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If you have sold or otherwise transferred all of your shares in Chariot Oil & Gas Limited, please forward this document and the accompanying documents to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was made for onward transmission to the purchaser or transferee.

Neither the Guernsey Financial Services Commission nor the States of Guernsey Policy Council takes any responsibility for the financial soundness of the Company or for the correctness of any of the statements made or the opinions expressed with regard to it.

CHARIOT OIL & GAS LIMITED

(incorporated and registered in the Bailiwick of Guernsey with registered number 47532)

Proposed Placing of 35,958,376 new Ordinary Shares of 1p each

at 250 pence per share

and

Notice of General Meeting

Application will be made for the Placing Shares to be admitted to trading on AIM, a market operated by the London Stock Exchange. It is expected that admission will become effective and that dealings will commence in the Placing Shares on 5 April 2011. The Placing Shares will be issued free of expenses and will, on issue, rank *pari passu* in all respects with the existing Ordinary Shares in issue, including the right to receive all dividends and distributions declared, made or paid after the date of issue.

Notice of a General Meeting of the Company, to be held at the registered offices of the Company, 3rd Floor, Sydney Vane House, Admiral Park, St Peter Port, Guernsey, GY1 3EL at 11 a.m. on 1 April 2011 is set out at the end of this document.

If you are unable to attend and vote at the General Meeting, a Form of Proxy for use at the meeting is enclosed. To be valid, Forms of Proxy should be completed, signed and returned so as to be received by the Company Secretary, Artemis Secretaries Limited, Sydney Vane House, Admiral Park, St Peter Port, Guernsey, GY1 3EL, as soon as possible, but in any event so as to be received not later than 11 a.m. on 30 March 2011. Completion and return of a Form of Proxy will not prevent a shareholder from attending the meeting and voting in person. Please refer to the detailed notes contained in the Notice of GM and the Form of Proxy.

The distribution of this document and the accompanying documents in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Directors have taken all reasonable care to ensure that the facts stated in the document are true and accurate in all material respects and not misleading and there are no other facts the omission of which would make false or misleading any statement in the document, whether of facts or opinion. Each of the Directors, whose names are set out on page 5 of this document, accepts responsibility accordingly.

CONTENTS

	<i>Page</i>
Definitions	3
Part 1 – Details of the Placing	5
Notice of GM	9

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt by Company Secretary of Form of Proxy in respect of the GM	11.00 a.m. on 30 March 2011
General Meeting	11.00 a.m. on 1 April 2011
Placing Shares admitted to AIM	8.00 a.m. on 5 April 2011

KEY STATISTICS

Number of Existing Ordinary Shares	144,833,578
Number of Placing Shares to be issued	35,958,376
Enlarged Share Capital following the Placing	180,791,954
Percentage of Enlarged Share Capital represented by the Placing Shares	19.9
Placing Price	250 pence
Gross Proceeds of the Placing	£90 million

DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise.

“Act”	The Companies (Guernsey) Law, 2008 (as amended)
“AIM”	the AIM market operated by London Stock Exchange
“AIM Rules”	the AIM Rules for Companies and guidance notes as published by the London Stock Exchange from time to time
“Admission”	the admission of the Placing Shares to trading on AIM in accordance with the AIM Rules
“Ambrian Partners”	Ambrian Partners Limited
“the Board” or “the Directors”	the directors of the Company as at the date of this document
“Brokers”	RBC Capital Markets and Ambrian Partners
“Chariot” or “Group”	Chariot and its subsidiaries
“Chariot Investments”	Chariot Oil & Gas Investments (Namibia) Limited, a copy incorporated in Guernsey with limited liability under the Act with registration number 47533
“Company” or “Chariot”	Chariot Oil & Gas Limited
“Company Secretary”	Artemis Secretaries Limited
“CREST”	the computerised settlement system to facilitate the transfer of title of shares in uncertified form operated by Euroclear
“Enlarged Share Capital”	the entire issued share capital of the Company following completion of the Placing
“Existing Ordinary Shares”	the 144,833,578 Ordinary Shares in issue on the date of this document
“Form of Proxy”	the form of proxy for use in relation to the GM enclosed with this document
“FSMA”	Financial Services and Market Act 2000 (as amended)
“General Meeting” or “GM”	the General Meeting of the Company, convened for 11 a.m. on 1 April 2011 or at any adjournment thereof, notice of which is set out at the end of this document
“London Stock Exchange”	London Stock Exchange plc
“Notice of GM”	the notice convening the GM as set out herein
“Ordinary Shares”	ordinary shares of 1p each in the capital of the Company
“Placees”	subscribers for Placing Shares
“Placing”	the conditional placing by the Brokers, as agents for the Company, of the Placing Shares at the Placing Price pursuant to the Placing Agreement

