares

Share price volatility and liquidity

Although the Company is applying to be admitted to trading on AIM, there can be no assurance that an active or liquid trading market for the Ordinary Shares will develop or, if developed, that it will be maintained. AIM is the market for emerging or smaller growing companies and may not provide the liquidity normally associated with the Official List or other stock exchanges. The Ordinary Shares may therefore be difficult to sell compared to the shares of companies listed on the UKLA Official List and the share price may be subject to greater fluctuations than might otherwise be the case.

The share prices of publicly quoted companies can fluctuate and be volatile and it is possible that investors may realise less than their original investment. The price of shares is dependent upon a number of factors, some of which are general or market specific, others which are sector specific and others which are specific to the Company. There can be no guarantee that the price of the Ordinary Shares will reflect their actual or potential market value.

Forward looking statements

This document contains certain forward-looking statements that involve risks and uncertainties. All statements other than statements of historical facts contained in this document, including statements regarding the Company's future financial position, business strategy and plans, business model and approach and objectives of management for future operations, are forward-looking statements. Generally, the forward-looking statements in this document use words like "anticipate", "believe", "could", "estimate", "expect", "future", "intend", "may", "opportunity", "plan", "potential", "project", "seek", "will" and similar terms. The Company's actual results could differ materially from those anticipated in the forward-looking statements as a result of many factors, including the risks faced by the Company which are described in this Part 2 and elsewhere in this document. Investors are urged to read this entire document carefully before making an investment decision. The forward-looking statements in this document are based on the beliefs and assumptions of the

Directors and information only as of the date of this document, and the forward-looking events discussed in this document might not occur. Therefore, investors should not place any reliance on any forward-looking statements. Except as required by law, the Directors undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future earnings, or otherwise.

Taxation

It should be noted that the information contained in paragraph 7 Part 3 of this document relating to taxation may be subject to legislative change.

The risk factors listed above are not intended to be exhaustive and do not necessarily comprise all of the risks to which the Company is exposed or all those associated with an investment in the Company. In particular, the Company's performance is likely to be affected by changes in the market and/or economic conditions and in legal, accounting, regulatory and tax requirements. There may be additional risks that the Directors and Proposed Director do not currently consider to be material or of which they are currently unaware.

If any of the risks referred to in this Part 2 materialise, the Company's business, financial condition, results or future operations could be materially adversely affected. In such case, the price of its shares could decline and investors may lose all or part of their investment.

PART 3

ADDITIONAL INFORMATION

1. The Company

1.1 The Company was incorporated in England and Wales on 16 July 2004 under the Companies Act 1985, with registered number 05181462, with the name Fantasy Gaming plc.

1.2 The Company changed its name to Global Gaming Technologies plc on 8 November 2004 and to Sirius Petroleum plc on 4 September 2008.

1.3 The Company's registered office and principal place of business is at 2nd Floor, Stanmore House, 29-30 St James's, London SW1A 1HB, the telephone number of which is 020 7451 9800.

1.4 The Company is governed by CA 2006 and the regulations made under that Act.

1.5 The liability of the members is limited to the amount, if any, unpaid on the shares respectively held by them.

1.6 The business of the Company and its principal activity is that of an investment and holding company.

1.7 The Company has no administrative, management or supervisory bodies other than the Board of Directors, the remuneration committee and the audit committee, all of whose members are Directors.

2. Subsidiaries and investments

2.1 The Company owns 100 per cent. of the share capital of Sirius Oil & Gas Limited (formerly Event Data Correlation Limited), a company incorporated in England and Wales with number 04886636 on 3 September 2003. Sirius Oil & Gas Limited is not trading and is a different company to the company of the same name referred to as SOGL in paragraphs 3.6.1 and 10.2 of this Part 3.

2.2 The Company owns 100 per cent. of the share capital of Sirius Energy Trading Limited, a company incorporated in England and Wales with number 06888862 on 27 April 2009. Sirius Energy Trading Limited is dormant.

2.3 Sirius Oil & Gas Limited owns 50 per cent. of the share capital of Sirius Taglient Petro Limited, a company incorporated in Nigeria with number 770190 on 1 September 2008. The Company has the right to acquire the remaining shares in Sirius Taglient Petro Limited, which are held on trust for it, for £10 and has management and operating control of that company. Sirius Taglient Petro Limited is a trading company in the oil and gas sector.

2.4 The Company owns 99.99 per cent. of the share capital of SRS Petroleum Nigeria Limited, a company incorporated in Nigeria with number 335817 on 24 March 2010. One share is owned by Babatunde Agboola, a director of the Company, on trust for the Company. SRS Petroleum Nigeria Limited is dormant.

2.5 Except as stated in this paragraph 2, the Company does not have, nor has it taken any action to acquire, any significant investments.

3. Share capital

3.1 The Company was incorporated with an authorised share capital of £10,000,000 divided into 4,000,000,000 ordinary shares of 0.25p each, of which two were issued as subscriber shares. By a resolution dated 19 January 2010 the Company has taken advantage of the provisions of the Companies Act 2006 to remove from the Company's memorandum and articles of association the restriction as to the maximum amount of authorised share capital.

3.2 The Company has issued and allotted 520,827,720 ordinary shares as follows:

Date of issue	Description	Number of shares	Issue price
16 July 2004	Subscriber shares on incorporation	2	0.25p
10 November 2004	Placing for cash	24,999,998	0.25p
25 November 2004	Placing for cash	16,875,000	3.21p
27 June 2005	Placing for cash	4,166,667	6.00p
27 June 2005	Acquisition – consideration shares	134,166,667	0.25p
27 June 2005	Acquisition – commitment shares	5,625,000	11.28p
27 June 2005	Acquisition – shares in settlement of fees	225,000	2.61p
01 August 2005	Exercise of options	2,610,967	0.25p
18 January 2007	Exercise of options	596,792	0.25p
31 July 2007	Exercise of options	4,028,292	0.25p
11 June 2008	Capitalisation of debt	79,500,000	0.25p
11 June 2008	Placing for cash	25,000,000	0.93p
20 August 2008	Share issue in settlement of fees	103,700,000	0.25p
20 August 2008	Sign-on fee shares	36,000,000	0.25p
20 August 2008	Placing for cash	18,000,000	0.25p
09 January 2009	Placing for cash	35,000,000	1.86p
09 January 2009	Share issue in settlement of fees	12,000,000	0.25p
02 December 2009	Placing for cash	18,333,335	6.00p
Existing issued share capital		**520,827,720**	

3.3 As noted in paragraph 3.1 above, the Company no longer has an authorised share capital. The issued share capital of the Company at the date of this document is 520,827,720 Ordinary Shares all of which are fully paid.

3.4 Pursuant to an ordinary resolution of the Company dated 19 January 2010, the Directors are authorised to allot Ordinary Shares up to an aggregate nominal amount of £8,697,930.70, such authority expiring on whichever is the earlier of the Company's next annual general meeting and 18 April 2011.

3.5 Pursuant to a special resolution of the Company dated 29 October 2010 (which it is proposed be renewed at the AGM as set out in the notice of AGM in Appendix I), the Directors are authorised to allot equity securities in the Company without first offering them to existing shareholders in proportion to their holdings, such authority expiring on the conclusion of the next annual general meeting of the Company or on 29 October 2011 whichever is earlier. The Directors may also allot equity securities following an offer or agreement made before the expiry of the authority and provided that the authority is limited to:

3.5.1 the allotment of equity securities of an aggregate nominal amount of up to £650,000 in respect of the placing described in the Company's admission document dated 13 October 2010 (**Acquisition Admission Document**);

3.5.2 the allotment of equity securities of an aggregate nominal amount of up to £466,747, in respect of the "Transaction Shares" described in the Acquisition Admission Document;

3.5.3 the allotment of equity securities of an aggregate nominal amount of up to £200,000 to satisfy the fee due to South Africa Hi-Tech Energy Consultancy Inc under the agreement described in paragraph 10.10 of Part 3 of this document; and

3.5.4 the allotment of equity securities of an aggregate nominal amount of up to £20,000 upon exercise of the options granted to Abba Dasuki pursuant to an agreement dated 5 October 2009, as described in paragraph 10.6 of Part 3 of this document;

3.5.5 the allotment of equity securities of an aggregate nominal amount of up to £86,692 upon exercise of the warrants described in paragraph 3.6.5 of Part 3 of the Acquisition Admission Document;

3.5.6 the allotment of equity securities of an aggregate nominal amount of up to £241,881 upon exercise of options granted, from time to time, to directors, employees and consultants to the Company;

3.5.7 in connection with an offer of such securities by way of rights to holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange;

3.5.8 otherwise than pursuant to sub-paragraphs 3.5.1 to 3.5.7 above up to an aggregate nominal amount of £241,881.

3.6 The Company does not have in issue any securities not representing share capital and there are no outstanding convertible securities issued by the Company except:

3.6.1 the rights of Taglient, SOGL and Strand Hanson to capitalise fees as set out in paragraphs 3.5.2, 10.1, 10.2 and 10.19 of this Part 3;

3.6.2 the rights of EMMEF as described in paragraph 10.5 of this Part 3;

3.6.3 the options over 8,000,000 new Ordinary Shares held by Mr Abba Dasuki as described in paragraph 10.7 of this Part 3;

3.6.4 the conditional warrant held by South Africa High Tech Energy Inc as described in paragraph 10.10 of this Part 3;

3.6.5 the Strand Warrant, the Corvus Warrant and the EMMEF Warrant;

3.6.6 the options over 48,000,000 new Ordinary Shares in aggregate granted to, among others, Directors and the Proposed Director as set out in paragraph 11.2 of this Part 3;

3.6.7 the options over 3,000,000 new Ordinary Shares in aggregate granted to Ian Burton, John Kelsey-Fry and Chrisofer Toumazou as described in paragraphs 10.11 and 10.14 of this Part 3; and

3.6.8 the rights of Adelphi Holdings Limited, certain of the Directors and Corvus to capitalise loans as set out in paragraphs 10.29 and 10.31 of this Part 3.

