

04573663
Company No. 05168074

MONDAY



**PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS**

-of-

ROSE PETROLEUM PLC (the "Company")

Passed 18 September 2017

At the annual general meeting of the Company, duly convened and held at the offices of Allenby Capital Limited, 5 St. Helen's Place, London, EC3A 6AB on 18 September 2017 at 11.00 a.m. the following resolutions were duly passed:

ORDINARY RESOLUTION

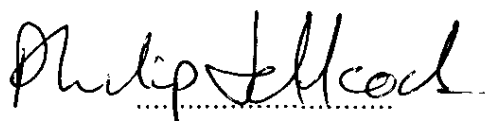
1. That the directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**Act**"), to issue and allot new Ordinary Shares or grant rights to subscribe for or to convert any security in to shares in the Company (together "**Rights**") up to a maximum nominal amount of £80,000 to such persons at such times and on such terms as they think proper, provided that this authority shall expire on the date falling 15 months from the date of passing of this resolution, or if earlier, on the date of the next Annual General Meeting of the Company to be held after the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may make an offer or agreement before the expiry of this authority which would or might require Ordinary Shares to be allotted or Rights to be granted after such expiry and the Directors may allot Ordinary Shares or grant Rights pursuant to any such offer or agreement as if the authority conferred by this resolution had not expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act.

SPECIAL RESOLUTIONS

2. THAT, subject to and conditional upon the passing of resolution 1 above, in accordance with section 570 of the Act, the Directors be and are hereby generally empowered to allot for cash or 14 otherwise equity securities (as defined in section 560 of the Act) of the Company pursuant to the authority conferred by resolution 3 above (as varied from time to time by the Company in general meeting) as if section 561 of the Act did not apply to such allotment provided that this power shall be limited to:
 - (a) the allotment of equity securities in connection with any other offer (whether

by way of rights issue, open offer or otherwise) to holders of Ordinary Shares in the capital of the Company in proportion (as nearly as may be) to their existing holdings of such shares, subject only to any exclusions or other arrangements which the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange in any territory;

- (b) the allotment of equity securities pursuant to the terms of any share schemes for Directors and employees of the Company or any of its subsidiaries; and
- (c) the allotment otherwise than pursuant to subparagraphs (a) to (b) (inclusive) above of equity securities not exceeding in aggregate the nominal amount of £60,000.00, and provided that this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, the date falling 15 months from the date of passing this Resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted for cash after such expiry and the Directors may allot equity securities for cash pursuant to any such offer or agreement as if the power conferred by this resolution had not expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 570 of the Act.

A handwritten signature in black ink, appearing to read 'Philip J. Hood', with a horizontal line underneath.

Chairman