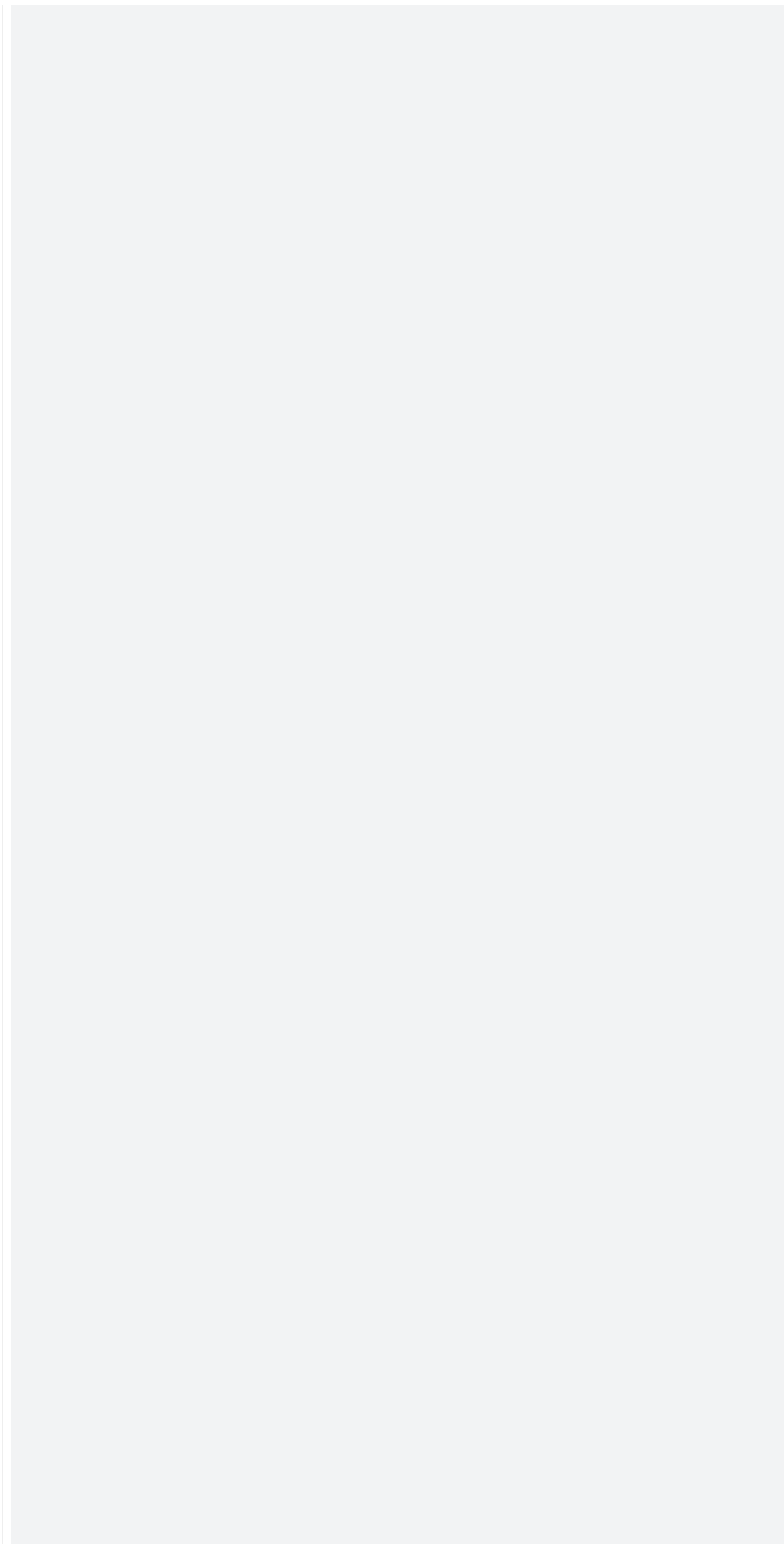


ENGAGE / PARTICIPATE



NOTICE OF ANNUAL GENERAL MEETING
20 JUNE 2011



This document is important and requires your immediate attention

Please read it straight away. If you are in any doubt as to any aspect of the proposals referred to in this document as to what action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in Heritage Oil Plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

17 May 2011

Dear Shareholder I am writing to you with details of the Annual General Meeting (“AGM”) of Heritage Oil Plc (“Heritage” or the “Company”) to be held on Monday, 20 June 2011 at 3.00 p.m. at the offices of Maurant Ozannes, 22 Grenville Street, St Helier, JE4 8PX, Jersey, Channel Islands.

The notice of meeting and the resolutions to be proposed at that meeting are set out on pages 4 to 9 of this document. If you cannot attend the AGM and would like to vote on the resolutions to be proposed at the meeting, you may appoint a proxy by completing and returning the enclosed proxy form.

RESOLUTIONS

Resolutions 1 to 9 will be proposed as ordinary resolutions that will be passed if more than 50% of the votes cast are in favour of each resolution and Resolution 10 will be proposed as a special resolution that will be passed if not less than two-thirds of the votes cast are in favour of such resolution. The results of voting will be announced and details of the votes will be published on our website, www.heritageoilplc.com, as soon as possible after the meeting.

Resolutions 1 to 6 and Resolution 9 deal with the receipt of the Directors’ Report and the financial statements of the Company for the year ended 31 December 2010, the approval of the Directors’ Remuneration Report, the re-election of General Sir Michael Wilkes and Salim Macki as Directors, the re-appointment of KPMG Audit Plc as auditors, the authorisation of the Directors to determine the remuneration of the auditors and the renewal of the authority conferred on the Directors by Article 10.4 of the Company’s Articles of Association for the period commencing 20 June 2011 and ending on the conclusion of the next AGM or if earlier, 20 September 2012, unless previously renewed, varied or revoked by the Company in general meeting.