“Placing Agreement”	the agreement dated 7 March 2011 between the Company and the Brokers pursuant to which the Brokers agree severally but not jointly to use their reasonable endeavours as agent for the Company to procure subscribers for the Placing Shares
“Placing Price”	250 pence per Placing Share
“Placing Shares”	the 35,958,376 Ordinary Shares the subject of the Placing
“RBC Capital Markets”	Royal Bank of Canada Europe Limited
“Resolutions”	the resolutions to be proposed at the GM as set out in the Notice of GM in this document
“Shareholders”	holders of Ordinary Shares
“UK”	the United Kingdom of Great Britain and Northern Ireland
“VWAP”	Volume Weighted Average Price

PART 1

DETAILS OF THE PLACING

CHARIOT OIL & GAS LIMITED

(Incorporated and registered in the Bailiwick of Guernsey with registered number 47532)

Directors

Adonis Pouroulis (*Chairman*)
Paul Welch
James Burgess
Heindrich Ndume
Robert Sinclair
George Canjar
Philip Loader

Registered Office

P O Box 100
Sydney Vane House
Admiral Park
St Peter Port
Guernsey
GY1 3EL

7 March 2011

Dear Shareholder

Proposed Placing of 35,958,376 new Ordinary Shares at 250 pence per share and Notice of General Meeting

Introduction

Your Board announced today that Chariot has raised, conditional, *inter alia*, on the passing of Resolutions 1 and 2, approximately £90 million (approximately US\$146 million) before expenses through a placing of 35,958,376 new Ordinary Shares at 250 pence each. The Placing Price is at a discount of 12.5 per cent. to 5 day VWAP of 285.7 pence per Ordinary Share on 4 March 2011 (being the last trading day before the announcement of the Placing).

Shareholder approval is required to authorise the Directors to disapply pre-emption rights in respect of and to issue and allot the Placing Shares to the investors and it is proposed to convene a General Meeting to seek the requisite authorities.

The purpose of this document is to explain the background to the Placing, to set out details of the Placing and the reasons why your Board believes that the Placing is in the best interests of the Company and its Shareholders and to seek your approval to the Resolutions at the forthcoming GM, which will be held at the registered office of the Company, 3rd Floor, Sydney Vane House, Admiral Park, St Peter Port, Guernsey, GY1 3EL on 1 April 2011 at 11.00 a.m.

Reasons for the Placing

As announced in the Company's latest resource statements released on 13 January 2011 and 25 February 2011, the most recent round of technical work undertaken by the Company has improved and further de-risked management's understanding of the asset portfolio. The purpose of the Placing is to maximise the value held within Chariot's portfolio by financing and accelerating further exploration and development work on the Company's assets offshore Namibia whilst minimising the level of dilution of its interests in any blocks subject to the future entry into further farm-out agreements. This further work will include a drilling programme in the Northern and Southern licences, and additional 3D seismic on select leads in the Central blocks. Following extensive analysis, it is management's view that significantly more value will be retained through an equity issue, combined with selective farm-outs, rather than focusing solely on the farm-out process and it is this consideration that has underpinned the Company's decision to raise funds through the Placing. Funds raised through the farm-out process from back cost recovery and exploration well carry will then be used for further drilling and appraisal activities.

