



**MAX PETROLEUM**

5419021

**MAX PETROLEUM PLC**

**RESOLUTIONS**

At an extraordinary general meeting of the Company held at No.1 Cornhill, London, EC3V 3ND on Friday 25 August 2006 at 11.00 a.m. the following resolutions were unanimously passed :

**Ordinary Resolution**

1. **THAT** the authorised share capital of the Company be increased from £60,000,000 to £60,040,000 by the creation of 400,000,000 ordinary shares of £0.0001 each for the purposes of granting options for:
  - (i) issuing convertible bonds to finance and accelerate the Company's drilling and development efforts;
  - (ii) fulfilling the Company's obligations with respect to previously granted options;
  - (iii) attracting new hires; and
  - (iv) funding potential future acquisitions.

**Special Resolution**

2. **THAT** the directors of the Company be empowered under section 95 of the Companies Act 1985 (the "Act") to allot equity securities (within the meaning of section 94 of the Act) for cash pursuant to the authority conferred on them by the Articles of Association of the Company as if section 89(1) of the Act did not apply to that allotment.

By order of the board

  
**James A Jeffs**  
**Chairman**

