

Notice of Annual General Meeting

NOTICE is given that the annual general meeting of Borders & Southern Petroleum plc (the Company) will be held at 33 St James Square, London SW1Y 4JS on 23 June at 11:00 am for the following purposes.

Items 1 to 6 will be proposed as ordinary resolutions and items 7 and 8 as special resolutions.

- 1 To receive the accounts of the Company and the directors' report and the auditors' report thereon for the year ended 31 December 2008.
- 2 To approve the directors remuneration report for the year ended 31 December 2008.
- 3 To reappoint BDO Stoy Hayward LLP as auditors of the Company until the conclusion of the next general meeting of the Company at which accounts of the Company are laid before the members
- 4 To authorise the directors to determine the remuneration of BDO Stoy Hayward LLP as the auditors of the Company.
- 5 To re-elect Howard Obee, who retires by rotation under the articles of association, as a director of the Company.
- 6 That in substitution for all existing authorities (but without prejudice to the exercise of any such authority prior to the date hereof):
 - (i) the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985 (the Act) up to an aggregate nominal amount of £647,813; and further
 - (ii) the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Act) in connection with a rights issue or other offering in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an additional aggregate nominal amount of £647,813;Provided that:
 - (a) the authorities in sub-paragraphs (i) and (ii) above shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the date of the next annual general meeting of the Company after the passing of this resolution; and
 - (b) the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if the relevant authority conferred hereby had not expired.
- 7 That, subject to Resolution 6 being passed, the directors be empowered, pursuant to Section 95 of the Act (but without prejudice to the exercise of any such authority prior to the date hereof), to allot equity securities (as defined in Section 94(2) to 94(3A) of the Act) out of any relevant securities (as defined in Section 80 of the Act) which they are from time to time authorised to allot, as if Section 89(1) of the Act did not apply to such allotment as follows:
 - (i) in connection with a rights issue or other offering in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them (but with such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements, record dates or other legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory, or as regards shares held by an approved depository or in issue in uncertificated form); and
 - (ii) generally in connection with an issue of equity securities (other than pursuant to sub-paragraph (i) above) up to an aggregate nominal amount of £97,172;Provided that:
 - (a) this authority shall expire at the commencement of the annual general meeting held next after the passing of this resolution; and
 - (b) the Company may before such expiry make an offer, agreement or other arrangement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to any such offer, agreement or other arrangement as if the authority hereby conferred had not so expired.

8 That:

- (i) Article 18.1 of the articles of association of the Company shall be deleted and replaced with the following: "Subject to Article 18.4, an annual general meeting shall be called on not less than twenty-one clear days' notice. All other general meetings shall be called on at least fourteen clear days' notice."; and
- (ii) notwithstanding the subsequent coming into force of the Companies (Shareholders' Rights) Regulations 2009, a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board

Secretary

28 May 2009

Registered office:

3 Copthall Avenue

London, EC2R 7BH

Notes:

1. A member entitled to attend and vote at the Meeting is also entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. To be valid, the instrument appointing a proxy, together with the power of attorney or other authority, if any, under which it is signed (or a copy of such power of authority certified by a notary) must be deposited with the Company's Registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4BR not less than 48 hours before the time fixed for the Meeting. A form of proxy is enclosed with this notice. Completion and return of the form of proxy will not preclude shareholders from attending or voting at the Meeting if they wish.
3. Copies of directors' service contracts and the terms of engagement of non-executive directors with the Company, together with the register of directors' share interests, are available for inspection at the registered office of the Company during normal business hours on each business day until the conclusion of the Annual General Meeting and will also be available for inspection at the place of the Meeting from at least 15 minutes prior to the commencement of the Meeting until its conclusion.
4. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a **Nominated Person**) may, under an agreement between him or her and the shareholder by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of the rights of shareholders in relation to the appointment of proxies in notes 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.