

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It contains the resolutions to be voted on at the General Meeting of the Company to be held on 13 December 2016 at 12.00 noon. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who is authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or transferred only part of your registered holding of Ordinary Shares in the Company, you should retain this document and the accompanying documents. Such documents should, however, not be forwarded to or transmitted into any jurisdiction outside of the UK. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.



Rose Petroleum plc

*(Incorporated and registered in England and Wales under the Companies Act 1985
with registered number 04573663)*

Notice of General Meeting

Your attention is drawn to the letter from the Chairman of the Company, which is set out on pages 5 to 6 of this document, which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

The Notice of the General Meeting of the Company, to be held at 12.00 noon on 13 December 2016 at the offices of Allenby Capital Limited, 3 St Helen's Place, London EC3A 6AB, is set out at the end of this document. The accompanying Form of Proxy for use in connection with the General Meeting should be completed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by not later than 12.00 noon on 11 December 2016. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company in any jurisdiction in which such offer or instruction would be unlawful nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with any contract therefor. The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document and/or the accompanying Form of Proxy comes should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

FORWARD-LOOKING STATEMENTS

This document includes "forward-looking statements" which includes all statements other than statements of historical fact, including, without limitation, those regarding the Group's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Group's control that could cause the actual results, performance or achievements of the Group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Group's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication and posting to Shareholders of this document	25 November 2016
Latest time and date for receipt of Forms of Proxy	12.00 noon on 11 December 2016
General Meeting	12.00 noon on 13 December 2016

DEFINITIONS

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

“Act”	the Companies Act 2006 (as amended).
“Admission Date”	the date of admission of the Placing Shares to trading on AIM, being 26 October 2016.
“AIM”	the market of that name operated by the London Stock Exchange.
“AIM Rules”	the AIM Rules for Companies and the AIM Rules for Nominated Advisers (as amended from time to time).
“Allenby Capital”	Allenby Capital Limited, a private limited company incorporated in England & Wales under registered number 6706681 and having its registered office at 3 St Helen’s Place, London, EC3A 6AB, the Company’s nominated adviser and broker.
“Board” or “Directors”	the directors of the Company as at the date of this document, whose names are set out on page 5 of this document.
“Company” or “Rose”	Rose Petroleum plc, a public limited company incorporated in England & Wales under registered number 04573663 and having its registered office at 145-157 St John Street, London, EC1V 4PW.
“CREST”	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear UK & Ireland Limited which facilitates the transfer of title to shares in uncertificated form.
“Existing Ordinary Shares”	the 3,764,470,841 Ordinary Shares in issue at the date of this document.
“Form of Proxy”	the form of proxy enclosed with this document for use by Shareholders in connection with the General Meeting.
“Fundraising”	the fundraising announced on 19 October 2016 raising £1 million through the issue of the Placing Shares with the Placing Warrants attached.
“General Meeting” or “GM”	the general meeting of the Company convened for 12.00 noon on 13 December 2016, notice of which is set out at the end of this document.
“Group”	the Company together with its Subsidiaries (as defined in the Act) as at the date of this document.
“London Stock Exchange”	London Stock Exchange plc.
“Notice of GM”	the notice convening the GM, which is set out at the end of this document.
“Ordinary Shares”	the ordinary shares of 0.1 pence each in the capital of the Company from time to time.
“Placing Shares”	the 714,285,714 Ordinary Shares issued to subscribers pursuant to the Fundraising.

“Placing Warrants”	the 357,142,857 warrants to subscribe for one new Ordinary Share at a price of 0.25 pence per share issued to subscribers under the Fundraising.
“Resolutions”	the resolutions set out in the Notice of GM and ‘Resolution’ shall mean any one of them.
“Shareholders”	holders of Ordinary Shares from time to time and the term “Shareholder” shall be construed accordingly.
“TPI Warrants”	the 42,857,142 warrants issued to Turner Pope Investments (TPI) Limited under the terms of the Fundraising.
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland.
“£”	pounds sterling, the lawful currency of the United Kingdom.
“Warrants”	together, the Placing Warrants and the TPI Warrants.

LETTER FROM THE CHAIRMAN OF ROSE PETROLEUM PLC



Rose Petroleum plc

*(Incorporated and registered in England and Wales under the Companies Act 1985,
with registered number 04573663)*

Directors:

Philip Jeffcock (*Non-Executive Chairman*)
Matthew Idiens (*Chief Executive Officer*)
Chris Eadie (*Chief Financial Officer*)
Kris Hefton (*Chief Operations Officer*)
Kelly Scott (*Non-Executive Director*)

Registered Office:

145-147 St John Street
London
EC1V 4PW

25 November 2016

Dear Shareholder

Notice of General Meeting

1. Introduction

The Company announced on 19 October 2016 that it had completed a fundraising of £1 million through the issue of 714,285,714 Ordinary Shares and consequential issue of the Warrants.