The purpose of Resolution 7 is to approve the waiver granted by the Panel of the obligation, which might otherwise arise, pursuant to Rule 9 of the Code, for Anthony Buckingham (or any person acting in concert with him) to make a general offer to the other Shareholders

for all of their Ordinary Shares as a result of exercise of options and LTIP awards granted prior to the date of this notice and/or market purchases of Ordinary Shares by the Company, that could potentially increase Mr. Buckingham’s shareholding from approximately 29.4% to 35.6% of the issued share capital. Mr. Buckingham will not be voting his shareholding in relation to Resolution 7 and the vote will be held by means of a poll vote.

The purpose of Resolution 8, which is proposed as an ordinary resolution, is to approve the terms of the Heritage 2011 Long Term Incentive Plan (the “2011 LTIP” or the “Plan”). A summary of the rules of the 2011 LTIP is set out in Appendix 1, on page 8 of this document. The first awards under the 2008 Long Term Incentive Plan (the “2008 LTIP”), which was approved by shareholders at the Company’s AGM in June 2008, are due to expire in June 2011. As part of its extensive review of executive remuneration during 2010, the remuneration committee considered the implications of the LTIP awards expiring and has decided to propose a replacement LTIP, the 2011 LTIP, in order to maintain a focus on long-term performance and avoid a gap in remuneration arrangements for executives.

Unlike the 2008 LTIP, which was a one-off arrangement introduced following the Company’s listing on the London Stock Exchange in March 2008, the 2011 LTIP will provide Executive Directors and other key employees with annual, rolling awards in line with current UK best market practice, which the remuneration committee considers is now appropriate given the Company’s current stage of development.

The main features of the proposed plan are set out in Appendix 1 on page 8 of this document and are summarised below:

- annual awards to Executive Directors under the 2011 LTIP will typically have a face value of 275% of base package (with a maximum of 300% of base package), which is lower than the equivalent maximum face value under the 2008 LTIP;
- the performance condition will continue to be relative total shareholder return, measured against peer companies from the oil and gas sector over three years. The remuneration committee has reviewed the peer group used for the 2008 LTIP and has concluded that (subject to replacing those peers that have been acquired or liquidated) it remains appropriate and should therefore continue to be used for the purposes of the 2011 LTIP; and
- in line with the 2008 LTIP, there will be an additional holding period of one year following the vesting of the awards.

The remuneration committee considers that the 2011 LTIP strikes an appropriate balance between following UK best market practice, in accordance with the remuneration committee’s commitment, and maintaining a focus on delivering the Company’s strategy.

The proposed 2011 LTIP will provide a clear focus for the business and the management team to achieve stretching levels of performance and deliver exceptional levels of value to our Shareholders. Copies of the rules of the 2011 LTIP will be available for inspection at the Company’s office at Fourth Floor, Windward House, La Route de la Liberation, St Helier, JE2 3BQ, Jersey,

Channel Islands and at the offices of the Company's U.K. solicitors, McCarthy Tétrault, at 125 Old Broad Street EC2N 1AR during usual office hours (Saturdays, Sundays and Bank Holidays excepted) from the date of despatch of this letter up to and including the date of the AGM and at the place of the meeting itself from at least 9.15 a.m. until conclusion of the meeting. A summary of the rules of the 2011 LTIP is set out in Appendix 1 on page 8 of this document.

The purpose of Resolution 9 is firstly, to put in place a new general authority for the Directors of the Company to allot relevant securities (as defined in the Company's Articles of Association), up to an aggregate amount of 96,000,000 Ordinary Shares, being approximately one third of the Company's issued ordinary share capital as at 16 May 2011 and secondly, to put in place a new authority for the Directors to allot shares in the Company wholly for cash other than pro rata to existing shareholders up to an aggregate amount of 28,900,000 Ordinary Shares, representing approximately 10% of the Company's voting share capital (comprising Ordinary Shares and exchangeable shares of Heritage Oil Corporation) as at 16 May 2011. The Directors currently have no intention of allotting shares under this authority.

The purpose of Resolution 10 is to authorise the Company to buy back Ordinary Shares in the market and to hold such Ordinary Shares in treasury. The Company may use this authority in connection with any potential return of proceeds to its shareholders and may cancel such Ordinary Shares or hold them in treasury. The maximum number of Ordinary Shares for which the Company is seeking authority to purchase is 28,900,000 (representing approximately 10% of the

Company's voting share capital as at 16 May 2011). The minimum price, exclusive of any expenses, per Ordinary Share for which the Company is seeking authority to purchase is £0.01. The maximum price, exclusive of any expenses, per Ordinary Share for which the Company is seeking authority to purchase is the higher of: (i) an amount equal to 5% above the average of the middle market quotations for Ordinary Shares taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such shares are contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Daily Official List at the time the purchase is carried out.

The Directors consider that it is in the best interests of the Company and its Shareholders generally that the Company should have the flexibility conferred by the above authorities to make small issues of shares for cash as suitable opportunities arise. Further on the 26 April 2011, the Company announced its intention to commence a buy back programme to spend up to \$100 million to acquire its Ordinary Shares. The programme has commenced and as at the close of business on 16 May 2011 the Company had repurchased 1,853,055 Ordinary Shares. To continue with this programme your consent to continued repurchases is sought under Resolution 10. Your Board considers that the current share price is trading at a significant discount to the intrinsic, underlying value of the Company and does not attribute appropriate value to the Miran assets in Kurdistan and as such it is appropriate for the Company to be in a position to continue with the announced buy back programme. We propose to buy back shares at low pricing levels if it continues to be

in the best economic interests of the Company to do so. At this time your Board believes that the buy back of shares is a worthwhile investment and in the best interests of the Company and its shareholders. The Directors consider that it is in the best interests of the Company and its Shareholders generally to allow the Company to make market purchases of Ordinary Shares and to allow the Company to hold such Ordinary Shares in treasury.

If granted, the authorities described above in Resolutions 9 and 10 will expire on the conclusion of the next AGM or in relation to the authority in Resolution 9, if earlier, 20 September 2012.

RECOMMENDATION

The Directors of the Company consider that all the proposals to be considered at the AGM are in the best interests of the Company and are most likely to promote the success of the Company for the benefit of its members as a whole. The Directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings. My fellow Directors and I look forward to seeing as many of you as possible at the AGM and we thank you for your continued support.

