

COMPANY NO. 05562373

FAIRFIELD ENERGY LIMITED

(the *Company*)

WRITTEN RESOLUTION

Circulated on 22 November 2012 (the *Circulation Date*)

The directors of the Company propose that the following resolution (the *Resolution*) be passed as a written resolution of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006. The Resolution is proposed as a special resolution.

The directors of the Company have concluded that there are sufficient distributable profits available for financing the purchase of shares contemplated in the Buyback Agreement attached hereto.

SPECIAL RESOLUTION

Buyback Agreement for proposed Company buyback of Incentive Ordinary Shares

1. THAT the terms of a proposed contract between (1) the Company and (2) Andrew O'Donovan (*AOD*), attached hereto as Annex 1 and providing for the Company to purchase certain Incentive Ordinary Shares currently held by AOD, be hereby approved and authorised for the purposes of section 694 of the Companies Act 2006 and otherwise.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

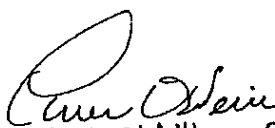
This document may be executed in any number of counterparts, and by each party on separate counterparts. Each counterpart is an original, but all counterparts together shall constitute one and the same instrument. Delivery of a counterpart of this document by e-mail attachment (PDF) or telecopy shall be an effective mode of delivery.

We, the undersigned, being the members of the Company entitled to vote on the Resolution on the Circulation Date hereby irrevocably agree to the Resolution.

THURSDAY

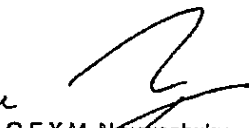


A11 *A1N7F83U* #378
06/12/2012
COMPANIES HOUSE



Tara O'Neill
for and on behalf of
WP IX Holdings B.V.

Dated November 27, 2012



G.F.X.M. Meijwenhuizen
Managing Director for and on behalf of

KERN Partners Mauritius Limited,
by KERN Energy Partners Management
Ltd, as general partner

Dated 2012

Fairfield North Sea Energy LLC

By. The Board of Trustees of the Leland
Stanford Junior University

for and on behalf of
Caisse de dépôt et placement du Québec

By Stanford Management Company

Dated 2012

By

Name
Title:

Dated 2012

for and on behalf of
Placer Creek CB, L.L.C.
by Wellington Management Company,
LLP, as investment adviser

Dated 2012

for and on behalf of
Spindrift CB, L.L.C.
by Wellington Management Company,
LLP, as investment adviser

Dated 2012

.....
for and on behalf of
WP IX Holdings B.V.

Dated 2012


for and on behalf of
KERN Partners Mauritius Limited,
by **KERN Energy Partners Management**
Ltd, as general partner

Dated 23 November 2012

Fairfield North Sea Energy LLC

By. The Board of Trustees of the Leland
Stanford Junior University

.....
for and on behalf of
Caisse de dépôt et placement du Québec

Dated 2012

By. Stanford Management Company

By

Name
Title

Dated 2012

.....
for and on behalf of
Placer Creek CB, L.L.C.
by **Wellington Management Company,**
LLP, as investment adviser

Dated 2012

.....
for and on behalf of
Spindrift CB, L.L.C.
by **Wellington Management Company,**
LLP, as investment adviser

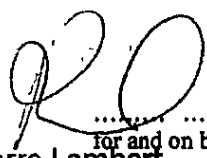
Dated 2012

.....
for and on behalf of
WP IX Holdings B.V.

Dated: 2012

.....
for and on behalf of
KERN Partners Mauritius Limited,
by **KERN Energy Partners Management**
Ltd, as general partner

Dated: 2012


.....
for and on behalf of
Pierre Lambert
Directeur
Investissements
Caisses de dépôt et placement du Québec
2012


Cyrille Vittecoq
Vice-President, Investments

Fairfield North Sea Energy LLC

By: **The Board of Trustees of the Leland**
Stanford Junior University

By: **Stanford Management Company**

By:

Name:

Title:

Dated. 2012

.....
for and on behalf of
Placer Creek CB, L.L.C.
by **Wellington Management Company,**
LLP, as investment adviser

Dated: 2012

.....
for and on behalf of
Spindrift CB, L.L.C.
by **Wellington Management Company,**
LLP, as investment adviser

Dated. 2012

.....
for and on behalf of
WP IX Holdings B.V.

Dated 2012

.....
for and on behalf of
KERN Partners Mauritius Limited,
by **KERN Energy Partners Management**
Ltd, as general partner

Dated 2012

Fairfield North Sea Energy LLC

By. The Board of Trustees of the Leland
Stanford Junior University

By Stanford Management Company

.....
for and on behalf of
Caisse de dépôt et placement du Québec

Dated 2012

By:



Name: *Thomas Lorguin*
Title: *Director, Natural Resource Investments*

Dated. *November 21, 2012*

.....
for and on behalf of
Placer Creek CB, L.L.C.
by **Wellington Management Company,**
LLP, as investment adviser

Dated: 2012

.....
for and on behalf of
Spindrift CB, L.L.C.
by **Wellington Management Company,**
LLP, as investment adviser

Dated 2012

for and on behalf of
Placer Creek Investors (Bermuda) L.P.
by **Wellington Management Company,**
LLP, as investment adviser

Dated 2012

for and on behalf of
Spindrift Investors (Bermuda) L.P.
by **Wellington Management Company,**
LLP, as investment adviser

Dated 2012

for and on behalf of
4D Global Energy Development Capital
Fund II plc by **4D Global Energy Advisors**
SAS, as investment manager

Dated 2012

for and on behalf of
4D Global Energy Development Capital
Fund plc by **4D Global Energy Advisors**
SAS, as investment manager

