

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It contains the resolutions to be voted on at the General Meeting to be held at 12 noon on 21 November 2019 at Allenby Capital Limited, 5 St. Helen's Place, London EC3A 6AB. 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 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, you should retain this document and any 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 7 to 13 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 GM of the Company, to be held at Allenby Capital Limited, 5 St. Helen's Place, London EC3A 6AB on 21 November 2019 at 12 noon, is set out at the end of this document. You will not receive a Form of Proxy for the GM in the post. Instead, you will find instructions in the section entitled "Notes" in the Notice of Meeting to enable you to vote electronically and how to register to do so. To register, you will need your investor code, which can be found on your share certificate. Submission of a proxy vote will not preclude you from attending and voting in person at the General Meeting or any adjournment thereof. Shareholders may request a paper form of proxy from our Registrar, Link Asset Services, if they do not have access to the internet. Proxy votes should be submitted as early as possible and in any event by no later than 12 noon on 19 November 2019 (or, in the case of an adjournment, no later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting).

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 any accompanying documents 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.

CONTENTS

	<i>Page</i>
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	3
PLACING STATISTICS	3
DEFINITIONS	4
LETTER FROM THE CHAIRMAN OF THE COMPANY	7
NOTICE OF THE GENERAL MEETING	14

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication and posting to Shareholders of this document	5 November 2019
Admission of the First Placing Shares to trading on AIM	8 November 2019
Latest time and date for receipt of proxy voting instruction	12 noon on 19 November 2019
General Meeting	12 noon on 21 November 2019
Admission of the Second Placing Shares to trading on AIM	22 November 2019
CREST member accounts expected to be credited for the Second Placing Shares in uncertificated form (where applicable)	22 November 2019
Despatch of definitive share certificates for Second Placing Shares in certificated form (where applicable)	by 5 December 2019

Notes:

- (1) References to times in this document are to London time (unless otherwise stated).
- (2) The dates set out in the timetable above may be subject to change.
- (3) If any of the above times or dates should change, the revised times and/or dates will be notified by an announcement to a regulatory information service.

PLACING STATISTICS

Placing Price	1.1 pence
Number of Existing Ordinary Shares	170,913,940
Total number of Placing Shares	113,636,364
Enlarged Share Capital following the Placing	285,876,061*
Percentage of the Enlarged Share Capital comprised by the Placing Shares	39.75 per cent.
Estimated gross proceeds of the Placing	£1.25 million
Estimated net proceeds of the Placing	£1.17 million

* This figure includes the Placing Shares and the Fee Shares

DEFINITIONS

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

“Act”	the Companies Act 2006 (as amended);
“Acquisition”	the proposed acquisition of an initial 10% of CEH’s 89.5% net working interest in the 317-acre McCoy lease located in the DJ Basin, together with the Option;
“AIM”	the market of that name operated by the London Stock Exchange;
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange (as amended from time to time);
“Allenby Capital”	Allenby Capital Limited, a private limited company incorporated in England & Wales under registered number 06706681 and having its registered office at 5 St Helen’s Place, London, EC3A 6AB, the Company’s nominated adviser;
“Articles”	the articles of association of the Company as at the date of this document;
“Board” or “Directors”	the directors of the Company as at the date of this document, whose names are set out on page 7 of this document;
“Broker Warrants”	the warrants to be granted to TPI, for its services as Placing agent, to subscribe for 3,272,727 new Ordinary Shares at a price of 2 pence per share, exercisable for three years at any time from the date of issue;
“CEH”	Captiva Energy Holdings II, LLC;
“CEP”	Captiva Energy Partners, LLC;
“Certificated” or in “Certificated Form”	a share or security which is not in uncertificated form (that is, not in CREST);
“Company” or “Rose”	Rose Petroleum plc, a public limited company incorporated in England & Wales under registered number 04573663 and having its registered office at 20-22 Wenlock Road, London, N1 7GU;
“CPR”	Competent Person’s Report;
“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;
“DJ Basin”	Denver-Julesburg Basin in Weld County, Colorado, U.S.;
“DSU”	Drilling Spacing Unit;
“Executive Team”	Paul Onsager and Bill Hayworth, the principals of CEP;

