

GULFSANDS PETROLEUM PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Gulfsands Petroleum plc (the "Company") will be held at the offices of Shakespeare Martineau LLP, One America Square, Crosswall, London EC3N 2SG on 5 May 2016 at 11.00am to consider, and if thought fit, to pass the following resolutions, of which resolutions 1 to 9 will be proposed as ordinary resolutions and resolution 10 will be proposed as a special resolution:

Ordinary Business

1. To receive and adopt the report of the Directors and the financial statements for the year ended 31 December 2015 and the report of the Auditor thereon.
2. To re-elect, as a Director of the Company, Mr Alastair John Beardsall, who retires and offers himself for re-election.
3. To re-elect, as a Director of the Company, Mr John Bell, who retires and offers himself for re-election.
4. To re-elect, as a Director of the Company, Mr Joseph Darby, who retires and offers himself for re-election.
5. To re-elect, as a Director of the Company, Mr James Lawrence Ede-Golightly, who retires and offers himself for re-election.
6. To re-elect, as a Director of the Company, Mr Andrew James Morris, who retires and offers himself for re-election.
7. To re-elect, as a Director of the Company, Mr Andrew West, who retires and offers himself for re-election.
8. THAT BDO LLP be re-appointed as Auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that their remuneration be determined by the Directors.

Special Business

9. THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 as amended (the "Act"), in substitution for all previous authorities granted to them, to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £3,151,489.40 and such authority shall, unless previously revoked or varied by the Company in general meeting, expire on the conclusion of the Annual General Meeting of the Company to be held in 2017 provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted after such expiry and the Directors may allot relevant shares or grant Rights to any such offer or agreement as if the authority conferred hereby had not expired.
10. THAT the Directors be and they are hereby empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by Resolution 9 above as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - (a) the allotment of equity securities in connection with an issue in favour of shareholders where the equity securities respectively attributable to the interests of all such shareholders are proportionate (or as nearly as may be practicable) to the respective number of Ordinary Shares in the capital of the Company held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange, in any territory; and
 - (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of further equity securities up to an aggregate nominal amount of £472,723.41,

provided that this power shall, unless previously revoked or varied by special resolution of the Company in general meeting, expire at the conclusion of the Annual General Meeting of the Company to be held in 2017. The Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors are hereby empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

BY ORDER OF THE BOARD

B Harber
Company Secretary
11 April 2016

One America Square
Crosswall
London EC3N 2SG

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company's registrars, **Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU** by hand, or sent by post, so as to be received not less than 48 hours before the time fixed for the holding of the meeting (excluding any non-business days) or any adjournment thereof (as the case may be).
2. Any member entitled to attend and vote at the meeting may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not also be a member.
3. The completion and return of a form of proxy will not preclude a member from attending in person at the meeting and voting should he wish to do so.
4. The Company has specified that only those members entered on the register of members at 6pm on 3 May 2016 shall be entitled to attend and vote at the meeting in respect of the number of Ordinary Shares of 1p each in the capital of the Company held in their name at that time. Changes to the register after 6pm on 3 May 2016 shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. **Resolutions 2 to 6** – All Directors have offered themselves for re-election at the AGM.
6. **Resolution 7** – The Corporate Governance Code recommends that any director who has served more than nine years should offer themselves for re-election on an annual basis.
7. **Resolutions 2-7** – The biographies for the Directors offering themselves for re-election can be found in the Company's 2015 Report and Accounts. The Directors consider the candidates offering themselves for re-election have the necessary skills and experience to serve as directors of a listed oil and gas exploration and production Company.
8. **Resolution 9** – As required by the Act, this resolution, to be proposed as an Ordinary Resolution, relates to the grant to the Directors of authority to allot unissued Ordinary Shares until the conclusion of the Annual General Meeting to be held in 2017, unless the authority is renewed or revoked prior to such time. If approved, this authority is limited to a maximum of 315,148,940 Ordinary Shares, which is equivalent to approximately two thirds of the issued share capital of the Company as at the date of this Notice.
9. **Resolution 10** – The Act requires that, subject to certain limited exceptions, if the Directors decide to allot unissued Ordinary Shares in the Company, such shares must first be first offered to existing shareholders in proportion to their existing holdings. This is known as shareholders' pre-emption rights. However, to act in the best interests of the Company the Directors may require flexibility to allot shares for cash without regard to the shareholders' pre-emption rights set out in the provisions of Section 561(1) of the Act. Therefore section (b) of the resolution seeks authority to enable the Directors to allot equity securities up to a maximum of 47,272,341 Ordinary Shares, being equal to approximately 10% of the Company's issued share capital, as at the date of this Notice. This authority expires at the conclusion of the Annual General Meeting to be held in 2017.