3.7 The convertible securities and other interests referred to in paragraph 3.6 above which will still be outstanding at Admission, and their holders, are summarised as follows:

Name	Instrument or agreement	Rights over number of Ordinary Shares	Exercise, issue or capitalisation price
Directors and Proposed Director (see paragraph 11.2 of this Part 3)	Option scheme	48,000,000	5p
Chris Toumazou	Option scheme	1,000,000	5p
Ian Burton	Option scheme	1,000,000	9p
John Kelsey Fry	Option scheme	1,000,000	9p
Abba Dasuki	Option agreement	5,000,000	5.3p
Abba Dasuki	Option agreement	3,000,000	9p
South Africa High Tech Energy Inc	Warrant	80,000,000	7.125p
EMMEF Investments Limited	Warrant	70,000,000	10p
EMMEF Investments Limited	Warrant	60,000,000	0.25p
Corvus Capital Limited	Warrant	10,000,000	0.25p
Strand Hanson Securities Limited	Warrant	10,000,000	0.25p
Strand Hanson Securities Limited	Conditional fee	500,000	5p
Taglient Oil Nigeria Limited	Conditional fee	61,300,000	0.25p

3.8 The provisions CA 2006 confer on Shareholders rights of pre-emption in respect of the allotment of equity securities and apply to the unissued share capital except to the extent disapplied by the resolution referred to in paragraph 3.5.

3.9 The Ordinary Shares may be held in either uncertificated form under the CREST system or in certificated form.

3.10 Except as disclosed in this paragraph, during the period covered by the financial information referred to in paragraph 10 of Part 1 of this document: (i) there has been no change in the amount of the issued share or loan capital of the Company; and (ii) no commissions, discounts, brokerages or other special terms have been granted by the Company in connection with the issue or sale of any share capital of the Company.

3.11 To the best of the Directors' and the Proposed Director's knowledge, no person directly or indirectly, acting jointly, exercises or could exercise control over the Company.

3.12 Except as stated elsewhere in this Part 3, no share of the Company or any subsidiary is under option or has been agreed conditionally or unconditionally to be put under option. Neither the Company (nor any of its subsidiaries) hold any shares in the Company.

3.13 On Admission, holders of the Existing Ordinary Shares will suffer a dilution of 27.28 per cent. in their interests in the Company.

4. Memorandum of association

By a resolution dated 29 October 2010 all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the articles, were deleted.

5. Articles of association

The rights attaching to the Ordinary Shares, as set out in the articles of association of the Company, contain, amongst others, the following provisions:

Votes of members

5.1 Subject to any special terms as to voting or to which any shares may have been issued or, no shares having been issued subject to any special terms, on a show of hands every member who being an individual is present in person or, being a corporation is present by a duly authorised representative, has one vote, and on a poll every member has one vote for every share of which he is the holder.

5.2 Unless the Directors determine otherwise, a member of the Company is not entitled in respect of any shares held by him to vote at any general meeting of the Company if any amounts payable by him in respect of those shares have not been paid or if the member has a holding of at least 0.25 per cent. of any class of shares of the Company and has failed to comply with a notice under section 793 CA 2006.

Variation of rights

5.3 The Company's articles do not contain provisions relating to the variation of rights since these matters are dealt with in section 630 CA 2006. If at any time the capital of the Company is divided into different classes of shares, the rights attached to any class may be varied or abrogated with the consent in writing of the holders of at least three fourths in nominal value of that class or with the sanction of a special resolution passed at a separate meeting of the holders of that class but not otherwise.

Transfer of shares

5.4 Subject to the provisions of the articles relating to CREST, all transfers of shares will be effected in any usual form or in such other form as the Board approves and must be signed by or on behalf of the transferor and, in the case of a partly paid share, by or on behalf of the transferee. The transferor is deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect of it.

5.5 The Directors may, in their absolute discretion and without assigning any reason, refuse to register the transfer of a share in certificated form if it is not fully paid or if the Company has a lien on it, or if it is not duly stamped, or if it is by a member who has a holding of at least 0.25 per cent. of any class of shares of the Company and has failed to comply with a notice under section 793 CA 2006. In exceptional circumstances approved by the London Stock Exchange, the Directors may refuse to register any such transfer, provided that their refusal does not disturb the market.

5.6 The articles of association contain no restrictions on the free transferability of fully paid ordinary shares provided that the transfers are in favour of not more than four transferees, the transfers are in respect of only one class of share and the provisions in the articles of association, if any, relating to registration of transfers have been complied with.

Payment of dividends

5.7 Subject to the provisions of CA 2006 and to any special rights attaching to any shares, the Shareholders are to distribute amongst themselves the profits of the Company according to the amounts paid up on the shares held by them, provided that no dividend will be declared in excess of the amount recommended by the Directors. A member will not be entitled to receive any dividend if he has a holding of at least 0.25 per cent. of any class of shares of the Company and has failed to comply with a notice under section 793 CA

2006. Interim dividends may be paid if profits are available for distribution and if the Directors so resolve.

Unclaimed dividends

5.8 Any dividend unclaimed after a period of 12 years from the date that it is due for payment will, if the Board so resolves, be forfeited and will revert to the Company.

Untraced Shareholders

5.9 The Company may sell any share if, during a period of 12 years, at least three dividends in respect of such shares have been paid, no cheque or warrant in respect of any such dividend has been cashed and no communication has been received by the Company from the relevant member. The Company must advertise its intention to sell any such share in both a national daily newspaper and in a newspaper circulating in the area of the last known address to which cheques or warrants were sent. Notice of the intention to sell must also be given to the London Stock Exchange.

Return of capital

5.10 On a winding-up of the Company, the balance of the assets available for distribution will, subject to any sanction required by CA 2006, be divided amongst the members.

Borrowing powers

5.11 Subject to the provisions of CA 2006, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets, including its uncalled or unpaid capital, and to issue debentures and other securities and to give guarantees.

Directors

5.12 No shareholding qualification is required by a Director.

5.13 The Directors are entitled to fees (in addition to salaries) at the rate decided by them, subject to an aggregate limit of £100,000 per annum or such additional sums as the Company may by ordinary resolution determine. The Company may by ordinary resolution also vote extra fees to the Directors which, unless otherwise directed by the resolution by which it is voted, will be divided amongst the Directors as they agree, or failing agreement, equally. The Directors are also entitled to be repaid all travelling, hotel and other expenses incurred by them in connection with the business of the Company.

5.14 At every annual general meeting, one third of the Directors who are subject to retirement by rotation, or as near to it as may be, will retire from office. A retiring Director is eligible for reappointment.

5.15 The Directors may from time to time appoint one or more of their body to be the holder of an executive office on such terms as they think fit.

5.16 Except as provided in paragraphs 5.17 and 5.18 below, a Director may not vote or be counted in the quorum present on any motion in regard to any contract, transaction, arrangement or any other proposal in which he has any material interest, which includes the interest of any person connected with him, otherwise than by virtue of his interests in shares or debentures or other securities of or otherwise in or through the Company. Subject to CA 2006, the Company may by ordinary resolution suspend or relax this provision to any extent or ratify any transaction not duly authorised by reason of a contravention of it.

5.17 In the absence of some other material interest than is indicated below, a Director is entitled to vote and be counted in the quorum in respect of any resolution concerning any of the following matters:

5.17.1 the giving of any security, guarantee or indemnity to him in respect of money lent or obligations incurred by him or by any other person at the request of or for the benefit of the Company or any of its subsidiaries;

5.17.2 the giving of any security, guarantee or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;

5.17.3 any proposal concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiaries for subscription or purchase in which offer he is or is to be interested as a participant in its underwriting or sub-underwriting;

5.17.4 any contract, arrangement, transaction or other proposal concerning any other company in which he is interested, provided that he is not the holder of or beneficially interested in one per cent. or more of any class of the equity share capital of such company, or of a third company through which his interest is derived, or of the voting rights available to members of the relevant company, any such interest being deemed to be a material interest, as provided in paragraph 5.16 above, in all circumstances;

5.17.5 any contract, arrangement, transaction or other proposal concerning the adoption, modification or operation of a superannuation fund or retirement, death or disability benefits scheme under which he may benefit and which has been approved by or is subject to and conditional upon approval by HM Revenue & Customs;

5.17.6 any contract, arrangement, transaction or other proposal concerning the adoption, modification or operation of an employee share scheme which includes full time executive Directors of the Company and/or any subsidiary or any arrangement for the benefit of employees of the Company or any of its subsidiaries and which does not award to any Director any privilege or advantage not generally accorded to the employees to whom such a scheme relates; and

5.17.7 any contract, arrangement, transaction or proposal concerning insurance which the Company proposed to maintain or purchase for the benefit of Directors or for the benefit or persons including the Directors.

5.18 If any question arises at any meeting as to the materiality of a Director's interest or as to the entitlement of any Director to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question must be referred to the chairman of the meeting and his ruling in relation to any other Director will be final and conclusive except in a case where the nature or extent of the interest of such Director has not been fully disclosed.

5.19 The Directors may provide or pay pensions, annuities, gratuities and superannuation or other allowances or benefits to any Director, ex-Director, employee or ex-employee of the Company or any of its subsidiaries or any wife, widow, children and other relatives and dependants of any such Director, ex-Director, employee or ex-employee.

CREST

5.20 The Directors may implement such arrangements as they think fit in order for any class of shares to be held in uncertificated form and for title to those shares to be transferred by means of a system such as CREST in accordance with the Uncertificated Securities Regulations 2001 and the Company will not be required to issue a certificate to any person holding such shares in uncertificated form.

Disclosure notice

5.21 The Company may by notice in writing require a person whom the Company knows or has reasonable cause to believe to be or, at any time during the three years immediately preceding the date on which the notice is issued, to have been interested in shares comprised in the Company's relevant share capital:

5.21.1 to confirm that fact or (as the case may be) to indicate whether or not it is the case; and

5.21.2 where he holds or has during that time held an interest in shares so comprised, to give such further information as may be required in the notice.