Update on farm-out activity

As announced in November 2010 and in the pre-close period trading update on 28 February 2011, a number of internationally recognised oil companies have visited the dataroom in London with a view potentially to farming into one or more of the Company's blocks offshore Namibia. The Directors have been extremely encouraged by the high level of interest generated by the process and active due diligence undertaken by visitors has endorsed their view of the assets. Indicative offer discussions are ongoing and more are expected. This process will continue irrespective of the completion of the Placing as the Board will continue actively to consider proposals that best facilitate the progression of the Company's business and the development of its portfolio of assets. It is still the intention to enter into farm-out arrangements and the Board believes that the Placing will maximise optionality and leverage in these discussions.

Use of Proceeds

It is intended that the net proceeds of US\$140 million from the Placing, will be used to further the Company's 2011-2012 exploration programme – in particular with respect to the stated objective of drilling the first well in Q4 2011 – and to perform additional seismic on leads of specific interest as follows:

<i>Area</i>	<i>Activity</i>	<i>Approximate Cost</i>
Northern Licence (Blocks 1811A&B; Chariot 100%)	Drill one well	US\$65 million
Southern Licences (Block 2714A & B; 2714A – Chariot 50%)	Drill one well	US\$25 million (50% of one well)
Central Licence (Blocks 2312A/B, 2412A/B (N/2) Chariot 100%)	5,000km ² 3D Seismic	US\$50 million
Total		<u>US\$140 million</u>

Current Trading and Prospects

The Company has a significant acreage position in Namibia of 30,504km² and an inventory of 12 mapped prospects (which are drill-ready) and 6 leads in three geologically distinct basins. On 13 January 2011 and 25 February 2011 the Company announced resource updates from the Southern block 2714A and Northern blocks 1811A & B which increased its gross mean unrisks prospective resource estimates, bringing the Company's total gross mean unrisks prospective resources to an estimated 13.9 billion barrels (10.4 billion barrels net to Chariot).

An increase of 3.1 billion barrels of gross mean unrisks prospective resource potential (1.58 billion barrels net to Chariot) has been identified from work performed on the Nimrod prospect located in Southern block 2714A. Further technical work which included remapping and seismic attribute analysis undertaken on the 3D seismic data acquired across this block, in which the Company has a 50 per cent. interest (Petrobras 50 per cent.), identified additional prospective resources within a single "mega structure" and significantly increased the estimated chance of success on this primary prospect from 16 per cent. to 20 per cent. The ~500km² structure displays seismic attributes, including Amplitude Versus Offset (AVO) anomalies that management considers to be indicative of hydrocarbons in a Lower Cretaceous sandstone reservoir.

On 25 February 2011, an additional 700 million barrels of gross mean unrisks prospective resource potential was announced in the Tapir area of the Northern blocks. This resulted from seismic data inversion and attribute analysis which led to identification of additional Late Cretaceous/Palaeogene fan systems exhibiting AVO anomalies consistent with hydrocarbon-filled sands. These overlie older Cretaceous structural closures and subsequently enhance the stacked target potential. This work also further de-risked the Tapir and Tapir N prospects with the chance of success increasing from 14 per cent. to 23 per cent.

This technical work was undertaken subsequent to 10.1 billion barrels of gross mean unrisks prospective resources being identified from the inventory of 11 prospects and 6 leads, which was verified by the independent assessment of Netherland Sewell & Associates Inc. on 28 October 2010 in its Competent Person's Report.

Save as announced by the Company and as disclosed herein, there has been no change in the outlook for the Group since the interim results announcement on 5 November 2010. A copy of the interim results announcement is available on the Company's website at www.chariotoilandgas.com.

Ongoing strategy

Chariot's key focus is on developing the potential of its Namibian assets. The Placing proceeds will enable the Company to continue to progress the aggressive exploration programmes across its blocks of interest in order to further expand and de-risk its prospect and lead inventory and to drill, along with its partners, the technically mature targets.

In addition to the continued exploration and development of its existing blocks, the Company continues to actively consider other business development opportunities to balance the current exploration portfolio.

Details of the Placing

The Company has obtained firm commitments from investors to raise approximately £90 million (approximately US\$146 million) before expenses (approximately £86 million net of expenses) through the placing of 35,958,376 million new Ordinary Shares at 250 pence per share to the Placees. The allotment of the Placing Shares is conditional, *inter alia*, on Resolutions 1 and 2 being passed at the GM and Admission taking place by 5 April 2011 or such later date as the Company and the Brokers shall agree (being not later than 12 April 2011).