“Enlarged Share Capital”	the issued ordinary share capital of the Company on Second Admission, comprising the Existing Ordinary Shares, the Placing Shares and the Fee Shares;
“Existing Ordinary Shares”	the 170,913,940 Ordinary Shares in issue at the date of this document;
“Fee Shares”	the 1,325,757 Ordinary Shares being issued in respect of fees due to a professional adviser, conditional on Second Admission;
“First Admission”	the admission to trading on AIM pursuant to rule 6 of the AIM Rules of the First Placing Shares;
“First Placing Shares”	the 31,182,780 Placing Shares to be issued, subject to First Admission and the Placing Agreement not being terminated prior to First Admission;
“General Meeting” or “GM”	the general meeting of the Company convened for 12 noon on 21 November 2019, 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;
“Initial Consideration Shares”	the issue of new Ordinary Shares to CEH, priced at 1.32p per share, to satisfy the \$270,000 consideration payable by the Company for the Initial Tranche;
“Initial Drilling Programme”	the proposed horizontal redevelopment on the McCoy lease of an initial 12 well drilling programme with up to two-mile long laterals;
“Initial Tranche”	the initial acquisition of 10% of CEH’s working interest in the McCoy lease by the Company pursuant to the Acquisition;
“London Stock Exchange”	London Stock Exchange plc;
“McCoy lease”	the 317-acre McCoy lease located in the DJ Basin;
“mmboe”	million barrels of oil equivalent;
“Notice of GM”	the notice convening the GM, which is set out at the end of this document;
“OCE”	Origin Creek Energy LLC;
“Option”	the option for the Company to acquire up to a further 80% of CEH’s 89.5% working interest in the McCoy lease;
“Ordinary Shares”	the ordinary shares of 0.1 pence each in the capital of the Company from time to time;
“Paradox Basin”	Paradox Basin, Utah, U.S.;
“Paradox project”	the Company’s project in the Paradox Basin;
“Placing”	the conditional placing of the Placing Shares at the Placing Price and associated issue of the Warrants;

“Placing Agreement”	the conditional agreement dated 4 November 2019 between (1) the Company and (2) TPI relating to the Placing;
“Placing Price”	1.1 pence per Placing Share;
“Placing Shares”	the First Placing Shares and the Second Placing Shares;
“Resolutions”	the resolutions set out in the Notice of GM;
“Second Admission”	the admission to trading on AIM pursuant to rule 6 of the AIM Rules of the Second Placing Shares and the Fee Shares;
“Second Placing”	the issue of the Second Placing Shares pursuant to the Placing;
“Second Placing Shares”	the 82,453,584 Placing Shares to be issued, subject to Second Admission, the passing of the Resolutions and the Placing Agreement not being terminated prior to Second Admission;
“Shareholders”	holders of Ordinary Shares from time to time and the term “Shareholder” shall be construed accordingly;
“TPI”	Turner Pope Investments (TPI) Ltd a private limited company incorporated in England & Wales under registered number 09506196 and having its registered office at 8 Frederick’s Place, London, England, EC2R 8AB, the Company’s joint broker;
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland;
“United States” or “U.S.”	the United States of America;
“Warrants”	the warrants to be issued to subscribers in the Placing to subscribe for, in aggregate, 56,818,182 new Ordinary Shares at a price of 2 pence per share, exercisable for two years at any time from the date of issue;
“£”	pounds sterling, the lawful currency of the United Kingdom; and
“\$”	United States dollars, the lawful currency of the United States of America.

LETTER FROM THE CHAIRMAN OF ROSE PETROLEUM PLC



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

Directors:

Rick Grant (*Non-Executive Chairman*)
Colin Harrington (*Chief Executive Officer*)
Chris Eadie (*Chief Financial Officer*)
Tom Reynolds (*Non-Executive Director*)
Gordon Stein (*Non-Executive Director*)

Registered Office:

20-22 Wenlock Road
London
N1 7GU

5 November 2019

Dear Shareholder

Issue of equity and Notice of General Meeting

1. Introduction

The Company announced on 4 November 2019 that it has conditionally raised £1.25 million before expenses by way of the Placing.

Of the funds raised pursuant to the Placing, approximately £907,000 is conditional, *inter alia*, on the approval of Shareholders of the Resolutions at the General Meeting to provide authority to the Directors to issue and allot further new Ordinary Shares on a non-pre-emptive basis, further details of which are set out below.