General meetings

5.22 An annual general meeting must be called by at least 21 days' notice. All other general meetings must be called by at least 14 days' notice.

5.23 Notices must be given in the manner stated in the articles to the members, other than those who under the provisions of the articles or under the rights attached to the shares held by them are not entitled to receive the notice, and to the auditors.

5.24 No business may be transacted at any general meeting unless a quorum is present which will be constituted by two persons entitled to vote at the meeting each being a member or a proxy for a member or a representative of a corporation which is a member. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of, or by, members, will be dissolved.

5.25 At a general meeting a resolution put to the vote will be decided on a show of hands unless, before or on the declaration of the show of hands, a poll is demanded by the chairman or by at least five members present in person or by proxy and entitled to vote or by a member or members entitled to vote and holding or representing by proxy at least one tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll is demanded as above, a declaration by the chairman that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of general meetings of the Company is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

5.26 The instrument appointing a proxy must be in writing in any usual or common form, or such other form as may be approved by the Directors, and will be signed by the appointor or by his agent duly authorised in writing or if the appointor is a corporation, must be either under its common seal or signed by an officer or agent so authorised. The Directors may, but will not be bound to, require evidence of authority of such officer or agent. An instrument of proxy need not be witnessed.

5.27 The proxy will be deemed to include the right to demand or join in demanding a poll and generally to act at the meeting for the member giving the proxy.

5.28 The Directors may direct that members or proxies wishing to attend any general meeting must submit to such searches or other security arrangements or restrictions as the Directors consider appropriate in the circumstances and may, in their absolute discretion, refuse entry to, or eject from, such general meeting any member or proxy who fails to submit to such searches or otherwise to comply with such security arrangements or restrictions.

Disclosure and Transparency Rules

5.29 A Shareholder is required pursuant to Disclosure and Transparency Rule 5 of the Disclosure and Transparency Rules of the FSA, to notify the Company when he acquires or disposes of a major proportion of the voting rights of the Company equal to or in excess of 3 per cent. of the nominal value of that share capital.

6. Squeeze out rights, sell out rights and the City Code

6.1 Section 979 CA 2006 provides that if, within certain time limits, an offer is made for the share capital of the Company, the offeror is entitled to acquire compulsorily any remaining shares if it has, by virtue of acceptances of the offer, acquired or unconditionally contracted to acquire not less than 90 per cent. in value of the shares to which the offer relates and in a case where the shares to which the offer relates are voting shares, not less than 90 per cent. of the voting rights carried by those shares. The offeror would effect the compulsory acquisition by sending a notice to outstanding shareholders telling them that it will compulsorily acquire their shares and, six weeks from the date of the notice, pay the consideration for the shares to the Company to hold on trust for the outstanding shareholders. The consideration offered to shareholders whose shares are compulsorily acquired under CA 2006 must, in general, be the same as the consideration available under the takeover offer.

6.2 Section 983 CA 2006 permits a minority shareholder to require an offeror to acquire its shares if the offeror has acquired or contracted to acquire shares in the Company which amount to not less 90 per cent. in value of all the voting shares in the Company and carry not less than 90 per cent. of voting rights. Certain time limits apply to this entitlement. If a shareholder exercises its rights under these provisions, the offeror is bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.

6.3 The Company is subject to the City Code. Accordingly, the Ordinary Shares are subject to the rules regarding mandatory takeover offers set out in the City Code. Under Rule 9 of the City Code, when (i) a person acquires shares which, when taken together with shares already held by him all persons acting in concert with him, carry 30 per cent. or more of the voting rights of a company subject to the City Code; or (ii) any person who, together with persons acting in concert with him, holds not less than 30 per cent. but not more than 50 per cent. of the voting rights of the Company subject to the City Code and such person, or any person acting in concert with him, acquires additional shares which increases his percentage of the voting rights then, in either case, that person, together with the persons acting in concert with him, is normally required to make a general offer in cash, at the highest price paid by him, or any person acting in concert with him, for shares in the Company within the preceding 12 months, for all the remaining equity share capital of the Company.

7. Taxation

Introduction

7.1 The information in this section is based on the Directors' and Proposed Director' understanding of United Kingdom current tax law and HM Revenue & Customs'

published practice. The following should be regarded as a summary and should not be construed as constituting advice. Prospective shareholders are strongly advised to take their own independent tax advice but certain potential tax benefits are summarised below in respect of an individual resident in the UK for tax purposes.

On issue, the Ordinary Shares will not be treated as either "listed" or "quoted" securities for tax purposes. Provided that the Company remains one which does not have any of its shares quoted on a recognised stock exchange (which for these purposes does not include AIM) and assuming that the Company remains a trading company or the holding company of a trading group for UK tax purposes, the Ordinary Shares should continue to be treated as unquoted securities qualifying for certain reliefs from UK taxation.

The following information is based upon the laws and practice currently in force in the UK and may not apply to persons who do not hold their Ordinary Shares as investments.

*Capital Gains Tax (**CGT**)*

7.2 Disposals

7.2.1 Changes were made to the rules relating to the holdings of shares from 6 April 1998 so that the "pooling" of shares (i.e. treating them as one asset) no longer applies. Therefore, any disposal of shares is treated on a last in, first out basis for the purposes of calculating gains which are chargeable to tax, subject to rules dealing with same day purchases or acquisitions within 30 days of a disposal.

CGT Gift Relief

7.2.2 If shares in an unquoted trading company or the holding company of a trading group, are transferred, by an individual or by trustees other than at arm's length, the deemed capital gain can be "held over" (except in circumstances where the shares are transferred to a trust of which the transferor is a beneficiary), i.e. the CGT liability is postponed until a subsequent arm's length disposal by the transferee, who effectively inherits the transferor's base cost. The relief must be claimed jointly by both the transferor and the transferee within four years of the end of the relevant tax year in which the gift was made and the transferee must be resident or ordinarily resident in the UK and remain so for six years. Where the shares have not qualified throughout the period of ownership as business assets, then the amount of the gain that can be held over will be restricted. CGT gift relief will not currently apply since the Company is not a trading company. CGT gift relief is available in respect of shares in an AIM company if that company is a trading company or the holding company of a trading group.

*Inheritance Tax (**IHT**)*

7.3 Shares in qualifying trading companies or holding companies of a trading group can attract 100 per cent. business property relief from IHT provided that the shares are held for at least two years before a chargeable transfer for IHT purposes. As the Company does not currently trade, business property relief will not be available. The shares would only qualify for business property relief once they had been held for two years from the date the Company became a trading company or the holding company of a trading group. Business property relief applies to shares in an AIM company if that company is a trading company or the holding company of a trading group. To the extent that the value of a shareholding is attributable to assets owned by the Company, but not utilised for the purposes of its trade, the value qualifying for business property relief will be restricted.

Income Tax

7.4 *Taxation of Dividends*

7.4.1 Under current UK tax legislation no tax is withheld from dividends paid by the Company.

7.4.2 UK resident individual shareholders are treated as having received income of an amount equal to the sum of the dividend and its associated tax credit, currently 10 per cent. of the gross amount of the dividend and the tax credit (i.e. the tax credit will be one ninth of the dividend). The tax credit will effectively satisfy a UK resident individual shareholder's basic rate (but not higher rate) income tax liability in respect of the dividend. UK resident individual shareholders who are subject to tax at the higher rate (currently 40 per cent.) will have to account for additional tax. The special rate of tax set for higher rate taxpayers who receive dividends is 32.5 per cent. of the gross dividend (including tax credit). After taking account of the ten per cent. tax credit, such a taxpayer would have to account for additional tax of 22.5 per cent. This is the equivalent of 25 per cent. of the net dividend received. From 6 April 2010, a taxpayer who is subject to the new additional income tax rate of 50 per cent. will pay tax in respect of dividends at the dividend additional rate of 42.5 per cent. After taking account of the ten per cent. tax credit, such a taxpayer would have to account for additional tax of 32.5 per cent. This is the equivalent of 36.11 per cent. of the net dividend received. In determining what tax rates apply to a UK resident individual shareholder, dividend income is treated as the top slice of income.

7.4.3 A UK resident (for tax purposes) corporate shareholder will generally not be liable to UK corporation tax on any dividend received and will be entitled for tax purposes to treat any such dividend as franked investment income.

Loss Relief

7.5 If a loss arises on the disposal of shares in a trading company, such shares being originally acquired on a subscription for new shares, the loss may be relieved against income of that year or the previous year (with priority for relief in the current year where income of both years is utilised). Any loss remaining after claiming relief against income, may be available for relief against capital gains in either the current or subsequent years. The Directors and Proposed Director believe that losses will not be available for offset against income to holders of existing ordinary share as the Company does not currently trade.

*Stamp Duty and stamp duty reserve tax (**SDRT**)*

7.6 Transfers or sales of Ordinary Shares (other than transfers for no consideration) will be subject to *ad valorem* stamp duty (payable by the purchaser and generally at the rate of 0.5 per cent. rounded up to the nearest £5) and an unconditional agreement to transfer such shares, if not completed by a duly stamped stock transfer form within two months of the day on which such agreement is made or becomes unconditional, will be subject to SDRT (payable by the purchaser and generally at that rate). If, however, within six years of the date of the agreement an instrument of transfer is executed pursuant to the agreement and stamp duty is paid on that instrument, any liability to SDRT will be cancelled or repaid.