Application will be made to the London Stock Exchange for the Admission of the Placing Shares to trading on AIM. It is expected that this will occur and that dealings will commence at 8.00 a.m. on 5 April 2011 or such later date as the Company and the Brokers may agree (being not later than 8.00 a.m. on 12 April 2011), at which time it is also expected that the Placing Shares will be enabled for settlement in CREST.

The Placing Shares will be issued credited as fully paid, will be issued subject to the memorandum and articles of incorporation of the Company and will rank *pari passu* in all respects with the Ordinary Shares then in issue, including the right to receive any future dividends and other distributions.

Reasons for not carrying out a pre-emptive issue

The Directors have considered the most appropriate method to conduct the fundraising, including carrying out a placing and open offer or a rights issue. The Directors concluded that the time and costs associated with a pre-emptive offer were not in the best interests of the Company. After careful consideration, they concluded that the benefit of minimising the costs of the fundraising by way of a non pre-emptive cash placing would be in the best interests of Shareholders.

General Meeting

The Directors do not currently have authority to issue and allot the Placing Shares. Accordingly, the Board is seeking the approval of Shareholders to allot Ordinary Shares and to dis-apply pre-emption rights set out in the Articles at the GM to the extent required to allot the Placing Shares.

A notice convening the GM, which is to be held at the registered offices of the Company, 3rd Floor, Sydney Vane House, Admiral Park, St Peter Port, Guernsey, GY1 3EL at 11.00 a.m. on 1 April 2011, is set out at the end of this document. At the GM, the following Resolutions will be proposed:

1. Resolution 1 is an ordinary resolution to authorise the Directors to allot the Placing Shares; and
2. Resolution 2 is a special resolution to authorise the Directors to issue and allot the Placing Shares on a non pre-emptive basis.

Action to be taken

A Form of Proxy is enclosed for your use at the GM. Whether or not you intend to be present at the GM you are requested to complete, sign and return the Form of Proxy to the Company Secretary at the following address: Sydney Vane House, Admiral Park, St Peter Port, Guernsey, GY1 3EL as soon as possible, but in any event so as to arrive not later than 11 a.m. on 30 March 2011 in accordance with the notes to the Form of Proxy. The completion and return of a Form of Proxy will not preclude you from attending the meeting and voting in person should you subsequently wish to do so. I would also like to draw your attention to the detailed notes to the Notice of GM and Form of Proxy.

Undertakings

Chariot has received irrevocable undertakings to vote in favour of the Resolutions from the Directors and certain other Shareholders who hold, in aggregate, 45,950,975 Ordinary Shares, representing 31.7 per cent. of the Existing Ordinary Shares.

Recommendation

The Directors believe that the Placing and the passing of the Resolutions are in the best interests of the Company and Shareholders, taken as a whole. The Directors unanimously recommend the Shareholders to vote in favour of the Resolutions as they have irrevocably undertaken to do.

Adonis Pouroulis
Chairman

7 March 2011

NOTICE OF GENERAL MEETING

CHARIOT OIL & GAS LIMITED

(A company incorporated in Guernsey with registered number 47532)

NOTICE IS HEREBY GIVEN that a General Meeting of Chariot Oil & Gas Limited (“the Company”) will be held at 11.00 a.m. on 1 April 2011 at the registered office of the Company, 3rd Floor, Sydney Vane House, Admiral Park, St Peter Port, Guernsey, GY1 3EL for the purpose of considering and, if thought fit, passing the resolutions set out below. Expressions used in this Notice of General Meeting have the meanings given to them in the circular to shareholders of the Company dated 7 March 2011 (“the Circular”) of which this Notice of General Meeting forms part (unless the context otherwise requires).