The purpose of this letter is to explain to Shareholders the background to and reasons for the Placing and to seek Shareholders' approval of the Resolutions to enable the Directors to complete the Placing. The Notice of General Meeting is set out at the end of this document.

2. Background to and reasons for the Placing

Over recent months the Company has bolstered its operational and governance framework through a restructuring of the Board and management team and the Company has a revised focus on upstream oil and natural gas opportunities in the U.S. Rocky Mountain region.

The Board's stated strategy for the Company is to build a balanced portfolio of assets, exhibiting both free cash flow and long-term development opportunities.

The Company's recently restructured project in the Paradox Basin and the Company's proposed acquisition in the 317-acre McCoy lease located in the DJ Basin, announced 4 November 2019, sit squarely within the new strategic vision.

The Company intends to use part of the net proceeds of the Placing in order to part-finance the Company's initial capital expenditure obligations on the McCoy lease, which includes its contribution to a proposed 12-well drilling programme in mid-2020, the preparation of a CPR and due diligence on the acquisition, as well as to fund ongoing work on the Paradox project and provide the Company with additional working capital.

3. The McCoy project

The Company has entered into a letter of intent with CEH for the proposed acquisition of an initial 10% of CEH's 89.5% net working interest in the 317-acre McCoy lease located in the DJ Basin.

In addition, the Company will have an option to acquire, at its sole discretion, up to a further 80% of CEH's 89.5% working interest in the McCoy lease.

The Directors consider that the proposed Acquisition will provide Rose with near-term, low-risk horizontal development drilling exposure in the prolific Niobrara shale play, and on acreage contiguous to other major DJ Basin operators including Occidental Petroleum Corporation, Great Western Operating Company LLC, and Crestone Peak Resources. The DJ Basin is a mature oil basin currently undergoing a resurgence as vertical production is replaced with successful one and two-mile horizontal well developments. The McCoy lease is located in an active part of the DJ Basin and a horizontal redevelopment of the existing productive lease is proposed, with a forecast commencement date in mid-2020 for an initial 12 well drilling programme with up to two-mile long laterals.

The Acquisition has multiple commercial benefits:

- A near-term, low risk development opportunity alongside CEP, a U.S. based industry partner with a proven track record of successful horizontal development in the immediate area;
- An attractive entry cost when compared to similar transactions, with consideration payable in Ordinary Shares at a premium to the Placing Price;
- A robust, accretive project with strong well economics;
- Near-term production programme proposed, with drilling anticipated within a year;
- Optionality to acquire up to a further 80% of CEH's working interest in the McCoy lease at Rose's sole discretion; and
- Ongoing discussions to enlarge the project and secure a significant funding partner for the project's development.

The Acquisition will give Rose access to prime acreage within the prolific DJ Basin Niobrara shale play with optionality to increase its working interest position significantly. It also marks the beginning of a partner relationship with CEH and its management team, which operates through CEP. This partnership will provide further deal flow, access to proven competence and a wealth of experience in the Rocky Mountain region. The deal fits well with the stated Rose strategy targeting low-risk, low-entry cost acquisitions which can deliver near-term production to balance the Rose asset portfolio currently comprised of the longer-term Paradox Basin appraisal asset.

CEP is managed by Paul Onsager and Bill Hayworth, two professional engineers, each with more than 30 years' domestic US and international oil and gas industry experience with the last five years focused almost exclusively on the DJ Basin. Since founding CEP in 2016, the team executed a successful horizontal development on farm-out acreage from Anadarko, sold a horizontal development to Great Western Oil & Gas and purchased CEH's interest in the McCoy lease from Vanguard Natural Resources. Prior to CEP, Paul and Bill led a DJ Basin horizontal development programme for a Colorado-based private equity backed oil and gas firm. Prior to that, Paul was VP Operations for the Rockies Asset team at Pioneer Natural Resources, former VP for Reservoir Engineering at Norwest Corp and former Reservoir Engineering team leader at the U.S. Bureau of Land Management. Bill is the former President of PRB / Black Raven Energy and the former VP of Operations at Intoil (both Rocky Mountain-focused oil companies), and he has held senior engineering and operations roles at Unit Corporation, Patrick Petroleum and Phillips Petroleum. Both Bill and Paul are registered Professional Engineers in the State of Colorado.