8. Substantial Shareholders

8.1 Except for the interests of the Directors and Proposed Director, which are set out in paragraph 9 of this Part 3 and those persons set out in this paragraph, the Directors and Proposed Director are not aware, at the date of this document, of any interest which immediately following Admission would amount to three per cent. or more of the Company's issued share capital:

Name	Ordinary Shares as at the date of this document	Percentage of Existing Ordinary Shares	Ordinary Shares on Admission	Percentage of Enlarged ShareCapital on Admission
Corporate Services (TD Waterhouse)[1]	75,872,041	14.57	75,872,041	10.51
Sirius Oil & Gas Limited (BVI)[2]	58,000,000	11.14	58,000,000	–
Taglient Oil Nigeria Limited	45,700,000	8.77	45,700,000	6.33
BBHISL Nominees Limited	40,250,000	7.73	40,250,000	5.58
Barclayshare Nominees Limited[3]	38,640,083	7.42	38,640,083	5.35
Brewin Nominees (Channel Islands)	35,705,208	6.86	35,705,208	4.95
WB Nominees Limited[4]	29,296,779	5.63	29,296,779	5.03
Huntress (CI) Nominees Limited	24,533,334	4.71	24,533,334	3.40
Lynchwood Nominees Limited	15,846,666	3.04	15,846,666	2.20
Four Elements PCC	–	–	60,000,000	8.31
EMMEF Investments Limited	–	–	65,000,000	9.01

1 Corporate Services (TD Waterhouse) hold 39,430,196 Ordinary Shares for Corvus.

2 SOGL holds 10,545,455 Ordinary Shares for Corvus and 6,590,909 for Olukayode Kuti. SOGL will direct that its existing shareholding and the 52,000,000 Transaction Shares due to it on Admission be issued directly to and transferred to, respectively, its beneficial owners on Admission.

3 Barclayshare Nominees Limited hold 22,000,000 Ordinary Shares for Jack Pryde.

4. WB Nominees holds 5,616,666 Ordinary Shares for Corvus, 2,900,000 Ordinary Shares for Toby Hayward, 5,975,000 for Mike Hirschfield and 1,250,000 for Graham Porter.

8.2 No major holder of Ordinary Shares, either as listed above, or as set out in paragraph 9 of this Part 3, has voting rights different from other holders of Ordinary Shares.

8.3 No person has made a public takeover bid for the Company's issued share capital in the financial period to 31 December 2010 or in the current financial period.

9. Directors and Proposed Director

9.1 The interests of the Directors, Proposed Director, their immediate families, civil partners (as defined in the Civil Partnership Act 2004) (if any), and persons connected with them, within the meaning of sections 252-254 CA 2006, in the share capital of the Company at the date of this document, all of which are beneficial, are:

Name	Ordinary Shares as at the date of this document	Percentage of Existing Ordinary Shares	Percentage of Enlarged Share Capital on Admission
Babatunde Agboola	20,000,000	3.84	2.77
Toby Hayward	25,400,000[1,5]	4.88	3.59
Michael Hirschfield	14,300,000[2,5]	2.75	2.05
Olukayode Kuti	6,590,909[3]	1.27	1.73
Graham Porter	12,083,332[5]	2.32	1.74
Jack Pryde	22,000,000[4]	4.22	3.46

1 Of which 2,900,000 held through Barclayshare Nominees Limited.

2 Held personally and through W B Nominees Limited, Smith & Williamson Nominees Limited and Kitwell Consultants Retirement Benefit Scheme.

3 Held through SOGL. As a result of SOGL distributing its existing shareholding and directing that its proportion of the Transaction Shares be issued to its beneficial owners, Mr Kuti will be interested in 12,500,000 Ordinary Shares on Admission.

4 Held through Barclayshare Nominees Limited and includes 1,050,000 Ordinary Shares held by Jack Pryde's wife. Jack Pryde or his pension fund will subscribe for 3,000,000 Ordinary Shares in the Subscription, at the Subscription Price.

5 Toby Hayward, Mike Hirschfield and Graham Porter have each lent the Company £25,000, such loans will be capitalised at the Subscription Price on Admission, thereby increasing their holdings of shares above by 500,000 shares each.

9.2 Except as disclosed in paragraphs 9.1 and 11.2, none of the Directors, the Proposed Director, nor any member of their respective immediate families including, for this purpose, civil partners (as defined in the Civil Partnership Act 2004) (if any), nor any person connected with them within the meaning of sections 252-254 CA 2006, is interested in the share capital of the Company, or in any related financial products referenced to the Ordinary Shares.

9.3 There are no outstanding loans granted by any member of the Group to any Director or Proposed Director, nor has any guarantee been provided by any member of the Group for their benefit.

9.4 The Company has entered into the following service agreements and letters of appointment:

9.4.1 an agreement with Toby Hayward dated 28 February 2011, conditional upon Admission, pursuant to which Mr Hayward is to be appointed as chief executive officer of the Company. Initially the Company is to pay Mr Hayward £36,000 per year until the completion of a Reverse Takeover and thereafter £75,000 per year, monthly in arrears, payable with retrospective effect from 1 April 2010. The appointment is terminable on 12 months' notice on either side. No compensation is payable for loss of office and the appointment may be terminated immediately if, among other things, Mr Hayward is in material breach of the terms of the appointment. The agreement replaces the letter of appointment between the Company and Mr Hayward pursuant to which Mr Hayward was entitled to a fee of £1,000 a month (which was increased to £3,000 a month with effect from January 2009);

9.4.2 an agreement with Michael Hirschfield dated 28 February 2010, conditional upon Admission, pursuant to which Mr Hirschfield is to be appointed as finance director of the Company. The Company is to pay Mr Hirschfield £24,000 per year until the completion of a Reverse Takeover and thereafter £75,000 per year, monthly in arrears, payable with retrospective effect from 1 April 2010. The appointment is terminable on 12 months' notice on either side. No compensation is payable for loss of office and the appointment may be terminated immediately if, among other things, Mr Hirschfield is in material breach of the terms of the appointment. The agreement replaces the letter of appointment between the Company and Mr Hirschfield dated 23 July 2008 pursuant to which Mr Hirschfield was paid a fee of £1,000 a month. Mike Hirschfield owns Kitwell Consultants Limited which, pursuant to a letter agreement dated 7 November 2007, provides company secretary and other administrative services to the Company for a fee of £1,000 per month. This agreement is terminable on three months' notice;

9.4.3 a letter of appointment with Olukayode Kuti dated 23 July 2008, pursuant to which Mr Kuti was appointed a non executive director of the Company. The Company pays Mr Kuti £24,000 per year (increased from £12,000 per year from October 2008), monthly in arrears. The appointment is terminable on three months' notice on either side. No compensation is payable for loss of office and the appointment may be terminated immediately if, among other things, Mr Kuti is in material breach of the terms of the appointment;

9.4.4 a letter of appointment with Graham Porter dated 15 November 2004, pursuant to which Mr Porter was appointed as a non-executive director of the Company. The Company pays Mr Porter a fee of £12,000 per year, payable monthly in arrears. The appointment is terminable on three months' notice on either side. No compensation is payable for loss of office and the appointment may be terminated immediately if, among other things, Mr Porter is in material breach of the terms of the appointment;

9.4.5 a letter of appointment with Jack Pryde dated 28 February 2011, conditional upon Admission, pursuant to which Mr Pryde is to be appointed as non-executive chairman of the Company. The Company is to pay Mr Pryde a fee of £12,000 per year, payable monthly in arrears. The fee will increase to £50,000 per year, backdated to 1 February 2011 upon the Company completing a Reverse Takeover. The appointment is for an initial fixed term of six months from Admission and thereafter is terminable on six months' notice on either side. No compensation is payable for loss of office and the appointment may be terminated immediately if, among other things, Mr Pryde is in material breach of the terms of the appointment; and

9.4.6 a letter of appointment with Babatunde Agboola dated 23 July 2008, pursuant to which Mr Agboola was appointed as non-executive chairman of the Company. The Company pays Mr Agboola a fee of £12,000 per year, payable monthly in arrears. The appointment is terminable on three months' notice on either side. No compensation is payable for loss of office and the appointment may be terminated immediately if, among other things, Mr Agboola is in material breach of the terms of the appointment. By a letter agreement dated 28 February 2011 the Company and Mr Agboola have agreed that, conditional upon Admission, Mr Agboola will assume the role of non-executive deputy chairman from Admission.

9.5 The aggregate remuneration paid and benefits in kind granted to the Directors for the period from 1 August 2008 to 31 December 2010, under the arrangements in force at the date of this document, amount to £133,000. It is estimated that the aggregate remuneration payable to the Directors and Proposed Director from the date of Admission to 31 December 2011 under arrangements that are in force and that will come into effect on Admission will amount to £100,000.

9.6 There are no liquidated damages or other compensation payable by the Company upon early termination of the contracts of the Directors or Proposed Director. None of the Directors or Proposed Director has any commission or profit sharing arrangements with the Company.

9.7 Except as provided for in paragraph 9.4 above, the total emoluments of the Directors and Proposed Director will not be varied as a result of the Proposals.

9.8 Except as disclosed in this paragraph 9, there are no existing or proposed service contracts between the Company and any of the Directors or Proposed Director which are not terminable on less than 12 months' notice, nor have any of their letters of appointment or service contracts been amended in the six months prior to the date of this document.

9.9 In addition to their directorships of the Company and its subsidiaries, the Directors and Proposed Director are or have been members of the administrative, management or supervisory bodies or partners of the following companies or partnerships (which unless otherwise stated are incorporated in the UK) within the five years prior to the publication of this document:

Babatunde Agboola

Current	Dantose Energy Services Limited Bolad Energy Company RT5 Petroleum Limited
Past	Fieldspargroup Limited

Toby Hayward

Current	Afren plc Severfield-Rowen Plc THC Consulting Limited
Past	Ecast Limited International Seafood Products PLC * Ocean Supplies Limited * Paradisii Limited *

Michael Hirschfield

Current	Bluearth Capital Limited Green River Resources Inc (Cayman Islands) Kitwell Consultants Limited Tri-Star Resources Plc Tri-Star Trading Limited
Past	Assael Rankin Properties Limited BD Nominees Limited Corone Limited Corvus Capital Inc (BVI) * Kitwell Management Limited Roeford Properties plc Roeford Real Estate Limited

Olukayode Kuti

Current	Sirius Oil & Gas Limited (BVI)
Past	Huxton Capital Limited (BVI)

Graham Porter

Current	GL Porter Limited Mentum Inc. (Cayman Islands)
Past	Corvus Capital Inc (BVI) * Fedmet Limited Futuras Limited Global Structured Finance Inc (Cayman Islands) GTC Independent Brokers Limited Tambelan Company Limited (BVI) Toumaz Limited (Cayman Islands)

Jack Pryde

Current	Sirius Energy Trading Limited
Past	Ecast Limited International Seafood Products Limited * Paradisii Limited * Pro-Market Global Limited

* see disclosure in paragraph 9.10 below.