ORDINARY RESOLUTION

1. That the Directors be and they are hereby generally and unconditionally authorised in accordance with Article 3.5 of the Articles of Incorporation of the Company (“the Articles”) to exercise all powers of the Company to allot relevant securities (as defined in Article 3.5(b) of the Articles) up to the aggregate nominal amount of £359,583 (being 35,958,376 Ordinary Shares) provided that the authority hereby conferred shall operate in substitution for and to the exclusion of any previous authority given to the Directors pursuant to Articles 3.5 of the Articles or otherwise and shall expire on whichever is the earlier of the conclusion of the next Annual General Meeting of the Company or the date falling 15 months from the date of the passing of this resolution unless such authority is renewed, varied or revoked by the Company in general meeting save that the Company may at any time before such expiry make an offer or agreement which might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

SPECIAL RESOLUTION

2. That, subject to and conditional upon Resolution 1 being duly passed, the Directors be and they are hereby empowered pursuant to Article 3.7 of the Articles to allot equity securities (as defined in Article 3.8(a) of the Articles) pursuant to the Placing for cash as if Article 3.6(a) of the Articles did not apply to any such allotment pursuant to the general authority conferred on them by Resolution 1 above (as varied from time to time by the Company in general meeting) PROVIDED THAT such power shall be limited to the allotment of 35,958,376 Ordinary Shares issued pursuant to or in connection with the Placing and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the Directors pursuant to Article 3.7 of the Articles or otherwise and shall expire on whichever is the earlier of the conclusion of the next Annual General Meeting of the Company or the date falling 15 months from the date of the passing of this resolution unless such power is renewed or extended prior to or at such meeting except that the Company may before expiry of any power contained in this resolution make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Dated 7 March 2011

By order of the Board of Directors

Artemis Secretaries Limited
Company Secretary of
Chariot Oil & Gas Limited

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the notice set out above is entitled to appoint a proxy to attend, speak and, on a poll, to vote in his/her place. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company.
2. An instrument for the purposes of appointing a proxy is enclosed. To be valid, the instrument and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be received by the Company Secretary, Artemis Secretaries Limited, 3rd Floor, Sydney Vane House, Admiral Park, St Peter Port, Guernsey, GY1 3EL no later than 11 a.m. on 30 March 2011 or not less than 48 hours before the time appointed for holding any adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, before the time appointed for taking the poll and, in default, the instrument shall not be treated as valid.
3. Completion of the instrument appointing a proxy does not preclude a member from subsequently attending and voting at the meeting in person if he/she so wishes.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. In the case of a member which is a company, this proxy must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company.
6. Pursuant to Regulation 41 of the Uncertificated Securities (Guernsey) Regulations 2009, the Company gives notice that only those shareholders entered on the relevant register of members (“**the Register**”) for certificated or uncertificated shares of the Company (as the case may be) 48 hours before the time of the GM (“**the Specified Time**”) will be entitled to attend or vote at the GM in respect of the number of shares registered in their name at the time. Changes to entries on the Register after the Specified Time will be disregarded in determining the rights of any person to attend or vote at the GM. Should the GM be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purposes of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned GM. Should the GM be adjourned for a longer period, then to be so entitled, members must be entered on the Register at the time which is 48 hours before the time fixed for the adjourned GM or, if the Company gives notice of the adjourned GM, at the time specified in the notice.

NOTICE OF ANNUAL GENERAL MEETING

CHARIOT OIL & GAS LIMITED

(A company incorporated in Guernsey with registered number 47532)

NOTICE IS HEREBY GIVEN THAT that the Annual General meeting of Chariot Oil & Gas Limited (the "Company") will be held at the Boardroom, Artemis Trustees Limited, Second Floor, East Wing, Trafalgar Court, Admiral Park, St Peter Port, Guernsey, GY1 2JA on 20th July 2011 at 13:00 for the following purposes:

Ordinary Business

Annual Report and Financial Statements

1. To receive the statement of accounts for the year ended 28 February 2011 together with the reports of the Directors of the Company and the auditors thereon.

Re-Appointment of Auditors

2. To re-appoint BDO LLP as auditors to the Company to act as such until the conclusion of the next Annual General Meeting of the Company at which the requirements of section 257 of the Companies (Guernsey) Law 2008 as amended are complied with and to authorise the Directors to fix their remuneration.