Yours sincerely,

Michael J. Hibberd
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (“AGM”) of Heritage Oil Plc (the “Company”) will be held at the offices of Mourant Ozannes, 22 Grenville Street, St Helier, JE4 8PX, Jersey, Channel Islands on Monday, 20 June 2011 at 3.00 p.m.

You will be asked to consider and vote on the Resolutions 1 to 9 below, which will be proposed as ordinary resolutions and Resolution 10, which will be proposed as a special resolution.

RESOLUTIONS

RESOLUTION 1

To receive the Directors’ Report and the financial statements of the Company for the year ended 31 December 2010, together with the report of the Auditors.

RESOLUTION 2

To approve the Directors’ Remuneration Report contained in the financial statements and reports of the Company for the year ended 31 December 2010.

RESOLUTION 3

To re-elect General Sir Michael Wilkes as a Director of the Company for a term from the conclusion of this AGM to the conclusion of the next AGM.

RESOLUTION 4

To re-elect Salim Macki as a Director of the Company for a term from the conclusion of this AGM to the conclusion of the next AGM.

RESOLUTION 5

To re-appoint KPMG Audit Plc as auditors of the Company to hold office from the conclusion of this AGM to the conclusion of the next AGM.

RESOLUTION 6

To authorise the Directors to determine the remuneration of the auditors.

RESOLUTION 7

To resolve that the waiver granted by the Panel of the obligation which might otherwise arise, pursuant to Rule 9 of the Code, for Anthony Buckingham (or any person with whom Mr. Buckingham is, or is deemed to be, acting in concert) to make a general offer to the other Shareholders for all of their Ordinary Shares as a result of exercise of options and LTIP awards granted prior to the date of this notice and/or market purchases of Ordinary Shares by the Company pursuant to the authority granted under Resolution 10 below, that could potentially increase Mr. Buckingham’s shareholding from approximately 29.4% of the issued share capital to a maximum of 35.6% of the issued share capital, be and is hereby approved.

RESOLUTION 8

That the Heritage 2011 Long Term Incentive Plan (the “2011 LTIP” or the “Plan”) to be constituted by the rules produced in draft to this meeting and for the purpose of identification initialled by the Chairman thereof is hereby approved and adopted and the Directors are hereby authorised to do all acts and things necessary to carry the 2011 LTIP into effect.

RESOLUTION 9

That the authority conferred on the Directors by Article 10.4 of the Articles of Association of the Company shall be renewed and for this purpose the Authorised Allotment Number shall be 96,000,000 Ordinary Shares of no par value, the Non Pre-emptive Number shall be 28,900,000 Ordinary Shares of no par value and the Allotment Period shall be the period commencing on 20 June 2011 and ending on the conclusion of the next AGM or, if earlier, 20 September 2012, unless previously renewed, varied or revoked by the Company in general meeting, and the Directors may, during such Allotment Period, make offers or arrangements which would or might require securities to be allotted or sold after the expiry of such Allotment Period.

RESOLUTION 10

That the Company be and is hereby generally and unconditionally authorised:

(a) pursuant to Article 57 of the Companies (Jersey) Law 1991, to make market purchases of Ordinary Shares of no par value in the capital of the Company (“Ordinary Shares”), provided that:

- (i) the maximum number of Ordinary Shares authorised to be purchased is 28,900,000 (representing approximately 10% of the Company’s voting share capital as at 16 May 2011);
- (ii) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is £0.01;
- (iii) the maximum price, exclusive of any expenses, which may be paid for an Ordinary Share shall be the higher of:
(A) an amount equal to 5% above the average of the middle market quotations for Ordinary Shares taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such shares are contracted to be purchased; and
(B) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Daily Official List at the time that the purchase is carried out; and
- (iv) the authority hereby conferred shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2012 (except that the Company may make a contract to purchase Ordinary Shares under this authority before the expiry of this authority, which will or may be executed wholly or partly after the expiry of this authority, and may make purchases of Ordinary Shares in pursuance of any such contract as if such authority had not expired); and

(b) pursuant to Article 58A of the Companies (Jersey) Law 1991, to hold as treasury shares any Ordinary Shares purchased pursuant to the authority conferred by this resolution.

By order of the Board

Michael J. Hibberd

Chairman
17 May 2011

Heritage Oil Plc
Registered office of the Company: Ordnance House, 31 Pier Road,
St Helier, JE4 8PW, Jersey, Channel Islands.

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

ENTITLEMENT TO ATTEND AND VOTE

1. The Company, pursuant to Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999 and the Articles of Association of the Company, specifies that only those persons entered on the register of members of the Company as at 6.00 p.m. on 18 June 2011 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 6.00 p.m. on 18 June 2011 shall be disregarded in determining the rights of any person to attend or vote at the AGM. If the meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If, however, the meeting is adjourned for a longer period then, to be so entitled, members must be entered on the Company's register of members at the time which is 48 hours before the time fixed for the adjourned meeting, or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.
2. If you are a member of the Company at the time set out in note 1 above, you are, in addition to being entitled to attend and vote at the AGM, entitled to put questions to the Company relating to the business being dealt with at the AGM. The Company must cause to be answered any such question so put except in certain limited circumstances.
3. The following documents will be available for inspection during business hours at the London office of the Company's U.K. solicitors, McCarthy Tétrault, at 125 Old Broad Street, London EC2N 1AR and at the Company's office at Fourth Floor, Windward House, La Route de la Liberation, St Helier, JE2 3BQ, Jersey, Channel Islands and will be available for inspection at the place of the AGM from 9.15 a.m. on the day of the meeting until its conclusion:
 - Directors' Report and the financial statements of the Company for the year ended 31 December 2010, together with the report of the Auditors;
 - copies of the service contracts of the Executive Directors of the Company;
 - copies of the letters of appointment of the Non-Executive Directors of the Company; and
 - copies of the rules of the Heritage 2011 Long Term Incentive Plan.