McCoy Lease Background

CEH initially acquired its interest in the McCoy lease from Vanguard Natural Resources in September 2018. Since the acquisition, CEH has invested additional capital related to permitting and partner negotiations for the planning of a horizontal redevelopment of the McCoy lease, and total cash

expenditure by CEH to date has been \$2.7 million. Rose will be purchasing its percentage of the McCoy lease at CEH's *pro-rata* cost, which the independent directors of Rose believe is an attractive valuation when compared to other acreage transactions in the immediate area.

The McCoy lease offers near-term, low-risk horizontal development drilling exposure that will target the proven Niobrara and Codell Formations' chalk and sandstone reservoirs. These formations both have existing commercial production from horizontal wells on the lands directly off-setting the McCoy lease.

Pending definitive agreements with potential strategic partners and mandatory consents, and following completion of the Acquisition, Rose will have the right to participate in the proposed Initial Drilling Programme, further details of which are set out below. These wells will target the Niobrara and Codell Formations.

Reserves and production data will be made public pending completion of a CPR and partnership discussions.

The Acquisition (including the Option) is subject to, *inter alia*, the completion of technical and financial due diligence by Rose, execution of a formal sale and purchase agreement, successful conclusion of partnership discussions, and approval of the application for a DSU to accommodate the drilling of up to two-mile laterals (for the proposed Initial Drilling Programme) across multiple leasehold interests, including the McCoy lease.

Next Steps

CEH and Rose are working with partners to implement a DSU on which the Initial Drilling Programme is expected to commence in mid-2020. Rose estimates that there is the potential to drill up to 26 wells within the proposed DSU.

As the Initial Drilling Programme will be across multiple leasehold interests, Rose currently expects that the 10% working interest in the McCoy lease being acquired will result in Rose having an approximate 2.217% working interest in the Initial Drilling Programme, rising to a maximum approximate 19.954% working interest in the Initial Drilling Programme should the Option to acquire the additional 80% working interest in the McCoy lease be exercised in full.

The Company estimates that the total CAPEX for the 12 well programme will be circa US\$72m, or circa US\$6m per well, and the expected Estimated Ultimate Recovery from each of the wells will be circa 850,000 barrels of oil equivalent (0.85 mmbob).

The proposed low-risk Initial Drilling Programme would, if successful, and based on current oil prices, generate significant cashflows to Rose and would be accretive to shareholders.

Based on the proposed Initial Drilling Programme, Rose's CAPEX on the Initial Tranche is currently forecast to be \$1.6 million, with up to a further \$12.6 million CAPEX should the Option be exercised in full. In addition, Rose will also carry CEH to an equivalent 11.1% of Rose's CAPEX on the first 20 wells drilled on the lease. The carry obligation on the Initial Tranche would be approximately \$175,000 and would be scaled upwards *pro-rata* for the first 20 wells if the Option is exercised.

Key Terms of the Acquisition

Consideration to CEH for the Initial Tranche will be calculated based on CEH's *pro-rata* portion of all back costs (including acquisition and development costs) associated with the Initial Tranche. As outlined above, CEH's back costs to-date have been \$2.7 million, so the *pro-rata* portion net to Rose's interest is \$270,000 (approximately £208,000) (the "**Consideration**"). The Consideration will be satisfied by the issue of new Ordinary Shares to CEH, priced at 1.32p per share (being a 20% premium to the Placing Price).

In addition, Rose will also carry CEH to an equivalent 11.1% of Rose's CAPEX on the first 20 wells drilled on the McCoy lease (the "**Carry**"). If Rose exercises its Option to acquire a 50% working interest or greater in the McCoy lease, it will also be responsible for CEH's proportionate share of the plugging and abandonment costs of the five existing vertical wellbores prior to horizontal redevelopment.

As part of the proposed Acquisition, Rose will also receive the Option, valid up to and including 28 February 2020, and extendable at the sole discretion of CEH, to acquire up to a further 80% of CEH's interest in the McCoy leasehold (excluding ownership of the existing vertical wellbores) if Rose can demonstrate sufficient means to fund its share of the related McCoy development CAPEX budget for any additional working interest acquired, as well as funding the Carry as described above. During this option period, Rose can acquire any percentage that it chooses, in several tranches, at its sole discretion. The price for the subsequent tranches in the lease will be calculated on the same basis as the Initial Tranche (linked directly to *pro-rata* back costs, adjusted to reflect any subsequent development costs incurred by CEH) and will also be payable in new Ordinary Shares. The number of shares to be issued for exercising the Option will be determined by the 60-day volume weighted average price of Ordinary Shares on the date the Option is exercised divided into the *pro-rata* back costs.