9.10 Toby Hayward was appointed a director of Paradisii Limited on 6 October 1999 and Jack Pryde was appointed as a director on 10 October 1999. A liquidator was appointed on 22 February 2006 and the company was dissolved on 2 February 2008. There was a deficit to creditors of £133,629.

Toby Hayward was appointed a director of International Seafood Products PLC on 29 March 1999 and Jack Pryde was appointed as a director on 13 October 1999. Toby Hayward was appointed as a director of Ocean Supplies Limited on 13 October 1999 (a wholly owned subsidiary of International Seafood Products PLC). An administrative receiver was appointed on 12 July 2000 to both companies. International Seafood Products PLC was dissolved on 23 November 2004. There was a deficit to creditors of £587. Ocean Supplies Limited was dissolved on 1 May 2007. There was a deficit to creditors of £1,168,785.

Mike Hirschfield and Graham Porter were directors of Corvus Capital Inc which went into members' voluntary solvent liquidation in December 2008 after distributing the majority of its assets to its shareholders.

9.11 Except as set out in paragraph 9.10 above, no Director or Proposed Director has:

9.11.1 had any convictions in relation to fraudulent offences or unspent convictions in relation to indictable offences;

9.11.2 had a bankruptcy order made against him or entered into an individual voluntary arrangement;

9.11.3 been a director of any company or been a member of the administrative, management or supervisory body of an issuer or a senior manager of an issuer which has been placed in receivership, compulsory liquidation, creditors' voluntary liquidation, administration, or company voluntary arrangement or which entered into any composition or arrangement with its creditors generally or any class of its creditors whilst he was acting in that capacity for that company or within the 12 months after he ceased to so act;

9.11.4 been a partner in any partnership placed into compulsory liquidation, administration or partnership voluntary arrangement where such director was a partner at the time of or within the 12 months preceding such event;

9.11.5 been subject to receivership in respect of any asset of such Director or Proposed Director or of a partnership of which the Director or Proposed Director was a partner at the time of or within 12 months preceding such event; or

9.11.6 been subject to any official public criticisms by any statutory or regulatory authority (including designated professional bodies) nor has such Director or Proposed Director been disqualified by a court from acting as a director of a company or from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer.

9.12 Except as set out in paragraph 9.4 of this Part 3, no Director or Proposed Director has been interested in any transaction with the Company which was unusual in its nature or conditions or significant to the business of the Company during the current financial year which remains outstanding or unperformed.

9.13 In the case of those Directors and the Proposed Director who have roles as directors of companies which are not a part of the Group, although there are no current conflicts of interest, it is possible that the fiduciary duties owed by those persons to companies of which they are directors from time to time may give rise to conflicts of interest with the duties owed to the Group. Except as mentioned above, there are no potential conflicts of interest between the duties owed by the Directors and Proposed Director to the Company and their private duties or duties to third parties.

9.14 Except for the Directors and Proposed Director, the Board does not believe that there are any other senior managers who are relevant in establishing that the Company has the appropriate expertise and experience for the management of the Company's business.

9.15 The Company has not employed employees during the financial years ended 31 July 2008 and 31 July 2009 and the 17 months to 31 December 2010. The Company had an average of one employee during the financial year ending 31 July 2007.

10. Material contracts

The following contracts have been entered into by the Company in the two years preceding the date of this document and are or may be material:

Agreements relating to investment and trading

10.1 an agreement dated 23 July 2008 between the Company, Taglient Oil Nigeria Limited (**Taglient**) and Taglient's shareholders pursuant to which Taglient agreed, among other things, to use all its reasonable efforts to seek out opportunities for the Company to acquire interests in oil and gas fields in Nigeria. Taglient agreed to provide its services exclusively to the Company. Taglient was paid a fee of £114,250 upon the agreement ceasing to be conditional and a further £153,250 is due upon and subject to the Company completing an oil and gas transaction which constitutes a Reverse Takeover under the AIM Rules. The agreement permits the fee to be capitalised and settled in Ordinary Shares at 0.25p per share (which at the date the agreement was entered into represented a premium of 298 per cent. to the then net assets of the Company). This will result in a further 61,300,000 new Ordinary Shares being issued to Taglient;

10.2 an agreement dated 23 July 2008 between the Company and Sirius Oil & Gas Limited (**SOGL**). SOGL is a British Virgin Islands private company in which Corvus Capital Limited has an 18.2 per cent. shareholding and in which Mr Kuti (a director of the Company) holds 11.4 per cent. Under this agreement, SOGL agreed, among other things, to use all its reasonable efforts to seek out opportunities for the Company to acquire interests in oil and gas fields in Nigeria, to conduct initial due diligence on potential acquisition targets and to assist in the raising of funds. SOGL was paid a fee of £145,000 upon the agreement ceasing to be conditional, leaving a balance of £130,000 due. The agreement permits the fee to be capitalised and settled in Ordinary Shares at 0.25p per share (which at the date the agreement was entered into represented a premium of 298 per cent. to the then net assets of the Company). This will result in a further 52,000,000 new Ordinary Shares being due to SOGL on Admission but which it will direct be issued to its beneficial owners;

10.3 on 26 November 2008, the Company and Bolad Energy Company (**Bolad**) entered into heads of agreement which outlines the framework of the joint venture partnership agreement between the two parties. The interest is a marginal field opportunity with Mobil Producing Nigeria Unlimited (Mobil). The Company will act as financial partner to the venture and will provide 100 per cent. of the funding (including Mobil's equity), the terms of which will be 3.5 per cent. above the UK base rate. The interest rate chargeable to Bolad will not exceed a maximum of 8.5 per cent. There will be a preferential cash flow of 80/20 in favour of the Company until the initial capital investment loan is paid off, after which there will be an allocation based on the ratio of equity. Bolad will act as technical partner to the venture, providing technical resources, acting as operator of the field and managing interface and community issues. The equity participation in the venture will be split 42.86 per cent. (Company) and 57.14 per cent. (Bolad). The parties will set up an operating committee to manage the opportunity and a comprehensive joint venture agreement will be executed by the

parties in due course. The parties will enter into a technical partnership agreement which will run for an initial term of 12 months and if satisfactory to both parties will continue for the life of the opportunities;

10.4 on 5 December 2008, the Company and RT5 Petroleum Limited (**RT5**) entered into heads of agreement which outlines the framework of the joint venture partnership agreement between the two parties. The interest is a marginal field opportunity with Chevron Nigeria Limited (Chevron). The Company will act as financial partner to the venture and will provide 100 per cent. of the funding (including Chevron's equity), the terms of which will be 3.5 per cent. above the UK base rate. The interest rate chargeable to RT5 will not exceed a maximum of 8.5 per cent. There will be a preferential cash flow of 80/20 in favour of the Company until the initial capital investment loan is paid off, after which there will be an allocation based on the ratio of equity. RT5 will act as technical partner to the venture, providing technical resources, acting as operator of the field and managing interface and community issues. The equity participation in the venture will be split 42.86 per cent. (Company) and 57.14 per cent. (RT5). The parties will set up an operating committee to manage the opportunity and a comprehensive joint venture agreement will be executed by the parties in due course. The parties will enter into a technical partnership agreement which will run for an initial term of 12 months and if satisfactory to both parties will continue for the life of the opportunities;

10.5 a funding agreement dated 25 August 2009 between the Company and CapInvest under which CapInvest agreed to provide or procure at least US$80 million of debt funding for the Company's first marginal field opportunity for which CapInvest will receive a fixed fee of £1.573 million which will be settled through the issue of 65,000,000 new Ordinary Shares (at a price of 2.42p per share, the closing share price as at 19 August 2009, the latest practical date prior to agreeing the terms of the funding agreement). By agreements dated 13 October 2010 between the Company and CapInvest and between EMMEF and the Company, as varied by an agreement dated 28 February 2011, the funding agreement was replaced by an agreement on substantially the same terms except that EMMEF will be issued with the fee shares. EMMEF has agreed to an orderly market restriction for 12 months from Admission;

10.6 a licence granted by the Department of Petroleum Resources of Nigeria with effect from 30 September 2009 to permit the import by the Company's subsidiary Sirius Taglient Petro Limited of refined oil products into Nigeria. The licence permits the import of up to 10,000 metric tonnes per shipment of petroleum oil product and is renewed on a quarterly basis for a nominal fee;

10.7 an option agreement between the Company and Abba Dasuki dated 5 October 2009 under which Mr Dasuki was appointed as a consultant to the Company to advise on the Company's relationships with the government, emirates and caliphates of Nigeria. In consideration of entering into the agreement, Mr Dasuki was granted options over (i) 5,000,000 new Ordinary Shares at an exercise price of 5.3p per share (being the average closing price for an Ordinary Share over the five trading days prior to the grant of the option) and (ii) 3,000,000 new Ordinary Shares at a price per share equal to the closing price on the day before the Company announced that it had secured a marginal field (this price is 9p per share based on the closing price of an Ordinary Share on AIM on 19 February 2010). The options are exercisable from the date of the Transaction until the fifth anniversary of that date.