This Notice of Meeting will also be accessible on the Company's website (www.heritageoilplc.com), together with the Directors' Report and the financial statements and reports of the Company for the year ended 31 December 2010. The Company's website will also provide the following information in connection with the AGM:

- the total number of Ordinary Shares in the Company (and exchangeable shares in Heritage Oil Corporation) in respect of which members are entitled to exercise voting rights at the AGM;

- the total number of voting rights that members are entitled to exercise at the AGM in respect of the Ordinary Shares (and the exchangeable shares in Heritage Oil Corporation); and
- members' statements and members' matters of business received by the Company after the first date on which notice of this AGM is given.

APPOINTMENT OF PROXIES

4. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at the meeting instead of you and you should have received a proxy form with this Notice of Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
5. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Persons nominated by a member of the Company to enjoy information rights that have been sent this Notice of Meeting are hereby informed that they may have the right under an agreement with the registered shareholder by whom they were nominated or appointed, to have someone else appointed, as a proxy for the AGM. If they do not have such a right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the registered shareholder as to the exercise of voting rights. Nominated persons should contact the registered shareholder who nominated them in respect of these arrangements.
6. A proxy does not need to be a member of the Company but must attend the AGM to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.
7. You may appoint more than one proxy. Further details are set out in the notes to the proxy form.
8. 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 in your proxy form you either select the "Vote withheld" option or 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.

APPOINTMENT OF PROXY USING HARD COPY PROXY FORM

9. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
10. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent or delivered to Computershare Investor Services Plc at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom; and

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING CONTINUED

- received by Computershare Investor Services Plc, who will process the proxy on behalf of Computershare Investor Services (Jersey) Limited no later than 48 hours (or in the case of the proxy form for the Special Voting Share 24 hours) before the time appointed for the meeting.

In the case of a member which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

ELECTRONIC APPOINTMENT OF PROXIES

- As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by info@computershare.co.je. For an electronic proxy appointment to be valid, your appointment must be received by Computershare Investor Services (Jersey) Limited no later than 48 hours (or in the case of the proxy form for the Special Voting Share 24 hours) before the time appointed for the AGM.

APPOINTMENT OF PROXY ELECTRONICALLY THROUGH CREST

- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM or any adjournment(s) thereof by using the procedures 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. In order for a proxy appointment or instruction made using the CREST service 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, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointment proxy must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID number 3RA50) by no later than 48 hours before the time appointed for the AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

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 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 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.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

APPOINTMENT OF PROXY BY JOINT MEMBERS

- 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

- 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 applies 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 Computershare Investor Services Plc at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom.

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

- In order to revoke a proxy instruction you will need to inform the Company by using one of the following methods:

- By sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services Plc at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom. 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.

- By sending an email request to info@computershare.co.je no later than one hour before the commencement of the AGM.

In either case, the revocation notice must be received by Computershare Investor Services (Jersey) Limited no later than one hour before the commencement of the AGM.

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

CORPORATE REPRESENTATIVES

16. In the case of a member which is a company, voting may be facilitated by corporate representatives at the meeting, so that:
- each person duly authorised to act as a corporate representative who is the holder of Ordinary Shares shall be entitled to exercise on behalf of such holder the same powers (in respect of the number of Ordinary Shares held by the relevant holder for which the relevant person is appointed its representative) as such holder of Ordinary Shares could exercise if it were a natural person;
 - each person duly authorised to act as a corporate representative who is the holder of the Special Voting Share shall be entitled to exercise on behalf of such holder the same powers (in respect of the number of votes attaching to the Special Voting Share for which the relevant person is appointed its representative) as the holder of the Special Voting Share could exercise if it were a natural person;
 - if a corporate member appoints more than one representative (but subject to the voting instructions (if any) given by the member), no representative need cast all the votes used by him in respect of any resolution in the same way as any other representative or any proxy appointed by the member;
 - where a person is authorised to represent a corporate member at the meeting, the Directors or the Chairman of the meeting may require him to produce a certified copy of the resolution from which he derives his authority;
 - any corporation which is a member of the Company may appoint more than one person to act as its representative. If a corporation which is a member of the Company appoints more than one person to act as its representative, each resolution (and each instrument of appointment) shall (in relation to a member who is a holder of Ordinary Shares) specify the number of Ordinary Shares held by such member for which the relevant person is appointed its representative or (in relation to a member who is the holder of the Special Voting Share) specify the number of votes attaching to the Special Voting Share for which the relevant person is appointed its representative; and
 - for the avoidance of doubt, any corporate member may by resolution of its directors or other governing body appoint, in addition to the corporate representatives (if any) appointed by it, any number of persons to act as its proxy at the meeting in respect of (in relation to a corporate member which is a holder of Ordinary Shares) any Ordinary Shares held by such holder in respect of which no corporate representative

is appointed or (in relation to a corporate member which is the holder of the Special Voting Share) any votes attaching to the Special Voting Share in respect of which no corporate representative is appointed.

ISSUED SHARES AND TOTAL VOTING RIGHTS

17. As at 16 May 2011, the Company's issued share capital comprised 286,427,875 Ordinary Shares of no par value excluding treasury shares. On a show of hands each member who holds Ordinary Shares and is present in person or by proxy shall have one vote. On a poll, each member who holds Ordinary Shares and is present in person or by proxy shall have one vote for every Ordinary Share of which he, she or it is the holder.

As at 16 May 2011 the Company's issued share capital comprised one Special Voting Share of no par value which represents a vote on behalf of the exchangeable shares of no par value of Heritage Oil Corporation of which there were 2,953,508 as at 16 May 2011. On a show of hands, the holder of the Special Voting Share present in person or by proxy shall have one vote. On a poll, the holder of the Special Voting Share present in person or by proxy shall have the number of votes equal to the number of exchangeable shares with voting rights in issue in the capital of Heritage Oil Corporation at 6.00 p.m. (Jersey time) on 18 June 2011 (excluding any exchangeable shares held by the Company or its affiliates).

AUDIT CONCERNS

18. Members should note that upon requests made by members of the Company, the Company may publish on its website a statement setting out any matter relating to:
- the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; or
 - any circumstance connected with the auditors of the Company ceasing to hold office since the previous meeting at which annual reports and accounts were laid.