On completion of the Acquisition, an ongoing management fee will be payable by Rose to the Executive Team of CEP (which, for the avoidance of doubt, excludes Rick Grant and Colin Harrington) to manage and oversee the project on Rose's behalf.

As outlined above, the Acquisition (including the Option) is subject, *inter alia*, to completion of technical and financial due diligence by Rose, execution of a formal sale and purchase agreement, successful conclusion of partnership discussions, and approval of the application for the DSU to accommodate the drilling of up to two-mile laterals (for the proposed Initial Drilling Programme) across multiple leasehold interests, including the McCoy lease. As such, there can be no certainty that a final agreement will be entered into to enable the Acquisition to proceed. The Initial Consideration Shares will be issued when Rose and CEH enter into the formal sale and purchase agreement for the Acquisition.

Related Party Transaction

CEH is indirectly controlled by OCE. The shareholders of OCE are Rick Grant, the Chairman of Rose, and Colin Harrington, the CEO of Rose and who are also directors of CEH and the directors of OCE. Therefore, the Acquisition including the Option, should it proceed, would be a related party transaction pursuant to rule 13 of the AIM Rules for Companies.

4. The Paradox project

Funds from the Placing will also be used in the development of the Company's Paradox project.

On 14 October 2019, the Company announced that it had negotiated a new agreement with its joint-venture partner on the Paradox project, Rockies Standard Oil Corporation. The project continues to offer substantial scale and value and is now, in the Board's view, better positioned for development.

The agreement enables Rose to focus on a potentially highly economic core acreage position of circa 12,920 acres which contains 21 high-priority drilling targets and estimated 2C contingent recoverable resources, net to Rose, of 8.3 mmboe. This acreage position alone represents an estimated net present value to Rose of US\$59m (at a 10% discount rate), a significant premium to the Company's current market capitalisation and demonstrative of the considerable potential of the project.

The agreement also allows Rose to reduce the overall cost of maintaining the project and, most importantly, gives the Company immediate ownership of the maximum potential 12,920 lease acres, with a corresponding nine year lease term on 5,240 of these acres and a two year lease term on the balance.

The Company's revised strategy to focus on the most attractive acreage is a logical step, informed by, amongst other things, the acquisition and analysis of the 3D seismic data covering the project area, the verification work undertaken by Schlumberger in 2018, and the positive feedback received from potential farm-in partners on how Rose can best optimise the project.

5. Details of the Placing

In total, 113,636,364 Ordinary Shares are proposed to be issued pursuant to the Placing, at a price of 1.1p per Placing Share, as well as warrants over 60,090,909 new Ordinary Shares as detailed further below. The Placing Shares have been conditionally placed by TPI, as agent and joint broker of the Company, with certain existing shareholders and new institutional and other investors pursuant to a Placing Agreement.

The Company currently has limited authority to issue new Ordinary Shares for cash on a non-pre-emptive basis. Accordingly, the Placing is being conducted in two tranches as set out below.

1. First placing shares

A total of £343,010.58, representing the issue of 31,182,780 Placing Shares at the Placing Price, has been raised within the Company's existing share allotment authorities. Application will be made for the First Placing Shares to be admitted to trading on AIM and it is expected that their admission to AIM will take place on or around 8 November 2019. The issue of the First Placing Shares is conditional only upon First Admission and the Placing Agreement becoming unconditional in respect of the First Placing Shares and not being terminated in accordance with its terms prior to First Admission.

2. Second placing shares

The balance of the Placing, being £906,989.42 and representing the issue of 82,453,584 Placing Shares at the Placing Price, is conditional upon, *inter alia*, the passing of resolutions to be put to shareholders of the Company at the General Meeting to provide authority to the Directors to issue and allot further new ordinary shares on a non-pre-emptive basis, whereby such authority will be utilised by the Directors to enable completion of the Second Placing.

Conditional on the passing of the resolutions at the GM, application will be made for the Second Placing Shares and the Fee Shares to be admitted to trading on AIM and it is expected that their admission to AIM will take place on or around 22 November 2019.