10.8 on 2 November 2009, the Company and Dajo Oil (**Dajo**) entered into heads of agreement which outlines the framework of the joint venture partnership agreement between the two parties. The interest is a marginal field opportunity with Shell Petroleum Development Company (Shell). The Company will act as financial partner to the venture and will provide 100 per cent. of the funding. The maximum interest rate

chargeable to Dajo will be 3.5 per cent. above the London Interbank Offered Rate (LIBOR) of any invested amount. There will be a preferential cash flow of 80/20 in favour of the Company until the initial capital investment loan is paid off, after which there will be an allocation based on the ratio of equity. No farm-in fee is to be paid. Dajo will act as technical partner to the venture, providing technical resources, acting as operator of the field and managing interface and community issues. Dajo will also be responsible for administration and accounting on the venture. In terms of equity participation in the venture, the Company will have a 40 per cent. legal interest with an economic interest of 40 per cent. and Dajo will have a 60 per cent. legal interest with an economic interest of 60 per cent. The parties will set up a joint management committee to manage the opportunity, the procurement process and operational activities. A comprehensive joint venture agreement will be executed by the parties in due course;

10.9 on 17 November 2009, the Company and Frontier Oil and Gas (**Frontier**) entered into heads of agreement which outlines the framework of the joint venture partnership agreement between the two parties. The interest is a marginal field opportunity with Shell Petroleum Development Company (Shell) and other mutually agreed marginal field opportunities. The heads of agreement excludes the Frontier Oil Limited Uquo field in OML/13 onshore Nigeria. The Company will act as financial partner to the venture and will provide 100 per cent. of the funding. The interest charged to the project will be based on the interest finance cost(s) incurred by the Company subject to approval by Frontier. There will be a preferential cash flow of 80/20 in favour of the Company until the initial capital investment loan is paid off, after which there will be an allocation based on the ratio of the agreed economic interest. Any pre-operational expenses related to the scope of interest will be paid based on fees, charges or any other cost levied to or incurred by Frontier in securing the asset(s). No cost(s) will be borne by Frontier on a sole risk basis. Frontier will act as technical partner to the venture, providing technical and management resources, acting as operator of the field and managing interface issues and the approval process. Frontier will also be responsible for managing community and health security, safety and environmental issues and administration and accounting on the venture. In terms of equity participation in the venture, the Company will have a 40 per cent. Participating Interest with an economic interest of 40 per cent. and Frontier will have a 60 per cent. Participating Interest with an economic interest of 60 per cent. The parties will set up a joint management committee to manage the opportunity, the procurement process and operational activities. A comprehensive joint venture agreement will be executed by the parties in due course and will supersede the heads of agreement;

10.10 a consultancy services and warrant agreement dated 16 February 2010 between the Company, South Africa Hi-Tech Energy Consultancy Inc (**SAHT**) and Mr Wong Fan Woon pursuant to which SAHT has agreed to procure the services of Mr Woon and Dr Vikrom Koompirochana to use all reasonable endeavours to assist the Company in acquiring oil and gas assets with a valuation of not less than US$500 million. In consideration of SAHT's services to the Company, SAHT has been issued with a conditional warrant to subscribe for up to 80,000,000 new Ordinary Shares at 7.125p per share, being the closing middle market price for an Ordinary Share on AIM on 11 February 2010. It is a condition of exercise of the warrant that the Company completes the acquisition of an oil and gas asset with a value of not less than US$500 million by 31 December 2011. Subject to satisfaction of that condition, the warrant is then exercisable within five years of date of grant;

10.11 on 13 October 2010 the Company entered into identical consultancy agreements with each of Ian Burton and John Kelsey-Fry (**Consultants**), terminating either (i) on not less than 14 days' notice (expiring no earlier than the third anniversary of Admission), or (ii) on a change of control of the Company. The Consultants will be responsible in assisting the Group to develop written policies and procedures regarding anti-corruption and,

in particular, a policy consistent with the requirements of the Bribery Act 2010 and any regulatory changes. This will involve providing training for directors, employees, consultants and business partners on such policies and procedures. In consideration for providing their services, each Consultant will be paid a fee of £30,000 per annum plus VAT (if applicable), payable either on the third anniversary of Admission or on occurrence of a change of control of the Company. The Consultants will also be reimbursed all reasonable and proper expenses. The Consultants are responsible for declaring and paying any tax liability arising out of their performance of services to the Company. The Consultants may not assign or transfer their obligations to provide such services to any other party. The Consultants have each been granted options over 1,000,000 Ordinary Shares each at 9p per share, under the share option scheme described in paragraph 11 of Part 3 of this document. The exercise price of the Options may be set off against the accrued fee for services;

10.12 a consultancy agreement between the Company and Corvus dated 28 February 2011, which is conditional on Admission, pursuant to which, Corvus agreed to provide consultancy services to the Company, in particular in connection with acquisitions and fundraising. The Company has agreed to pay Corvus a fee of £36,000 per year until the completion of a Reverse Takeover and thereafter £75,000 per year, monthly in arrears, payable with retrospective effect from 1 April 2010, and to grant the warrant referred to in the following paragraph. The agreement is terminable on three months' notice on either side;

10.13 on 28 February 2011, conditional on Admission, the Company entered into a warrant agreement with Corvus pursuant to which the Company issued warrants over 10,000,000 new Ordinary Shares at an exercise price per share of par (0.25p). The warrants are exercisable between the third and tenth anniversary of Admission, or earlier on a change of control of the Company;

10.14 a consultancy agreement dated 28 February 2011, conditional on Admission, between the Company and Professor Christofer Toumazou under which Professor Toumazou agrees to provide his consultancy services to the Company. In particular, he is engaged to provide introductory and liaison services with regards to (a) oil and gas geologists a and (b) oil and gas investors and industry contracts. The agreement will terminate on the earlier of the third anniversary of Admission and a change of control of the Company. In consideration of his services, Professor Toumazou will be paid a fee of £16,666 per year plus VAT if applicable, payable on the third anniversary of Admission or on a change of control of the Company. Professor Toumazou has been granted options over 1,000,000 Ordinary Shares each at the Subscription Price per share, under the share option scheme described in paragraph 11 of this Part 3. The exercise price of the Options may be set off against the accrued fee for services;

Agreements with Del Sigma

10.15 the Joint Operating Agreement, a detailed description of which was set out in part 4 of the Company's AIM admission document dated 13 October 2010, but by which the Company is no longer bound by reason of the Option Agreement described in the following paragraph;

10.16 the Option Agreement pursuant to which the Company and Del Sigma agreed to terminate the Joint Operating Agreement with effect from 25 February 2011 in consideration of the payment of US$600,000 already paid by Sirius under the JOA. The parties waived any claims they may have against the other except that this payment of US$600,000 will be credited against Sirius' financial obligations in any new joint operating agreement that may be entered into. If no new agreement is entered into, the US$600,000 will be repaid upon Del Sigma entering into any agreement with a third party relating to the Ke Field. Del Sigma granted to the Company an option to

require Del Sigma to enter into a joint operating agreement for the Ke Farmout Area on substantially the same terms as are set out in the Joint Operating Agreement, such option to be served at any time in the 45 days following the grant of the Renewal. The option is exercisable in the Company's sole discretion and will lapse on 25 February 2013 unless notice has been served prior to such date that the Renewal has been awarded;

Agreements relating to Admission

10.17 on 13 October 2010, the Company and Strand Hanson entered into a nominated adviser and broker agreement. Under this agreement Strand Hanson receives an annual retainer £25,000. The Company agreed to comply with its legal obligations and those of AIM and the London Stock Exchange and to consult and discuss with Strand Hanson all of its announcements and statements and to provide Strand Hanson with any information which Strand Hanson believes is necessary to enable it to carry out its obligations to the Company or the London Stock Exchange as nominated adviser;

10.18 on 13 October 2010, a placing agreement was entered into between the Company, the Directors, proposed directors, Renaissance Capital Limited and Strand Hanson pursuant to which Renaissance Capital Limited (as sole bookrunner) agreed to use its reasonable endeavours to place certain placing shares and Strand Hanson agreed to use reasonable endeavours to procure admission. The placing agreement was conditional upon, amongst other things, the Renewal being granted and admission having occurred on or before 3 November 2010 or such later as the parties agreed but not later than 31 December 2010. Accordingly the agreement did not become effective as far as Renaissance Capital Limited and Strand Hanson were concerned. The agreement contained certain warranties from the Company, Directors and proposed directors (at that time) and an indemnity by the Company in favour of Renaissance Capital Limited and Strand Hanson which remains in force;

10.19 on 28 February 2011, the Company and Strand Hanson entered into an engagement letter in consideration of its services in connection with Admission. On Admission, Strand Hanson will receive a fee of £315,000 in connection with its services for Admission, of which £40,000 will be payable in cash and £275,000 will be capitalised by the allotment and issue of new Ordinary Shares at the Subscription Price. In connection with its past services, including but not limited to the abortive Del Sigma Transaction, Strand Hanson will be paid £75,000 in cash on Admission, plus £300,000 which will be capitalised by the allotment and issue of new Ordinary Shares at the Subscription Price on Admission and, subject to completion of the Company's next transaction, a further £225,000 of which £25,000 will be capitalised on the same basis as above, and the balance paid in cash;

10.20 a warrant agreement dated 28 February 2011 between the Company and Strand Hanson Securities Limited pursuant to which and conditional on Admission the Company issued to Strand Hanson Securities Limited warrants over 10,000,000 Ordinary Shares at an exercise price per share of par (0.25p). The warrants are exercisable for a period of five years from Admission;

10.21 on 28 February 2011 an introduction agreement was entered into between the Company, the Directors, Proposed Director and Strand Hanson pursuant to which Strand Hanson agreed to use reasonable endeavours to procure Admission. The Introduction Agreement is conditional upon, amongst other things, the Company's receipt of the proceeds of the Subscription (subject to Admission) and Admission having occurred on or before 1 April 2011 or such later as the parties agreed but not later than 30 April 2011. The agreement contains certain warranties from the Company, Directors and Proposed Director and an indemnity by the Company in favour of Strand Hanson. The agreement also contains provisions entitling Strand Hanson to terminate the

agreement prior to Admission if, among other things, a breach of any of the warranties occurs or on the occurrence of an event fundamentally and adversely affecting the position of the Company;