The Company may not require the members requesting any such website publication to pay its expenses in connection with such publication. Where such a request has been made, the Company will forward the proposed statement to the Company's auditors no later than the time the statement is published on the Company's website. Such a statement may also be dealt with as part of the business of the AGM.

COMMUNICATION

19. Except as provided above, members who have general queries about the meeting should contact Computershare Investor Services Plc at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom or by telephone on +44 870 707 4040. No other methods of communication will be accepted. In particular, you may not use any electronic address provided either in this Notice of Meeting or in any related documents (including the Chairman's Letter and the proxy form) to communicate with the Company (and/or Heritage Oil Corporation) for any purposes other than those expressly stated.

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING CONTINUED

ENTRY TO GENERAL MEETING

20. Members should note that the doors to the AGM will open at 2.30 p.m. on the date appointed for the AGM.

APPENDIX 1 TO NOTICE OF MEETING

RESOLUTION 8

Summary of the 2011 LTIP

Overview

The 2011 LTIP will be administered by the remuneration committee and all employees (including Executive Directors) of the Company and its subsidiaries will be eligible for the grant of an award, with participation at the discretion of the remuneration committee.

Grant of awards

The remuneration committee may grant awards over Ordinary Shares in the Company ("Awards"). Awards may be granted as conditional awards to receive shares, or as nil (or nominal) cost options, normally exercisable between the vesting date and seven years following grant. These may be satisfied by either the issue of new shares, the purchase of shares in the market, or the transfer of treasury shares. They may also be cash-based awards of an equivalent value.

Plan limits

The maximum amount of an annual award for a participant will be limited to 300% of their base package in each year. The typical award level to Executive Directors is expected to be 275% of their base package per annum.

The number of shares that can be issued under the 2011 LTIP, when aggregated with the number of shares so allocated and issued in the previous 10 years under the 2011 LTIP and any other employee share plan operated by the Company, must not exceed 10% of the ordinary share capital of the Company in issue from time to time.

Treasury shares will count as new issue shares for these purposes as long as it is considered market practice to do so.

Performance conditions

Awards will be subject to performance conditions, which will be set at the discretion of the remuneration committee and performance will be measured over three years, with awards typically vesting only to the extent that performance measures have been satisfied.

The initial performance condition is expected to be total shareholder return ("TSR") performance relative to that of a group of peers with twenty five per cent. (25%) of the award vesting for achievement of total shareholder return equal to the median of that group with one hundred per cent. (100%) vesting for achievement of TSR equal to the upper quartile of the group with straight line vesting between these two points. No vesting will occur if the Company's TSR performance is below the median of the comparator group.

TSR vs comparator group	Proportion vesting
Upper Quartile	100%
Median	25%
Below median	0%

In addition, the remuneration committee has the discretion to grant awards to any participant that is not an Executive Director that are not subject to any performance conditions, although it is the committee's intention that similar performance conditions will be applied to all participants.

Leaving employment and corporate events

An award will normally lapse if a participant ceases employment with the Company. However if employment ceases due to death, disability, retirement, redundancy, sale of his employing company or business or any other reason at the discretion of the remuneration committee then awards may vest. The proportion of an award which will vest in these circumstances will depend on the extent to which, in the remuneration committee's opinion, the performance condition has been satisfied up to the date of leaving and the amount of time which has elapsed from date of grant to date of leaving.

In the event of a takeover, scheme of arrangement or winding up of the Company, awards will vest to the extent that the relevant performance condition has, in the opinion of the remuneration committee, been satisfied at that time.

Miscellaneous terms

The 2011 LTIP is not designed to be capable of approval by HM Revenue & Customs, and will expire after seven years.

Although the remuneration committee may amend the 2011 LTIP, it must seek the prior approval of shareholders for any amendment to the advantage of participants in respect of eligibility, limits on participation and overall dilution limits, the basis for determining entitlement to shares provided under the 2011 LTIP and the adjustment of awards.

Copies of the rules of the 2011 LTIP will be available for inspection at the Company's office at Fourth Floor, Windward House, La Route de la Liberation, St Helier, JE2 3BQ, Jersey, Channel Islands and at the offices of the Company's solicitors, McCarthy Tétrault, at 125 Old Broad Street EC2N 1AR during usual office hours (Saturdays, Sundays and Bank Holidays excepted) from the date of despatch of this letter up to and including the date of the AGM and at the place of the meeting itself from at least 9.15 a.m. until conclusion of the meeting.

APPENDIX 2 TO NOTICE OF MEETING

01. Michael J. Hibberd

Chairman and Non-Executive Director

Mr. Hibberd has extensive international energy project planning and capital markets experience. Mr. Hibberd has been president and chief executive officer of MJH Services Inc., a corporate finance advisory company, since 1995, prior to which he spent 12 years with ScotiaMcLeod in corporate finance and held the position of director and senior vice-president, corporate finance. He is chairman of Canacol Energy Ltd. and Greenfields Petroleum Corporation and is co-chairman of Sunshine Oilsands Ltd. He also currently serves on the boards of directors of Montana Exploration Corp. and Pan Orient Energy. Mr. Hibberd joined Heritage in March 2006.

02. Anthony Buckingham

Chief Executive Officer

Mr. Buckingham is the founder of Heritage. Mr. Buckingham commenced his involvement in the oil industry as a North Sea diver and subsequently became a concession negotiator acting for several companies including Ranger and Premier Oil plc. He was previously a security adviser to various governments.

03. Paul Atherton

Chief Financial Officer

Mr. Atherton is a qualified accountant, having qualified with Deloitte & Touche, and holds a degree in geology from Imperial College London. He has a corporate finance background with specific experience in the international mining and resource sectors. He joined Heritage in 2000 and subsequently joined the Board of Directors in 2005.