Dated 2012

For and on behalf of **4D Global Energy**
Investments plc by
4D Global Energy Advisors SAS, as
investment manager

Dated 2012

For and on behalf of **CDP Capital-**
Euromezz Sarl

Dated 2012

for and on behalf of
The Duke Endowment

Dated 2012

who in accordance with the laws of the
United States of America is acting under the
authority of such company

for and on behalf of
Gothic Corporation

Dated 2012

who in accordance with the laws of the
United States of America is acting under the
authority of such company

.....
for and on behalf of
Gothic HSP Corporation

Dated 2012

who in accordance with the laws of the
United States of America is acting under the
authority of such company

.....
for and on behalf of
Partex Oil and Gas (Holdings) Limited
acting by its duly appointed attorney,

Dated: 2012

.....
Christopher Alan Wright

Dated 2012

.....
Andrew Raymond Hockey

Dated 2012

Tony Peters

Dated 2012

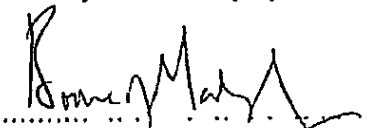
.....
Ian Sharp

Dated 2012

.....
for and on behalf of
The Regents of the University of Michigan

Dated 2012

who in accordance with the laws of the
United States of America is acting under the
authority of such company


.....
for and on behalf of
Riverstone EMEA Holdings B.V.

Dated 3 December 2012

.....
Alex Parker

Dated 2012

.....
Russell Ball

Dated 2012

.....
Iain Macdonald

Dated 2012

.....
Brian Brown

Dated 2012

.....
for and on behalf of
Gothic HSP Corporation

Dated, 2012

who in accordance with the laws of the
United States of America is acting under the
authority of such company

.....
for and on behalf of
Partex Oil and Gas (Holdings) Limited
acting by its duly appointed attorney,

Dated, 2012


.....
Christopher Alan Wright

Dated, 22.11 2012

.....
Andrew Raymond Hockey

Dated: 2012

.....
Tony Peters

Dated: 2012

.....
Ian Sharp

Dated 2012

.....
for and on behalf of
The Regents of the University of Michigan

Dated 2012

who in accordance with the laws of the
United States of America is acting under the
authority of such company

.....
for and on behalf of
Riverstone EMEA Holdings B.V.

Dated 2012

.....
Alex Parker

Dated: 2012

.....
Russell Ball

Dated 2012

.....
Iain Macdonald

Dated 2012

.....
Brian Brown

Dated 2012

for and on behalf of
Gothic HSP Corporation

Dated. 2012

who in accordance with the laws of the
United States of America is acting under the
authority of such company

for and on behalf of
The Regents of the University of Michigan

Dated 2012

who in accordance with the laws of the
United States of America is acting under the
authority of such company

for and on behalf of
Partex Oil and Gas (Holdings) Limited
acting by its duly appointed attorney,

Dated 2012

for and on behalf of
Riverstone EMEA Holdings B.V.

Dated 2012

.....
Christopher Alan Wright

Dated. 2012


.....
Andrew Raymond Hockey

Dated: 23 November 2012

.....
Alex Parker

Dated 2012

.....
Russell Ball

Dated: 2012

.....
Tony Peters

Dated. 2012

.....
Iain Macdonald

Dated 2012

.....
Ian Sharp

Dated 2012

.....
Brian Brown

Dated: 2012

for and on behalf of
Gothic HSP Corporation

Dated 2012

who in accordance with the laws of the
United States of America is acting under the
authority of such company

for and on behalf of
The Regents of the University of Michigan

Dated 2012

who in accordance with the laws of the
United States of America is acting under the
authority of such company

for and on behalf of
Partex Oil and Gas (Holdings) Limited
acting by its duly appointed attorney,

Dated 2012

for and on behalf of
Riverstone EMEA Holdings B.V.

Dated 2012

.....
Christopher Alan Wright

Dated: 2012

.....
Alex Parker

Dated: 2012

.....
Andrew Raymond Hockey

Dated 2012

.....
Russell Ball

Dated 2012

Tony Peters

Dated 2012


Iain Macdonald

Dated 22/11/2012

Ian Sharp

Dated 2012

.....
Brian Brown

Dated 2012


Jacquelyn Craw

Dated: 29 November 2012

.....
Nicola Gillespie

Dated: 2012

.....
Graeme Fergusson

Dated: 2012

.....
Stephen Sapp

Dated: 2012

.....
Alan Scott

Dated: 2012

.....
Mark Elvers

Dated: 2012

.....
Carolyn Sarrau

Dated: 2012

.....
Gavin Cooper

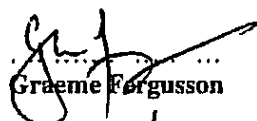
Dated: 2012

.....
Farook Khan

Dated: 2012

.....
Jacquelynn Crow

Dated. 2012


.....
Graeme Fergusson

Dated. 23/11 2012

.....
Nicola Gillespie

Dated. 2012

.....
Stephen Sapp

Dated 2012

.....
Alan Scott

Dated: 2012

.....
Mark Elvers

Dated 2012

.....
Carolyn Sarrau

Dated. 2012

.....
Gavin Cooper

Dated. 2012

.....
Farook Khan

Dated. 2012

ANNEX 1

Buyback Agreement between the Company and Andrew O'Donovan

NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By hand** delivering the signed copy to Nicholas Neuberger at Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London, EC4Y 1HS
- **Post** returning the signed copy by post to Nicholas Neuberger at Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London, EC4Y 1HS
- **Fax** faxing the signed copy to +44 7108 4458 marked "For the attention of Nicholas Neuberger"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to Nicholas.neuberger@freshfields.com Please enter "Written resolution circulated on 22 November 2012" in the e-mail subject box

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by 20 December 2012, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document