

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“the Meeting”) of Acorn Petroleum Plc (“the Company”) will be held at Function Suite A, Sheraton Hotel and Towers, 30 Mobolaji Bank Anthony Way, Ikeja, Lagos on Tuesday, the 3rd of November 2009 at 12.00 noon to transact the following business:

To consider and if thought fit to pass the following resolutions with or without modifications, as Special Resolutions:

1. “That the Board of Directors be and is hereby authorised to raise, whether by way of a public offering, private placement or otherwise, additional capital of up to ₦20,000,000,000.00 (Twenty Billion Naira) upon such terms and conditions as the Board of Directors may deem fit, locally and or internationally through the issuance of shares, convertible or non-convertible loans, notes, bonds, options and any other instruments, in such tranches, series or proportions, at such coupon or interest rates, within such maturity periods, and on such other terms and conditions as the Board of Directors may at its discretion determine, subject to obtaining the approvals of relevant regulatory authorities in accordance with applicable laws”;
2. “That in furtherance of the capital raising exercise referred to in Resolution 1 above, the Board of Directors be and is hereby specifically authorised to raise by way of a Private Placement to one or more strategic investors additional capital of up to ₦20,000,000,000.00 (Twenty Billion Naira) through the issuance of ordinary shares at the price of ₦9.00 (Nine Naira) per share, each share ranking *pari passu* in all respects with the existing ordinary shares of the Company and through the issuance of not less than 1,000 (one thousand) bonds of at least \$10,000 (ten thousand dollars) each convertible into ordinary shares of the Company at the price of not less than ₦8.00 (Eight Naira) per share, upon such terms as the Board of Directors may deem fit”.
3. “That the Board of Directors be and is hereby authorised to do all such acts or things and exercise all such powers as may be necessary for or incidental to achieving the objectives specified in the above resolution including but not limited to the appointment of relevant professional parties, execution of all documents and instruments and allotment of shares and other instruments to the investors”.
4. “That Articles 3, 9 and 21 of the Company’s Articles of Association, set out below, be and are hereby deleted:

Article 3 “No person shall be recognised by the company as holding any share upon any trust and the company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Articles or otherwise expressly divided or as by the Act required or under an order of Court) any right in respect of any share, except an absolute right to the entirety thereof in the registered holder”.

Article 9 “Any member of the Company may transfer his share(s) or a fraction of it to any other person being the actual purchaser of the share(s) and not a nominee of such purchaser”.

Article 21 “A resolution in writing signed by every shareholder of the company shall have the same effect and validity as a unanimous resolution of shareholders at a meeting duly convened and constituted”.

5. “That Article 14 of the Company’s Articles of Association be and is hereby amended to read as follows:

“All general meetings of the Company shall be called by at least twenty one (21) days notice in writing, exclusive of the day on which it is served or deemed to be served and of the day for which it is given, in the manner hereafter mentioned to such persons as are by law entitled to the notice; provided that a general meeting, notwithstanding that it has been called by a shorter notice than that specified above, shall be deemed to have been duly convened if the meeting is called in accordance with the provisions of the Act”.

6. “That Article 18(b) be and is hereby amended by substituting the numeral “2” with “3”, and Articles 18(c) and (d) be inserted to read as follows:

“At any general meeting, a resolution put to the vote shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairman, where he is a shareholder or a proxy;
- (b) at least 3 members present in person or by proxy;”
- (c) any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (d) a member or members holding shares in the company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all the shares conferring that right”.

7. “That Article 47 be and is hereby amended by substituting the words “Extraordinary Resolution” with the words “Special Resolution”, to read as follows:

“If the Company shall be wound up the Liquidator may, with the sanction of a Special Resolution of the Company, and any other sanction required by the Act, divide amongst the members in specie or kind the whole or any part of the assets of the Company, whether these assets shall consist of property of the same kind or not, and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid, and may determine how such division shall be carried out as between the members or different classes of members. The Liquidator may, with the like sanctions, vest the whole or part of such assets in trustees upon trust for the benefit of the contributories as the Liquidator with the like sanction shall deem fit; provided that no member shall be compelled to accept any share or securities where there is any liability”.

8. “That a new Article be and is hereby inserted as follows, under the heading ‘CAPITAL’ to enable the Company accept consideration other than cash for its shares:

CAPITAL

“The Company may accept payment for its shares and any premium on them for a valuable consideration other than cash; provided that the value of such other consideration shall be determined by an independent valuer in accordance with the provisions of the Act”.

9. “That all references to the “Companies Decree 1968” be and are hereby amended to reflect the “Companies and Allied Matters Act, Chapter C20 Laws of the Federation of Nigeria, 2004”.

10. “That in view of the above amendments, the Company’s Articles of Association be and are hereby re-numbered as appropriate”.

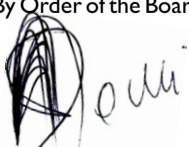
11. “That the Company Secretary be and is hereby authorised to take all steps to give effect to these resolutions by registering same with the Corporate Affairs Commission”.

Voting and Proxies

A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend, speak and vote instead of that member. A proxy need not be a member of the Company. The attached proxy Form should be completed and stamped in accordance with the instructions contained therein and deposited with the Company’s Registrars, City Securities (Registrars) Limited, Primrose Tower, 2nd Floor, 17A, Tinubu Street, Lagos not less than 48 hours before the time of the Meeting.

Dated this 12th day of October

By Order of the Board



Bisi Sola-Adeyemi
Company Secretary & Chief Legal Officer