04. Gregory Turnbull Q.C.

Non-Executive Director

Mr. Turnbull is the Regional Managing Partner of the Calgary office of the law firm of McCarthy Tétrault LLP. Mr. Turnbull has extensive knowledge of corporate governance issues and has acted for many boards of directors and special committees in that regard. Mr. Turnbull started his career with the law firm of MacKimmie Matthews in 1979. From 1987 to 2001, he was a partner with Gowlings LLP (formerly Code Hunter LLP). In 2001 and 2002, he was a partner with the law firm of Donahue LLP. Mr. Turnbull has been a partner with the law firm of McCarthy Tétrault LLP since July 2002 and was appointed Queens's Counsel in 2010. He is a non-executive director of Crescent Point Energy Corp., Hawk Exploration Ltd., Hyperion Exploration Corp., Online Energy Inc., Porto Energy Corp., Seaview Energy Inc., Sonde Resources Corp, and Storm Resources Ltd. Mr. Turnbull is also a director of Sunshine Oilsands Ltd. a private oil and gas exploration company. He joined Heritage in 1997.

05. John G.F. McLeod

Non-Executive Director

Mr. McLeod is a Professional Engineer with 40 years of varied resources extraction experience. He is the president of McLeod Petroleum Consulting Limited, the president, chief executive officer and a director of Paris Energy Inc. and California Oil and Gas Corporation. He holds the position of chief operating officer and director of Tuscany Energy Ltd. He has held positions and has served on various boards including Constellation Oil & Gas Ltd. and CanArgo Energy Inc., as president and chief executive officer of Arakis Energy Company, as vp, operations of Pengrowth Gas Company, chief executive officer and director of Rally Energy Corp. and Canoro Resources. Currently, Mr. McLeod serves as a director of Diaz Resources Ltd., Ranger Energy Ltd. And Kallisto Energy Corp. He is a Past-President of the Association of Professional Engineers, Geologists and Geophysicists of Alberta. He joined Heritage in 1998.

06. General Sir Michael Wilkes

Non-Executive Director and Senior Independent Director

General Sir Michael Wilkes KCB, CBE, retired from the British Army in 1995 as Adjutant General and Middle East Adviser to the British Government. As Adjutant General, Sir Michael was the most senior administrative officer within the Army and a member of the Army Board. During his distinguished career, he has seen active service across the world while also commanding at every level from Platoon to Field Army including commanding 22 Special Air Service Regiment and serving as the Director of Special Forces. Sir Michael is a non-executive director of the AIM listed companies Stanley Gibbons Group and Blue Star Capital plc. In addition, he holds non-executive positions on a number of private companies including Britam Defence. He joined Heritage in 2008.

07. Salim Macki

Non-Executive Director

Mr. Macki was a Member of the State Council, Former Ambassador, Government of Sultanate of Oman and has been a director of Oman Oil (a wholly owned government company) since 1996. Mr. Macki holds a master's degree in petrochemical engineering and has spent most of his working life in the oil industry, where he is highly regarded internationally. He holds, or has previously held, many senior executive positions in various private and state-owned entities in Oman and internationally. He joined Heritage in 2008.

APPROVAL OF RULE 9 WAIVER

APPROVAL OF RULE 9 WAIVER

THIS SECTION OF THE DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the proposal set out in this section of the document you should consult an independent financial adviser authorised under the FSMA.

Letter from the Chairman

Heritage Oil Plc

Incorporated and registered in Jersey (Company number 99922)

Registered Office:

Ordinance House
31 Pier Road
St Helier
JE4 8PW
Jersey
Channel Islands

17 May 2011

To Independent Shareholders and Exchangeable Shareholders and, for information only, to the Convertible Bondholders

Dear Shareholder

Approval of the Rule 9 waiver granted by the Panel in favour of Anthony Buckingham

On the 26 April 2011, the Company announced its intention to commence a buy back programme to spend up to \$100 million to acquire its Ordinary Shares. The programme has commenced and as at the close of business on the Last Practicable Date the Company had repurchased 1,853,055 Ordinary Shares. To continue with this programme your consent to continued repurchases is sought under the Buy Back Resolution at the AGM. Your Board considers that the current share price is trading at a significant discount to the intrinsic, underlying value of the Company and does not attribute appropriate value to the Miran assets in Kurdistan and as such it is appropriate for the Company to be in a position to continue with the announced buy back programme. We propose to buy back shares at low pricing levels if it continues to be in the best economic interests of the Company to do so. At this time your Board believes that the buy back of shares is a worthwhile investment and in the best interests of the Company and its shareholders.

To maximise the potential of this buy back programme your approval is also sought for the Waiver Resolution. This will allow the Company the flexibility to maximise the buy back programme without reducing the share base to such an extent that Mr. Buckingham, who holds 85,040,340 Ordinary Shares (representing approximately 29.4% of the issued share capital) and holds interests in the Ordinary Share of 2,347,826 under the LTIP (the LTIP awards were approved at the

2008 annual general meeting) and 9,629,510 under share options (the share options were disclosed at Admission and are set out within the Prospectus) giving the aggregate of 11,977,336 (which if awarded or exercised in full and combined with his existing Ordinary Shares would represent approximately 32.2% of the issued share capital of the Company on a diluted basis), would be compelled to make a mandatory offer under the terms of the City Code. If the Company were to maximise the current buy back programme, Mr. Buckingham could potentially be interested in approximately 35.6% of the issued share capital (on the assumption that he did not participate in the buy back programme pro rata to his existing interests and he exercised all Available Share Options). The Panel has, subject to your approval, granted a waiver as a result of the buy back in relation to the requirement for Mr. Buckingham to make a mandatory offer, and as such the maximum that Mr. Buckingham would hold following any such buy back would be 35.6% in aggregate.

We are therefore asking the Independent Shareholders to approve the terms of the waiver of this requirement granted by the Panel to Mr. Buckingham. An explanation of the reasons for this request, and the background to the obligation arising from Rule 9 of the Code, are set out below. The Waiver would not apply to the acquisition of any interests in the Ordinary Shares other than as a result of the buy back or the exercise of the Available Share Options which would ordinarily fall within the scope of Rule 9 of the City Code.