10.22 on 28 February 2011 each of the Directors, Proposed Director and Taglient entered into lock-in agreements with Strand Hanson and the Company pursuant to which they agreed not to dispose of any shares in the capital of the Company for a period of 12 months from Admission, other than in the event of an intervening court order or receipt of a takeover offer relating to the Company's share capital from an unconnected third party offeror. The Directors, Proposed Director and Taglient also agreed that for a further period of 12 months, they will only dispose of their interest in Ordinary Shares with the consent of the Company's nominated adviser from time to time. Taglient may pledge its Shares as security;

10.23 on 28 February 2011 Corvus entered into an agreement with Strand Hanson and the Company pursuant to which it agreed not to dispose of any shares in the capital of the Company for a period of 12 months from Admission without the consent of the Company's nominated adviser from time to time, such consent not to be unreasonably withheld. Further, subject to informing Strand Hanson, Corvus may pledge its shares as security;

10.24 irrevocable undertakings in favour of the Company relating to in aggregate 293,955,692 Ordinary Shares representing 56.44 per cent. of the current issued share capital of the Company in which certain shareholders have irrevocably undertaken to vote in favour of all of the resolutions at the Annual General Meeting;

The Subscription

10.25 a subscription letter dated 28 February 2011 between the Company and The Four Elements PCC (Athena Special Situations Fund) under which the latter agreed to subscribe for 60,000,000 Subscription Shares at the Subscription Price, conditional on Admission;

10.26 subscription letters dated 28 February 2011 between the Company and subscribers to subscribe for 8,000,000 Subscription Shares (of which Jack Pryde will subscribe for 3,000,000 Shares) at the Subscription Price, conditional on Admission;

10.27 a letter agreement dated 28 February 2011 between the Company and EMMEF under which the Company, in consideration of EMMEF assisting in procuring subscribers for the Subscription Shares, agreed to pay to EMMEF a commission of six per cent. of the gross proceeds of the Subscription raised by EMMEF, that is £189,000. In addition, the Company agreed to grant to EMMEF the warrant described in paragraph 10.28 of this Part 3;

10.28 on 28 February 2011, conditional on Admission, the Company entered into a warrant agreement with EMMEF pursuant to which: (i) the Company issued warrants for 70,000,000 new Ordinary Shares at an exercise price of 10p per share; and (ii) the Company issued warrants for 60,000,000 new Ordinary Shares at an exercise price of par, such warrants to be exercisable only if the Company has not announced a Reverse Takeover within four months from Admission and if a Reverse Takeover is announced within such period the number of warrant shares will be reduced from 60,000,000 to 20,000,000. Both warrants are capable of exercise until the fifth anniversary of Admission;

Loan arrangements

10.29 a convertible loan agreement dated 5 October 2010 between the Company as borrower and Adelphi Holdings Limited as lender pursuant to which the Company borrowed US$100,000 from the lender. On Admission, the loan and accrued interest of US$50,000

will be converted into Ordinary Shares at the Subscription Price. Subsequently an additional £10,000 was borrowed, which will be repayable together with accrued interest of £5,000 on Admission and £10,000 was borrowed, which will be repayable on Admission together with accrued interest of £2,500.;

10.30 by a letter agreement dated 7 October 2010 the Company paid US$100,000 to Del Sigma as an advance of payments due under the JOA;

10.31 the Company has been loaned £125,000 in aggregate by Mike Hirschfield, Toby Hayward, Jack Pryde, Graham Porter and Corvus. The loans will be capitalised on Admission at the Subscription Price, except for Jack Pryde's loan which will be repaid in cash on Admission;

10.32 a facility agreement between the Company and EMMEF dated 13 October 2010, as varied by an agreement dated 28 February 2011, pursuant to which EMMEF agreed to lend the Company up to US$80,000,000 subject to the satisfaction of certain conditions. Of this sum, US$25,000,000 may be available for drawdown, in EMMEF's absolute discretion, after (i) the Company has established that the Ke Field has probable and proved reserves of not less than five million of barrels of oil and (ii) a successful flow test to prove that the well can flow 2,000 or more barrels of oil per day over a three day period. This initial drawdown is to be used in a manner satisfactory to EMMEF and subject to the latter's approval, provided that such approval is not to be unreasonably withheld, for the purposes of (a) constructing a pipe to link the Ke Field to the Shell Awoba terminal and/or (b) the drilling of the Ke-1 well on the Ke Field, the drilling of additional wells in the Ke Field or the drilling of a well on another field in a different block from the Ke Field but within the Niger Delta Field and of similar or better geological and economic characteristics as the Ke Field and the construction of infrastructure to export such resources. The balance of the facility, US$55,000,000, will be available for drawdown in the lender's absolute discretion. All drawdowns are subject to the satisfaction of conditions precedent including, among other things, the delivery of a legal opinion from a Nigerian lawyer concerning the Company's interest in the Ke Field and the granting of security by both the Company and SRS Petroleum Nigeria Limited. Such security comprises a debenture over the assets and undertaking of the Company, a charge over the Company's shares in SRS Petroleum Nigeria Limited, a charge over the receivables account of the Company and an assignment of the Company's interest in the JOA and other project agreements. The initial drawdown is also subject to additional conditions which are that (a) the anticipated first year net annual US$ dollar yield from sales production from the Ke Field based on a 320 day linear projection of a three day flow test is not less than US$30,000,000 (thirty million Dollars), (b) that the spot oil price (as determined by the CBOE as shown on Bloomberg) is above US$50 (fifty Dollars) per barrel in the period of 30 days before the proposed drawdown date, (c) the Ke Field generating revenue for the Borrower, (d) the Dow Jones Industrial Average is above 7,500 in the period between the signing of the agreement and the proposed drawdown date and (e) there being no undemocratic change of Government in Nigeria. The proceeds of the £55,000,000 drawdown, if provided may only be used for the drilling of additional wells in the Ke Field and/or the drilling of a well on another field in a different block from the Ke Field but within the Niger Delta Field and of similar or better geological characteristics, potential reserves and expected economic returns as the Ke Field and in order to prove that the field has economically recoverable hydrocarbon resources and the construction of such infrastructure to export such resources. EMMEF has the right (at its sole discretion) to waive any one or more of the requirements to a draw down. Interest is payable quarterly at the rate of ten per cent. per year. Sums borrowed under the agreement together with rolled up interest are repayable three years after the date of the initial drawdown. The Company will pay a facility fee to EMMEF of five per cent. of the total facility payable being US$4,000,000 on initial drawdown. The Company has given

warranties and representations typical of a facility agreement of this size and nature. The agreement is terminable for, among other reasons, insolvency of the Company, breach by the Company, non-compliance with laws and agreements and breach of warranty or representation by the Company. Upon default the loan and accrued interest becomes repayable on demand. The Company has agreed not to grant other security over its assets subject to certain limited exceptions. By an agreement dated 28 February 2011, EMMEF agreed that the Company could request drawdown of the first US$25,000,000 of the facility for an oil and gas project other than the Ke Field. In such circumstances, EMMEF may accept or refuse the request in its absolute discretion and require such variations to the facility agreement as it deems necessary;

Related party transactions

10.33 details of related party transactions (which for these purposes are those set out in the Standards adopted according to the Regulation (EC) No 1606/2002) entered into by the Company during the period covered by the historical financial information and up to the date of this document are contained in notes 20, 11, 11 and 15 to the financial statements for the years ended 31 July 2007, 2008 and 2009 and for the 17 months ended 31 December 2010, respectively. The annual reports and financial statements are available from the Company's website at www.siriuspetroleum.com.

11. Share option scheme

11.1 The Company adopted an employee share option scheme on 18 February 2011. For UK tax purposes the scheme is an "unapproved" scheme. The scheme replaces the scheme adopted on 11 October 2010 in connection with the Del Sigma Transaction; options granted under that scheme have been cancelled.

11.2 The Company has granted options under the scheme, conditional on Admission, over 51,000,000 Ordinary Shares representing 7.1 per cent. of the Enlarged Share Capital of which options over 48,000,000 Ordinary Shares have been granted to the Directors and Proposed Director:

Name	Ordinary Shares under option	Exercise price
Babatunde Agboola	5,000,000	5 pence
Toby Hayward	15,000,000	5 pence
Mike Hirschfield	10,000,000	5 pence
Olukayode Kuti	3,000,000	5 pence
Graham Porter	10,000,000	5 pence
Jack Pryde	5,000,000	5 pence

11.3 A summary of the rules of the scheme is set out below.

Grant of options

11.4 Grant of an option may be renounced by the grantee within 30 days. No option can be transferred, assigned or charged. No amount is payable on grant of an option.

Exercise of options

11.5 Options may be exercised in whole or part in accordance with the rules and any objective exercise conditions imposed by the Company. Earlier exercise may be permitted notwithstanding that any performance conditions may not been met in the event of death of the optionholder (where exercise is permitted by his personal representatives for 12 months) or earlier if determined by the Company. For persons who leave the employment of the Group by reason of injury, disability, redundancy, resignation or retirement, options may be exercised up to a year after their leaving

date to the extent that they have vested. Options will lapse immediately where their employment/consultancy terminates for others reasons. The options granted to Babatunde Agboola and Olukayode Kuti do not become exercisable until whichever is the later of the first anniversary of Admission and the Company completing a Reverse Takeover or otherwise being subject to a change of control. The options granted to the other Directors and Proposed Director do not become exercisable until whichever is the earlier of the first anniversary of Admission and the Company completing a Reverse Takeover or otherwise being subject to a change of control.

11.6 Where the grantee becomes bankrupt or otherwise deprived of legal or beneficial ownership of the option, the option will lapse.

Takeovers

11.7 The grantee will be notified of any bid and may exercise any options that have vested within 42 days of an offer becoming unconditional, after which period the option will lapse.

Liquidation

11.8 The Board must immediately notify the grantee and options may be exercised to the extent they have already vested at the time notice is given or would ordinarily be due to vest in the period between the date on which notice is given and the passing of any resolution for the winding-up of the Company. The shares will be deemed to have been issued prior to the passing of such a resolution.

