

**Return of Allotment of Shares**Company Name: **TOWER RESOURCES PLC**Company Number: **05305345**Received for filing in Electronic Format on the: **09/06/2014**

X39NLHGA

**Shares Allotted (including bonus shares)**

| Date or period during which<br>shares are allotted | From              | To                |
|--|-------------------|-------------------|
|  | <b>14/04/2014</b> | <b>15/04/2014</b> |

|                         |                 |                             |               |
|-------------------------|-----------------|-----------------------------|---------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted             | <b>784318</b> |
| <b>Currency:</b>        | <b>GBP</b>      | Nominal value of each share | <b>0.001</b>  |
|                         |                 | Amount paid:                | <b>0.0255</b> |
|                         |                 | Amount unpaid:              | <b>0.0</b>    |

Non-cash consideration

**ISSUE OF 550,000,000 ORDINARY SHARES AT 3.5P PER SHARE IN CONSIDERATION FOR THE ACQUISITION OF RIFT PETROLEUM HOLDINGS LIMITED**

|                         |                 |                             |                |
|-------------------------|-----------------|-----------------------------|----------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted             | <b>3566668</b> |
| <b>Currency:</b>        | <b>GBP</b>      | Nominal value of each share | <b>0.001</b>   |
|                         |                 | Amount paid:                | <b>0.03</b>    |
|                         |                 | Amount unpaid:              | <b>0.0</b>     |

Non-cash consideration

**ISSUE OF 550,000,000 ORDINARY SHARES AT 3.5P PER SHARE IN CONSIDERATION FOR THE ACQUISITION OF RIFT PETROLEUM HOLDINGS LIMITED**

|                         |                 |                             |                   |
|-------------------------|-----------------|-----------------------------|-------------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted             | <b>1100000000</b> |
| <b>Currency:</b>        | <b>GBP</b>      | Nominal value of each share | <b>0.001</b>      |
|                         |                 | Amount paid:                | <b>0.035</b>      |
|                         |                 | Amount unpaid:              | <b>0.0</b>        |

Non-cash consideration

**ISSUE OF 550,000,000 ORDINARY SHARES AT 3.5P PER SHARE IN CONSIDERATION FOR  
THE ACQUISITION OF RIFT PETROLEUM HOLDINGS LIMITED**

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## Statement of Capital (Share Capital)

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|                         |                 |                          |                   |
|-------------------------|-----------------|--------------------------|-------------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>193333333</b>  |
| <b>Currency:</b>        | <b>GBP</b>      | Aggregate nominal value: | <b>193333.333</b> |
|                         |                 | Amount paid per share    | <b>0.001</b>      |
|                         |                 | Amount unpaid per share  | <b>0</b>          |

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

|                         |                 |                          |                 |
|-------------------------|-----------------|--------------------------|-----------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>65000000</b> |
| <b>Currency:</b>        | <b>GBP</b>      | Aggregate nominal value: | <b>65000</b>    |
|                         |                 | Amount paid per share    | <b>0.01</b>     |
|                         |                 | Amount unpaid per share  | <b>0</b>        |

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

|                         |                 |                          |                  |
|-------------------------|-----------------|--------------------------|------------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>891449370</b> |
| <b>Currency:</b>        | <b>GBP</b>      | Aggregate nominal value: | <b>891449.37</b> |
|                         |                 | Amount paid per share    | <b>0.01125</b>   |
|                         |                 | Amount unpaid per share  | <b>0</b>         |

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

|                         |                 |                          |                 |
|-------------------------|-----------------|--------------------------|-----------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>1805702</b>  |
| <b>Currency:</b>        | <b>GBP</b>      | Aggregate nominal value: | <b>1805.702</b> |
|                         |                 | Amount paid per share    | <b>0.0129</b>   |

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

|                         |                 |                          |                |
|-------------------------|-----------------|--------------------------|----------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>1905660</b> |
| Currency:               | <b>GBP</b>      | Aggregate nominal value: | <b>1905.66</b> |
|                         |                 | Amount paid per share    | <b>0.01325</b> |
|                         |                 | Amount unpaid per share  | <b>0</b>       |

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

|                         |                 |                          |                  |
|-------------------------|-----------------|--------------------------|------------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>120000000</b> |
| Currency:               | <b>GBP</b>      | Aggregate nominal value: | <b>120000</b>    |
|                         |                 | Amount paid per share    | <b>0.0135</b>    |
|                         |                 | Amount unpaid per share  | <b>0</b>         |

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

|                         |                 |                          |                |
|-------------------------|-----------------|--------------------------|----------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>6000000</b> |
| Currency:               | <b>GBP</b>      | Aggregate nominal value: | <b>6000</b>    |
|                         |                 | Amount paid per share    | <b>0.015</b>   |
|                         |                 | Amount unpaid per share  | <b>0</b>       |

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

|                         |                 |                          |                 |
|-------------------------|-----------------|--------------------------|-----------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>1410918</b>  |
| Currency:               | <b>GBP</b>      | Aggregate nominal value: | <b>1410.918</b> |
|                         |                 | Amount paid per share    | <b>0.01594</b>  |
|                         |                 | Amount unpaid per share  | <b>0</b>        |