Further, and as stated above, the Directors would only exercise the authority to buy back under the Buy Back Resolution if it is, in their opinion, in the best economic interests of the Company to do so. The final decision relating to any buy back would be taken by the Independent Directors and would be conducted within the pricing and size parameters agreed by the Independent Directors but in compliance with the limits set out in the Buy Back Resolution.

The Waiver, if granted, would only apply for as long as the Buy Back Resolution remains in force. Accordingly, whether or not the authority given under the Buy Back Resolution is used in the coming year, the Independent Directors will consider whether to seek a renewal of the Waiver by the Panel at the time of the AGM in 2012. Any such renewal of the Waiver would again be subject to Independent Shareholder approval at next year's AGM.

In accordance with the requirements of the Code, Mr. Buckingham will not be voting his interest in 85,040,340 Ordinary Shares in the Company, representing approximately 29.4% of issued share capital, on the Waiver Resolution. The vote in respect of the Waiver Resolution will be held by means of a poll vote.

BACKGROUND TO AND REASONS FOR THIS WAIVER

1. Background to and reasons for this waiver

- 1.1 Mr. Buckingham (the Chief Executive Officer of the Company) held 85,040,340 Ordinary Shares (representing approximately 29.4% of the issued share capital) and holds Available Share Options in respect of 11,977,336 Ordinary Shares (which if

awarded or exercised in full and combined with his existing Ordinary Shares would represent approximately 32.2% of the issued share capital of the Company on a diluted basis) at the Last Practicable Date. Should his interest in Ordinary Shares increase beyond its current level such that he consolidates control above his existing holdings of Ordinary Shares and Available Share Options, he may be required under Rule 9 of the Code to make a mandatory offer for the remainder of the share capital of the Company.

- 1.2 In seeking authority to buy back Ordinary Shares, the Company wishes to give itself flexibility in the management of its capital structure. In so doing, the Company brings itself into line with the majority of listed companies who seek a re-purchase authority on an annual basis.
- 1.3 Whilst the Company will continue to devote the bulk of its cash resources to its current work programme to create value and to seeking value enhancing opportunities, it is also clear that the economic benefit to the Company from buying back Ordinary Shares at a sufficiently low price may be value-enhancing.
- 1.4 The Company has consulted privately with a number of its shareholders on the proposed Waiver. It has gained sufficient comfort from these discussions both on the economic rationale for the buy back and on the grant of a Waiver to proceed with the proposed Waiver Resolution at the AGM.

2. The City Code

- 2.1 Ordinarily, under Rule 9 of the Code, when any person, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30% of the voting rights but does not hold shares carrying more than 50% of the voting rights of such a company, a general offer will normally be required if any further interests in shares are acquired by any such person. Such an offer would have to be made in cash at a price not less than the highest price paid by him, or by any member of the group of persons acting in concert with him, for any interest in shares in the company during the 12 months prior to the announcement of the offer.
- 2.2 Further, under Rule 37 of the Code, any increase in the percentage holding of a shareholder which results from a company purchasing its own shares will also be treated as an acquisition for the purposes of Rule 9 of the Code.
- 2.3 Further, if Mr. Buckingham does not participate pro rata to his interest in the Ordinary Shares in any future repurchases by the Company of its own Ordinary Shares pursuant to the authority to be granted under the Buy Back Resolution and the exercise of the Available Share Options and LTIP awards to him and no one else he will become interested in a greater percentage of Ordinary Shares representing between 31.0% and 35.6% of the Company's voting share capital and will therefore be subject to the provisions of Rule 9 of the Code. As a result, the Independent Directors instructed J.P. Morgan Cazenove who consulted with the Panel which agreed, subject to a poll vote of Independent Shareholders

on the Waiver Resolution, that it would waive any obligation that would otherwise arise under Rule 9 as a result of market purchases of Ordinary Shares by the Company, pursuant to the authority to be granted under the Buy Back Resolution, that would take Mr. Buckingham's interest in Ordinary Shares to a level above his current interest up to a potential maximum of approximately 35.6% of issued share capital.

3. Independent advice

- 3.1 J.P. Morgan Cazenove has provided advice to the Independent Directors, in accordance with the requirements of paragraph 4(a) of Appendix 1 to the Code, in relation to the granting of the Waiver.
- 3.2 This advice was provided by J.P. Morgan Cazenove to the Independent Directors of the Company only and in providing such advice J.P. Morgan Cazenove has taken into account the Independent Directors' commercial assessments as well as the confirmations of Mr. Buckingham's future intentions that he has provided to the Company as set out in paragraph 6 of this Letter.

4. Maximum potential holding

- 4.1 Pursuant to the Code, it is necessary to provide an illustration of Mr. Buckingham's maximum potential interest in Ordinary Shares based on certain assumptions.
- 4.2 Mr. Buckingham held 85,040,340 Ordinary Shares (representing approximately 29.4% of the issued share capital) and, as disclosed at Admission, holds Available Share Options in respect of 11,977,336 Ordinary Shares. Assuming: (i) full exercise by Mr. Buckingham of all Available Share Options; (ii) no other person exercising any options or any other rights to subscribe for Ordinary Shares (including LTIP awards); (iii) no pro-rata participation or other sales of interests in Ordinary Shares by Mr. Buckingham in connection with any share re-purchases or otherwise; and (iv) full use by the Company of the authority granted under the Buy Back Resolution, Mr. Buckingham's maximum potential interest in the Ordinary Shares if the Waiver is approved would be as set out in the following table:

Anthony Buckingham's current interest in Ordinary shares	Number of Ordinary Shares in issue as at the Last Practicable Date	Anthony Buckingham's maximum potential interest in Ordinary Shares
85,040,340	289,381,383	97,017,676 ¹
29.4%		35.6%

¹ Including full exercise of the Available Share Options and all LTIP awards.