In addition to the passing of the resolutions at the GM, the Second Placing is conditional, *inter alia*, on Second Admission and the Placing Agreement becoming unconditional in respect of the Second Placing Shares and not being terminated in accordance with its terms prior to Second Admission.

The Placing as a whole would, if the necessary resolutions are approved at the GM, result in the issue of 113,636,364 Ordinary Shares (excluding the Fee Shares), representing, in aggregate, approximately 39.94 per cent. of the Company's issued ordinary share capital as enlarged by the Placing. The issue of the First Placing Shares is not conditional on the Second Placing completing.

In addition to the Placing Shares, 1,325,757 Ordinary Shares are being issued in respect of fees due to a professional adviser, conditional on Second Admission. Application will be made for the Fee Shares to be admitted to trading on AIM at Second Admission.

The Placing Shares and the Fee Shares will, when issued, be credited as fully paid and will rank *pari passu* in all respects with the existing ordinary shares of the Company, including the right to receive all dividends or other distributions made, paid or declared in respect of such shares after the date of issue of the Placing Shares and Fee Shares.

Director subscriptions

OCE has subscribed for 43,636,364 Placing Shares in the Second Placing, equivalent to £480,000 at the Placing Price. The shareholders and directors of OCE are Rick Grant, the Chairman of Rose, and Colin Harrington, the CEO of Rose. Colin Harrington is indirectly the controlling shareholder of OCE. Upon First Admission, OCE's interest in Ordinary Shares will remain unchanged at 25,000,000 Ordinary Shares but will represent 12.37% of the then issued share capital. Upon Second Admission, OCE will have an interest in 68,636,364 Ordinary Shares, equivalent to 24.00% of the Company's then issued share capital. In accordance with the terms of the Placing, OCE will also be issued with 24,318,182 Warrants on Second Admission.

Chris Eadie (Finance Director of Rose) has also subscribed for 909,091 Placing Shares in the Second Placing, equivalent to £10,000 at the Placing Price. In accordance with the terms of the Placing, Chris Eadie will also be issued with 454,545 Warrants on Second Admission.

OCE's and Chris Eadie's aggregated participation in the Placing is a related party transaction pursuant to rule 13 of the AIM Rules for Companies. Accordingly, the directors of Rose (excluding Rick Grant, Colin Harrington and Chris Eadie) consider, having consulted with the Company's nominated adviser, that the terms of the transaction are fair and reasonable insofar as the Company's shareholders are concerned.

6. Warrants

In addition to the Placing Shares, the Company is proposing to issue to subscribers in the Placing 56,818,182 warrants to subscribe for a total of 56,818,182 new Ordinary Shares, representing one Warrant for every two Placing Shares. The Warrants will be exercisable at a price of 2p per Ordinary Share, an 82% premium to the Placing Price, for a period of two years from issue.

The Company is also proposing to issue TPI with 3,272,727 warrants to subscribe for 3,272,727 new Ordinary Shares as part of TPI's fees for undertaking the Placing. The Broker Warrants will be exercisable at a price of 1.32p per Ordinary share, a 20% premium to the Placing price, for a period of three years from issue.

The issue of the Warrants and Broker Warrants are conditional on the passing of the resolutions to be put to shareholders of the Company at the GM to provide authority to the Directors to issue and allot further new ordinary shares on a non-pre-emptive basis. The Warrants and the Broker Warrants will not be admitted to trading on AIM or any other stock exchange.

7. The Placing Agreement

Under the terms of a Placing Agreement between the Company and TPI, TPI will receive commission from the Company conditional on First Admission and Second Admission and the Company will give customary warranties and undertakings to TPI in relation, *inter alia*, to its business and the performance of its duties. In addition, the Company has agreed to indemnify TPI in relation to certain liabilities that they may incur in undertaking the Placing. TPI has the right to terminate the Placing Agreement in certain circumstances prior to First Admission and Second Admission, in particular, in the event that there has been, *inter alia*, a material breach of any of the warranties. The Placing is not being underwritten.

8. General Meeting

The Company is convening the General Meeting to seek authority from Shareholders to issue and allot the Second Placing Shares and the Fee shares, to enable the Warrants and the Broker Warrants to be issued and to provide additional headroom should the Company need to issue further Ordinary Shares in the future.