Adjustment of options

11.9 In the event of a reorganisation of the Company, the number of shares subject to option and the exercise price may be adjusted as the Company may determine and may be confirmed to be reasonable by the Company's auditors. This may be retrospective if relevant to an already exercised option.

Costs

11.10 Costs of administration of the scheme are to be borne by the Company.

Termination

11.11 If the scheme is terminated the existing options will remain in full force. The scheme is not intended to form any contract of employment and individuals who participate will not have any rights to damages for any loss, or potential loss of benefit, in the event of termination of office.

12. Working capital

Taking into account the net proceeds of the Subscription, the Company, the Directors and Proposed Director are of the opinion, having made due and careful enquiry, that the Group will have sufficient working capital for its present requirements, that is, for at least 12 months from the date of Admission.

13. Litigation

No Group Company is involved nor has been involved in any governmental, legal or arbitration proceedings in the previous twelve months which may have or have had in the recent past a significant effect on any Group Company's financial position or profitability and, so far as the Directors and Proposed Director are aware, there are no such proceedings pending or threatened against any Group Company.

14. Intellectual property

Except as set out in this document the Group is not dependent on any patents, licences, industrial, commercial or financial contracts or new manufacturing processes which have a material effect on the Group's business or profitability.

15. Premises

15.1 The Company does not own any premises but has permission to use serviced offices and meeting room space at its registered office address. The Company intends to enter into an agreement with its landlord whereby it will lease the registered office premises for two years for an aggregate rent of £250,000, such rent to be paid in one lump sum in advance.

15.2 Sirius Taglient Petro Limited leases office premises in Lagos from Chief Chukwuemeka. The lease is for a three year term from 15 February 2009 to 14 February 2012. Sirius Taglient Petro Limited paid N17,250,000 (£72,333) in advance for the full term.

16. Significant changes

Except for the Subscription there has been no significant change in the financial or trading position of the Company since 31 December 2010, the date to which the most recent financial information is available.

17. General

17.1 No exceptional factors have influenced the Company's activities.

17.2 Except as disclosed in this document, there have been no significant authorised or contracted capital commitments at the date of publication of this document.

17.3 The cash expenses of the Subscription and Admission are estimated at £343,000 plus VAT where applicable and are payable by the Company. The Company will also pay £294,000 of cash expenses in connection with the abortive Del Sigma Transaction.

17.4 Except as stated in this document and for the advisers named on page 9 of this document and trade suppliers, no person has received, directly or indirectly, from the Company within the 12 months preceding the date of this document or has entered into any contractual arrangements to receive, directly or indirectly, from the Company on or after Admission, fees totalling £10,000 or more or securities in the Company with a value of £10,000 or more calculated by reference to the Subscription Price or any other benefit with a value of £10,000 or more at the date of Admission.

17.5 Strand Hanson has given and not withdrawn its written consent to the issue of this document with references to its name in the form and context in which it appears.

17.6 Where information contained in this document has been sourced from a third party, the Company confirms that such information has been accurately reproduced and, so far as the Company is aware and is able to ascertain from the information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

17.7 The Company's accounting reference date is 31 December.

18. Copies of this document

Copies of this document will be available to the public free of charge at the offices of Strand Hanson at 26 Mount Row, London, W1K 3SQ during normal business hours on any weekday (other than Saturdays and public holidays), until one month following the date of Admission.

28 February 2011

APPENDIX 1

NOTICE OF ANNUAL GENERAL MEETING

SIRIUS PETROLEUM PLC

(Company Number 5181462)

Notice is given that the annual general meeting of the members of the Company will be held at 11.00 a.m. on 23 March 2011 at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG for the purpose of considering in accordance with section 656 Companies Act 2006, whether any, and if so what, steps should be taken to deal with the situation that the net assets of the Company are less than half of its called up share capital. In addition, the meeting will consider and, if thought fit, pass the following resolutions:

Ordinary resolutions

1. That the Investing Strategy, as defined in the Company's admission document dated 28 February 2011 (**Admission Document**), of which this notice forms part, be approved for the purposes of rule 8 of the AIM Rules for Companies and the Company's directors be authorised to take all steps necessary, expedient or desirable in order to implement the Investing Strategy.

2. To appoint Jack Pryde as a director from Admission (as defined in the Admission Document).

3. To receive the financial statements for the 17 month period ended 31 December 2010 and the reports of the directors and the independent auditors as set out in the annual report and accounts.

4. To re-appoint Grant Thornton UK LLP as independent auditors and to authorise the directors to fix their remuneration.

5. That, in accordance with section 551 Companies Act 2006 (**CA 2006**), the directors are generally and unconditionally authorised, and in substitution for any previous authority, to allot the equity securities, as defined in section 560 CA 2006, up to an aggregate nominal amount of £1,500,000 (one million five hundred thousand pounds), such authority, unless previously revoked or varied by the company in general meeting, to expire on 22 March 2012 or, if earlier, the date of the company's next annual general meeting, except that the directors may allot relevant securities pursuant to an offer or agreement made before the expiry of the authority.

Special resolution

6. That, subject to the passing of resolution 5, under section 570 CA 2006, the directors are authorised, in substitution for any previous authority, to allot equity securities, as defined in section 560 CA 2006, wholly for cash for the period commencing on the date of this resolution and expiring on 22 March 2012 or, if earlier, the date of the company's next annual general meeting, as if section 561 CA 2006 did not apply to such allotment, except that the directors may allot relevant securities following an offer or agreement made before the expiry of the authority and provided that the authority is limited to:

    6.1 the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where their holdings are proportionate, as nearly as possible, to the respective number of ordinary shares held, or deemed to be held, by them, but subject to any exclusions or arrangements the directors think necessary or expedient for the purpose of dealing with fractional entitlements or

legal or practical problems under the laws of any territory or the requirements of any recognised regulatory body or stock exchange in any territory;

6.2 the allotment of equity securities of an aggregate nominal amount of up to £170,000 in respect of the Subscription described in the Admission Document;

6.3 the allotment of equity securities of an aggregate nominal amount of up to £333,247 in respect of the Transaction Shares described in the Admission Document;

6.4 the allotment of equity securities of an aggregate nominal amount of up to £200,000 on exercise of the conditional warrant held by South Africa Hi-Tech Energy Consultancy Inc as described in the Admission Document;

6.5 the allotment of equity securities of an aggregate nominal amount of up to £20,000 upon exercise of the options granted to Abba Dasuki pursuant to an agreement dated 5 October 2009, as described in the Admission Document;

6.6 the allotment of equity securities of an aggregate nominal amount of up to £153,250 on the capitalisation of fees that may become payable to Taglient as described in the Admission Document;

6.7 the allotment of equity securities of an aggregate nominal amount of up to £375,000 upon exercise of the EMMEF Warrant, Strand Warrant and Corvus Warrant each as described in the Admission Document;

6.8 the allotment of equity securities of an aggregate nominal amount of up to £127,500 upon exercise of options granted, from time to time, to directors, employees and consultants to the Company; and

6.9 the allotment of equity securities, otherwise than in accordance with paragraphs 6.1 to 6.8 above, up to a maximum nominal value of £180,000.

By order of the board

Kitwell Consultants Limited
Company secretary

28 February 2011

Registered Office:

Stanmore House
2nd floor, 29-30 St James's Street
London SW1A 1HB

Notes to the notice of annual general meeting:

Appointment of proxies

1. As a member of the Company, you are entitled 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.

2. 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 must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.

3. 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, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Kent BR3 4TU. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.

4. If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the meeting.

Appointment of proxy using the hard copy proxy form

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

6. To appoint a proxy using the proxy form, it must be:

   6.1. completed and signed;

   6.2. sent or delivered to the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Kent BR3 4TU; and

   6.3. received by the Company's registrars no later than 11.00 a.m. on 21 March 2011.

7. 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.

8. 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.

9. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, specifies that only those ordinary shareholders registered in the register of members of the Company 48 hours before the meeting shall be entitled to attend or vote at the meeting in respect of the number of Ordinary shares registered in their name at that time. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

Appointment of proxies through CREST

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) 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.

11. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (**EUI**) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID: RA1O) by 11.00 a.m. 21 March 2011. 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.

12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 CREST sponsor or voting service provider(s) take(s)) such action as are necessary to ensure that a message is transmitted by means of the CREST system 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.

13. 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.

Appointment of proxy by joint members

14. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

Changing proxy instructions

15. To change your proxy instructions simply submit a new proxy appointment using the method set out in paragraphs 6 or 11 above. Note that the cut off time for receipt of proxy appointments specified in those paragraphs also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.

16. 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 the Company's registrar as indicated in paragraph 3 above.

17. 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

18. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar as indicated in paragraph 3 above. 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.

19. The revocation notice must be received by the Company no later than 11.00 a.m. on 21 March 2011.

20. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 21 below, your proxy appointment will remain valid.

21. 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.

Documents available for inspection

22. The following documents will be available for inspection at the registered office of the Company on any weekday) (except Saturdays, Sundays and Bank Holidays) during normal business hours from the date of this notice until the date of the meeting and at the place of the meeting for 15 minutes prior to and until the conclusion of the meeting: statement of transactions of Directors (and of their family interests) in the share capital of the Company and any of its subsidiaries; copies of the Directors service agreements and letters of appointment with the Company; the register of Directors interests in the share capital of the Company (maintained under section 325 of the Act); and the proposed new articles of association of the Company marked to show changes from the current articles of association.

Total voting rights

23. As at 11.00 a.m. on 25 February 2011, the Company's issued share capital comprised 520,827,720 ordinary shares of 0.25p each. 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 11.00 a.m. on 25 February 2011 is 520,827,720.

Communication

24. Except as provided above, members who have general queries about the meeting should contact the Company's registrar, Capita Registrars, PXS, 34 Beckenham Road, Kent BR3 4TU.

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