As announced, the purpose of the Fundraising is to advance the Company's plan to increase cash flow from its Mexico mining and milling operations by restarting joint venture operations with certain mine owners in the area of the SDA Mill (100% owned by Rose) as well as for additional general working capital.

Under the terms of the Fundraising, subscribers were issued with one Placing Warrant for every two Ordinary Shares taken up under the Fundraising. The Placing Warrants are exercisable at a price of 0.25 pence per Placing Warrant at any time in the three years from the Admission Date. In addition, the TPI Warrants, which have the same terms as the Placing Warrants, were issued on the Admission Date to Turner Pope Investments (TPI) Limited, the broker of the Fundraising, for its services. The Warrants would represent 9.61 per cent. of the enlarged share capital of the Company if they are exercised in full.

The number of Ordinary Shares issued under the Fundraising utilised almost all the Company's existing authority to issue new Ordinary Shares that was granted to the Directors at the Company's Annual General Meeting in June 2016. Therefore, the Company does not currently have sufficient authority pursuant to the Act to issue sufficient new Ordinary Shares should the Warrants be exercised and, therefore, in accordance with the terms of the Fundraising, the Company is convening the General Meeting to seek such authority from Shareholders and an additional authority to support further issues of Ordinary Shares should it be required. The Directors are seeking the additional authority as they consider it important to retain flexibility to finance the Company or complete acquisitions through the issue of Ordinary Shares should it be required.

2. General Meeting

Set out at the end of this document is the notice convening the GM to be held on 13 December 2016 at 12.00 noon at which the Resolutions will be proposed.

The Resolutions to be proposed at the GM are as follows:

Resolution 1

An ordinary resolution to grant the Directors authority pursuant to section 551 of the Act to allot Ordinary Shares up to a nominal amount of £400,000 representing the Ordinary Shares that are issuable under the Warrants.

Resolution 2

An ordinary resolution to grant the Directors authority pursuant to section 551 of the Act to allot Ordinary Shares up to a nominal value of £941,118 representing an amount equivalent to approximately 25 per cent. of the Existing Ordinary Shares.

Resolution 3

A special resolution to disapply pre-emption rights pursuant to section 570 of the Act. This Resolution allows the Directors to allot shares on a non pre-emptive basis, limited to:

- (a) the issue and allotment of Ordinary Shares pursuant to the exercise of the Warrants;
- (b) allotments pursuant to offers of shares to existing Shareholders in proportion to their existing holdings subject only to exclusions to deal with fractional entitlements and legal or practical problems in connection with overseas territories;
- (c) the allotment of equity securities pursuant to the terms of any share schemes for Directors and employees of the Group; and
- (d) a nominal value of £941,118 representing 25 per cent. of the Existing Ordinary Shares.

3. Action to be taken

Shareholders will find enclosed with this document a reply-paid Form of Proxy for use at the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete and sign the Form of Proxy and return it to the Company's Registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and, in any event, so as to arrive not later than 12.00 noon on 11 December 2016. Unless the Form of Proxy is received by this date and time, it will be invalid. The completion and return of a Form of Proxy will not preclude you from attending the General Meeting and voting in person if you so wish.

4. Recommendation

The Directors consider that the Resolutions to be considered at the General Meeting are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their aggregate interests of 43,369,479 Ordinary Shares (representing approximately 1.15 per cent. of the Existing Ordinary Shares).

Yours sincerely

Philip Jeffcock
Chairman

Rose Petroleum plc

*(Incorporated and registered in England and Wales under the Companies Act 1985,
with registered number 04573663)*

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Rose Petroleum plc (“the Company”) will be held at the offices of Allenby Capital Limited, 3 St Helen’s Place, London EC3A 6AB on 13 December 2016 at 12.00 noon at which the following matters will be dealt with:

To consider and, if thought fit, to pass the following resolutions, of which resolutions 1 and 2 will be proposed as ordinary resolutions and resolution 3 will be proposed as a special resolution:

1. THAT, the Directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 551 of the 2006 Act, to convert any security into ordinary shares of 0.1 pence each in the share capital of the Company (“Ordinary Shares”) up to a maximum nominal amount of £400,000 to the holders of certain warrants over Ordinary Shares, provided that this authority shall expire on 26 October 2019 (unless renewed, varied or revoked by the Company prior to or on that date).
2. THAT, subject to and conditional upon the passing of resolution 1 above, the Directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 551 of the 2006 Act, to issue and allot Ordinary Shares or grant rights to subscribe for or to convert any security into shares in the Company (together “Rights”) up to a maximum nominal amount of £941,118 to such persons at such times and on such terms as they think proper, provided that this authority shall expire on the date falling 15 months from the date of passing of this resolution, or if earlier, on the date of the next Annual General Meeting of the Company to be held after the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may make an offer or agreement before the expiry of this authority which would or might require Ordinary Shares to be allotted or Rights to be granted after such expiry and the Directors may allot Ordinary Shares or grant Rights pursuant to any such offer or agreement as if the authority conferred by this resolution had not expired. This authority together with that granted under resolution 1 above is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act.
3. THAT, subject to and conditional upon the passing of resolution 2 above, in accordance with section 570 of the Act, the Directors be and are hereby generally empowered to allot for cash or otherwise equity securities (as defined in section 560 of the Act) of the Company pursuant to the authority conferred by resolutions 1 and 2 above (as varied from time to time by the Company in general meeting) as if section 561 of the Act did not apply to such allotment provided that this power shall be limited to:
 - a. the allotment of 399,999,999 Ordinary Shares under the terms of the Warrants (as defined in the circular to the Company’s shareholders dated 25 November 2016);
 - b. the allotment of equity securities in connection with any other offer (whether by way of rights issue, open offer or otherwise) to holders of Ordinary Shares in the capital of the Company in proportion (as nearly as may be) to their existing holdings of such shares, subject only to any exclusions or other arrangements which the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange in any territory;
 - c. the allotment of equity securities pursuant to the terms of any share schemes for Directors and employees of the Company or any of its subsidiaries; and

- d. the allotment otherwise than pursuant to subparagraphs (a) to (c) (inclusive) above of equity securities not exceeding in aggregate the nominal amount of £941,118,

and provided that this power shall expire when the relevant authority provided in Resolutions 1 and 2 above to which it relates expires (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted for cash after such expiry and the Directors may allot equity securities for cash pursuant to any such offer or agreement as if the power conferred by this resolution had not expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 570 of the 2006 Act.

By Order of the Board

Ian McNeill
Company Secretary

Rose Petroleum plc
145-157 St John Street
London
EC1V 4PW

25 November 2016

Notes:

Entitlement to attend and vote

- 1 Only those members registered on the Company's register of members at:
- close of business on 11 December 2016; or
 - if this general meeting is adjourned, at close of business on the day two days prior to the adjourned meeting,
- shall be entitled to attend and vote at the general meeting.

Appointment of proxies

- 2 A member is entitled to attend, speak and vote at the above meeting and is entitled to appoint one or more proxies to attend, speak and vote in his stead. A proxy need not be a member of the Company. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. If you wish your proxy to speak on your behalf at the general meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- 3 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, each different proxy appointment form must be received by Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time appointed for the meeting.
- 4 A vote withheld is not a vote in law which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the general meeting.
- 5 A prepaid business reply envelope is enclosed. To be valid any form of proxy and power of attorney or other authority under which it is signed or a notarially certified or office copy of such power of authority must be lodged with the Company's Registrars: Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU so as to be received not less than 48 hours before the time appointed for the meeting or any adjourned meeting. The return of a form of proxy will not preclude a member from attending and voting at the meeting in person should he subsequently decide to do so.

- 6 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the general meeting and any adjournment(s) thereof by utilising the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 7 In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST manual. The message must be transmitted so as to be received by the issuer's agent (Capita Registrars, ID RA10) not less than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- 8 CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
- 9 The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 10 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

- 11 To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Capita Asset Services on 0871 664 0300 in the UK. Calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

- 12 In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU no later than 48 hours prior to the meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the general meeting and voting in person. If you have appointed a proxy and attend the general meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

- 13 A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

- 14 As at 6.00 p.m. on 24 November 2016, being the last practicable date before the publication of this document, the Company's issued share capital comprised 3,764,470,841 ordinary shares of 0.1p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on 24 November 2016 is 3,764,470,841.

Communication

- 15 Except as provided above, members who have general queries about the general meeting should contact the Company Secretary at Rose Petroleum plc 145-157 St John Street, London, EC1V 4PW or on +44 (0) 207 225 4590 (no other methods of communication will be accepted). You may not use any electronic address provided either:
- in this notice of general meeting; or
 - any related documents (including the Chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