Set out at the end of this document is the notice convening the GM to be held at 12 noon on 21 November 2019 at Allenby Capital Limited, 5 St. Helen's Place, London EC3A 6AB 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 £286,808.30, being an amount equivalent to the nominal value of the aggregate of the Second Placing Shares, the Fee Shares and Ordinary Shares that could be issued as a result of the exercise of the Warrants and the Broker Warrants, plus a further number of Ordinary Shares equivalent to approximately one half of the Enlarged Share Capital.

Resolution 2

Conditional on the passing of Resolution 1 above, 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) a nominal value of £143,870.27 for the issue and allotment of the Second Placing Shares, the Fee Shares and Ordinary Shares that could be issued as a result of the exercise of the Warrants and the Broker Warrants;
- (b) a nominal value of £57,175.22 for the issue and allotment of new Ordinary Shares on a non-pre-emptive basis equivalent to approximately 20 per cent. of the Enlarged Share Capital; and
- (c) 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.

9. Action to be taken

Shareholders will not receive a Form of Proxy for the General Meeting, instead you will find instructions in the section entitled "Notes" in the Notice of Meeting to enable you to vote electronically and how to register to do so. To register, you will need your investor code, which can be found on your share certificate. Submission of a proxy vote will not preclude you from attending and voting in person at the General Meeting or any adjournment thereof. Shareholders may request a paper form of proxy from our Registrar, Link Asset Services if they do not have access to the internet. Proxy votes should be submitted as early as possible and in any event by no later than 12 noon on 19 November 2019 (or, in the case of an adjournment, no later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting).

Shareholders are reminded that, if their Ordinary Shares are held in the name of a nominee, only that nominee or its duly appointed proxy can be counted in the quorum at the General Meeting.

If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice from your broker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser, immediately.

10. Recommendation

The Directors consider that the Acquisition, the Placing and the Resolutions 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 GM, as they intend to do in respect of their aggregate interests of 28,516,004 Ordinary Shares (representing approximately 16.68 per cent. of the Ordinary Shares).

Yours faithfully

Rick Grant
Chairman

NOTICE OF GENERAL MEETING



Rose Petroleum plc

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

Unless the context otherwise requires, terms not defined in this notice shall have the meaning given in the Company's circular to shareholders dated 5 November 2019.

Notice is hereby given that the General Meeting of Rose Petroleum plc (the "Company") will be held at Allenby Capital Limited, 5 St. Helen's Place, London EC3A 6AB on 21 November 2019 at 12 noon at which the following matters will be dealt with:

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

1. THAT the directors of the Company ("Directors") be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Act, to issue and allot new 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 £286,808.30, provided that this authority shall expire on the date falling 15 months from the date of passing of this resolution, or, if earlier, at the conclusion 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 is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act.
2. THAT, subject to and conditional upon the passing of resolution 1 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 resolution 1 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 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; and
 - b. the allotment otherwise than pursuant to subparagraph (a) above of equity securities not exceeding in aggregate the nominal amount of £201,045.49,

and provided that this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, the date falling 15 months from the date of passing 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 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 Act.

By Order of the Board

Ian McNeill
Company Secretary

Rose Petroleum plc
20-22 Wenlock Road
London
N1 7GU

5 November 2019

Notes:

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 19 November 2019. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 20 minutes prior to the commencement of the Meeting at 12 noon (UK time) on 21 November 2019 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
4. 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).
5. 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 Meeting.
6. You can vote either:
 - by logging on to www.signalshares.com and following the instructions;
 - You may request a hard copy form of proxy directly from the registrars, Link Asset Services on Tel: 0371 664 0300. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In each case the appointment of a proxy must be received by Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4TU by 12 noon on 19 November 2019.

7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
8. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 11 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.

9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
10. In order for a proxy appointment or instruction 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 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 (ID RA10) by 12 noon on 19 November 2019. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.
12. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.

As at 4 November 2019 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 170,913,940 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 4 November 2019 are 170,913,940.
13. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
14. Any shareholder attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
15. The following documents are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the time of the Meeting and may also be inspected at the Meeting venue, as specified in this Notice, on the day of the Meeting 30 minutes before the Meeting until the conclusion of the Meeting:
 - copies of the Directors' letters of appointment or service contracts.
16. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at <https://rosepetroleum.com>