Directors appointed since the last Annual General Meeting

3. To elect Philip Loader, who was appointed since the last Annual General Meeting, as a Director of the Company.
4. To elect George Canjar, who was appointed since the last Annual General Meeting, as a Director of the Company.

Retirement of Directors by Rotation

5. To re-appoint Adonis Pouroulis, who retires by rotation, as a Director of the Company.
6. To re-appoint Paul Welch, who retires by rotation, as a Director of the Company.

Special Business

To consider and, if thought fit, pass the following resolutions, of which Resolution 7 will be proposed as an ordinary resolution and Resolution 8 as a special resolution.

ORDINARY RESOLUTION

7. That the Directors of the Company ("Directors") be and they are hereby generally and unconditionally authorised in accordance with Article 3.5 of the Articles of Incorporation of the Company (the "Articles") to exercise all powers of the Company to allot relevant securities (as defined in Article 3.5(b) of the Articles) up to the aggregate nominal amount of £543,312 (being 54,331,228 ordinary shares of 1 pence each ("Ordinary Shares")) provided that the authority hereby conferred shall operate in substitution for and to the exclusion of any previous authority given to the Directors pursuant to Article 3.5 of the Articles or otherwise and shall expire on whichever is the earlier of the conclusion of the next Annual General Meeting of the Company or the date falling 15 months from the date of the passing of this resolution unless such authority is renewed, varied, or revoked by the Company in general meeting save that the Company may at any time before such expiry make an offer or agreement which might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

SPECIAL RESOLUTION

8. That, subject to and conditional upon Resolution 7 being duly passed, the Directors be and they are hereby empowered pursuant to Article 3.7 of the Articles to allot equity securities (as defined in Article 3.8(a) of the Articles) for cash as if Article 3.6(a) of the Articles did not apply to any such allotment pursuant to the general authority conferred on them by Resolution 7 above (as varied from time to time by the Company in general meeting) PROVIDED THAT such power shall be limited to:
 - (a) the allotment of equity securities in connection with a rights issue or any other pre-emptive offer in favour of holders of equity securities where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws of or the requirements of any recognised regulatory body in any territory or otherwise; and

(b) the allotment (otherwise than pursuant to sub paragraph (a) above) of equity securities up to an aggregate nominal amount of £181,104 representing 10% of the current issued share capital of the Company

And the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the Directors pursuant to Article 3.7 of the Articles or otherwise and shall expire on whichever is the earlier of the conclusion of the next Annual General Meeting of the Company or the date falling 15 months from the date of the passing of this resolution unless such power is renewed or extended prior to or at such meeting except that the Company may before the expiry of any power contained in this resolution make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

By order of the Board of Directors

Artemis Secretaries Limited

Company Secretary of
Chariot Oil & Gas Limited

Registered office:

East Wing
Trafalgar Court
Admiral Park
St Peter Port
Guernsey
GY1 2JA

Dated: 16th June 2011

Notes:

- 1 A member of the Company entitled to attend and vote at the meeting convened by the notice set out above is entitled to appoint a proxy to attend, speak and, on a poll, to vote in his/her place. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company.
- 2 An instrument for the purposes of appointing a proxy is enclosed. To be valid, the instrument and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be received at Artemis Secretaries Limited, East Wing, Trafalgar Court, Admiral Park, St Peter Port, Guernsey GY1 2JA, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, before the time appointed for taking the poll and, in default, the instrument shall not be treated as valid.
- 3 Completion of the instrument appointing a proxy does not preclude a member from subsequently attending and voting at the meeting in person if he/she so wishes.
- 4 In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- 5 In the case of a member which is a company, this proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- 6 Pursuant to Regulation 41 of the Uncertificated Securities (Guernsey) Regulations 2009, the Company gives notice that only those shareholders entered on the relevant register of members (the "Register") for certificated or uncertificated shares of the Company (as the case may be) 48 hours before the time of the AGM (the "Specified Time") will be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at the time. Changes to entries on the Register after the Specified Time will be disregarded in determining the rights of any person to attend or vote at the AGM. Should the AGM be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period, then to be so entitled, members must be entered on the Register at the time which is 48 hours before the time fixed for the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in the notice.