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

|                         |                 |                          |                  |
|-------------------------|-----------------|--------------------------|------------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>704500000</b> |
| Currency:               | <b>GBP</b>      | Aggregate nominal value: | <b>704500</b>    |
|                         |                 | Amount paid per share    | <b>0.02</b>      |
|                         |                 | Amount unpaid per share  | <b>0</b>         |

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

|                         |                 |                          |                |
|-------------------------|-----------------|--------------------------|----------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>2000000</b> |
| Currency:               | <b>GBP</b>      | Aggregate nominal value: | <b>2000</b>    |
|                         |                 | Amount paid per share    | <b>0.0225</b>  |
|                         |                 | Amount unpaid per share  | <b>0</b>       |

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

|                         |                 |                          |                  |
|-------------------------|-----------------|--------------------------|------------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>103700000</b> |
| Currency:               | <b>GBP</b>      | Aggregate nominal value: | <b>103700</b>    |
|                         |                 | Amount paid per share    | <b>0.025</b>     |
|                         |                 | Amount unpaid per share  | <b>0</b>         |

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

|                         |                 |                          |                 |
|-------------------------|-----------------|--------------------------|-----------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>1019618</b>  |
| <b>Currency:</b>        | <b>GBP</b>      | Aggregate nominal value: | <b>1019.618</b> |
|                         |                 | Amount paid per share    | <b>0.0255</b>   |
|                         |                 | Amount unpaid per share  | <b>0</b>        |

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

|                         |                 |                          |                 |
|-------------------------|-----------------|--------------------------|-----------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>2454545</b>  |
| <b>Currency:</b>        | <b>GBP</b>      | Aggregate nominal value: | <b>2454.545</b> |
|                         |                 | Amount paid per share    | <b>0.0275</b>   |
|                         |                 | Amount unpaid per share  | <b>0</b>        |

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

|                         |                 |                          |                   |
|-------------------------|-----------------|--------------------------|-------------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>446133335</b>  |
| <b>Currency:</b>        | <b>GBP</b>      | Aggregate nominal value: | <b>446133.335</b> |
|                         |                 | Amount paid per share    | <b>0.03</b>       |
|                         |                 | Amount unpaid per share  | <b>0</b>          |

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

|                         |                 |                 |                |
|-------------------------|-----------------|-----------------|----------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted | <b>1573181</b> |
|-------------------------|-----------------|-----------------|----------------|

|           |            |                          |                 |
|-----------|------------|--------------------------|-----------------|
| Currency: | <b>GBP</b> | Aggregate nominal value: | <b>1573.181</b> |
|           |            | Amount paid per share    | <b>0.031</b>    |
|           |            | Amount unpaid per share  | <b>0</b>        |

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

|                         |                 |                          |                |
|-------------------------|-----------------|--------------------------|----------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>320000</b>  |
| Currency:               | <b>GBP</b>      | Aggregate nominal value: | <b>320</b>     |
|                         |                 | Amount paid per share    | <b>0.03125</b> |
|                         |                 | Amount unpaid per share  | <b>0</b>       |

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

|                         |                 |                          |                   |
|-------------------------|-----------------|--------------------------|-------------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>1100000000</b> |
| Currency:               | <b>GBP</b>      | Aggregate nominal value: | <b>1100000</b>    |
|                         |                 | Amount paid per share    | <b>0.035</b>      |
|                         |                 | Amount unpaid per share  | <b>0</b>          |

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

|                         |                 |                          |                  |
|-------------------------|-----------------|--------------------------|------------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>15789472</b>  |
| Currency:               | <b>GBP</b>      | Aggregate nominal value: | <b>15789.472</b> |
|                         |                 | Amount paid per share    | <b>0.038</b>     |
|                         |                 | Amount unpaid per share  | <b>0</b>         |

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

|                         |                 |                          |                 |
|-------------------------|-----------------|--------------------------|-----------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>19250000</b> |
| Currency:               | <b>GBP</b>      | Aggregate nominal value: | <b>19250</b>    |
|                         |                 | Amount paid per share    | <b>0.042</b>    |
|                         |                 | Amount unpaid per share  | <b>0</b>        |

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

|                         |                 |                          |                 |
|-------------------------|-----------------|--------------------------|-----------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>90000000</b> |
| Currency:               | <b>GBP</b>      | Aggregate nominal value: | <b>90000</b>    |
|                         |                 | Amount paid per share    | <b>0.0475</b>   |
|                         |                 | Amount unpaid per share  | <b>0</b>        |

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**

|                         |                 |                          |                |
|-------------------------|-----------------|--------------------------|----------------|
| <b>Class of Shares:</b> | <b>ORDINARY</b> | Number allotted          | <b>721544</b>  |
| Currency:               | <b>GBP</b>      | Aggregate nominal value: | <b>721.544</b> |
|                         |                 | Amount paid per share    | <b>0.06542</b> |
|                         |                 | Amount unpaid per share  | <b>0</b>       |

Prescribed particulars

**THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.**



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## Statement of Capital (Totals)

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|           |            |                                |                    |
|-----------|------------|--------------------------------|--------------------|
| Currency: | <b>GBP</b> | Total number of shares:        | <b>3768366678</b>  |
|           |            | Total aggregate nominal value: | <b>3768366.678</b> |

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### Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.