5. Further explanation of the Waiver and the Resolution *Share Purchases under the Buy Back Resolution or any other buy back resolution*

- 5.1 The Waiver will apply, provided the Waiver Resolution is approved by the Independent Shareholders, only in respect of increases in Mr. Buckingham's percentage interest in Ordinary Shares resulting from re-purchases of Ordinary Shares under the Buy Back Resolution, any LTIP awards to Mr. Buckingham and

APPROVAL OF RULE 9 WAIVER CONTINUED

- any exercise of the Available Share Options by him. It will not apply in respect of other increases in Mr. Buckingham's percentage interest in Ordinary Shares (arising, for example, from market purchases of Ordinary Shares by or on behalf of Mr. Buckingham or from other re-purchases of Ordinary Shares by the Company that are not pursuant to the authority granted by the Buy Back Resolution). As explained above, if there are any re-purchases of Ordinary Shares by the Company pursuant to the Buy Back Resolution in which Mr. Buckingham does not participate pro rata to his interests in Ordinary Shares, Mr. Buckingham may become interested in Ordinary Shares carrying 30% or more of the Company's voting share capital but will not hold Ordinary Shares carrying more than 35.6% of such voting rights and any further increase in that interest in Ordinary Shares (other than pursuant to the proposals set out in this section of the document and as approved by the Waiver Resolution) will be subject to the provisions of Rule 9 of the Code.
- 5.2 The authority under both the Buy Back Resolution and the Waiver Resolution will (unless varied, revoked or renewed) expire at the conclusion of the next AGM in 2012 of the Company.
- 5.3 The Directors envisage that Shareholder approval for a further re-purchase authority may be sought at the AGM of the Company in 2012. At that time, the Independent Directors will consider whether to seek a further waiver by the Panel of any obligation of Mr. Buckingham under Rule 9 of the Code to make a general offer to the Shareholders of the Company to purchase their Ordinary Shares as a result of an increase in his percentage interest in Ordinary Shares arising from the purchase by the Company of its own Ordinary Shares pursuant to such further authority. Any further waiver granted by the Panel would again be conditional upon Independent Shareholder approval at that time.
- 5.4 If the Independent Shareholders do not approve the Waiver Resolution but the Buy Back Resolution is passed, the Board will not make full use of the authority to be granted under the Buy Back Resolution unless arrangements can be put in place to ensure that Mr. Buckingham's percentage interest in the Ordinary Shares will not increase to 30% as a result of any future purchases by the Company of its own Ordinary Shares or a further waiver is sought from the Panel in respect of such increases (and Independent Shareholder approval is granted), since, based on the issued share capital of the Company and Mr. Buckingham's percentage interest in the Ordinary Shares as at the Last Practicable Date, any further material purchases by the Company of its own Ordinary Shares from Shareholders other than Mr. Buckingham could result in Mr. Buckingham having to make a mandatory offer to all Shareholders under Rule 9 of the Code.
- 6. Anthony Buckingham's confirmations**
- 6.1 Mr. Buckingham has confirmed to the Company that he is not proposing, as a result of any increase in his percentage interest in Ordinary Shares following any re-purchases by the Company of its own Ordinary Shares, to seek any change in the composition of the Board or to the general nature or any other aspect of the Company's business.
- 6.2 As required by the Code, Mr. Buckingham has also confirmed that his intentions regarding the future of the Company's (and its subsidiaries') businesses, his intentions regarding the locations of the Company's (and its subsidiaries') places of business and his intentions regarding the continued employment of their employees and management, including any material change in conditions of employment, will not be altered as a result of the proposals set out in this section of the document, nor will there be any redeployment of the fixed assets of the Company (or any of its subsidiaries) as a result of such proposals.
- 6.3 Mr. Buckingham has not taken part in any decision of the Independent Directors relating to the Waiver, since it is his interest in Ordinary Shares which is the subject of the Waiver. Mr. Buckingham has confirmed he will not vote on the Waiver Resolution.
- 7. Recommendation**
- The Independent Directors having been so advised by J.P. Morgan Cazenove, consider the Waiver to be fair and reasonable as far as the Independent Shareholders and the Company as a whole are concerned. In providing advice to the Independent Directors, J.P. Morgan Cazenove has taken into account the Independent Directors' commercial assessments. Accordingly, the Independent Directors, who consider the Waiver Resolution to be in the best interests of the Independent Shareholders and the Company as a whole, unanimously recommend that the Independent Shareholders vote in favour of the Waiver Resolution at the AGM, as they intend to do in respect of their own beneficial shareholdings (representing approximately 1.15% of issued share capital).
- Yours faithfully,
Michael J. Hibberd
Chairman

A. ADDITIONAL INFORMATION

1. Responsibility

1.1 The Directors accept responsibility for the information contained in this section of the document, save that:

- (a) Anthony Buckingham, who has not participated in the Board's consideration of the Waiver, takes no responsibility for the recommendation by the Independent Directors on page 12 of this document; and
- (b) the only responsibility accepted by the Independent Directors in respect of the information in this section of the document relating to Anthony Buckingham has been to ensure that such information has been correctly and fairly reproduced or presented (and no steps have been taken by the Independent Directors to verify this information). To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this section of the document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

1.2 Anthony Buckingham accepts responsibility for the information contained in this section of the document which relates to him. To the best of his knowledge and belief (having taken all reasonable care to ensure that such is the case), the information contained in this section of the document for which he is responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. Directors

The Directors of the Company and their functions are as follows:

Name	Function
Michael Hibberd	Non-Executive Chairman
Anthony Buckingham	Chief Executive Officer
Paul Atherton	Chief Financial Officer
General Sir Michael Wilkes	Non-Executive and Senior Independent Director
Salim Macki	Non-Executive Director
John McLeod	Non-Executive Director
Gregory Turnbull	Non-Executive Director

3. Interests and dealings

3.1 As at the close of business on the Last Practicable Date, the interests, rights to subscribe and short positions of the Directors, their immediate families and persons connected with them (within the meaning of Part 22 of the Act) in Ordinary Shares (all of which are beneficial unless stated) required to be notified pursuant to Part 22 of the Act and related regulations, or which are required to be entered in the register maintained under Part 22 of the Act, were as set out below:

Director	Number of Ordinary Shares †	Percentage of current voting share capital
Michael Hibberd ¹	275,000	0.1%
Anthony Buckingham ²	85,040,340*	29.4%
Paul Atherton ³	2,390,000	0.83%
Gregory Turnbull ⁴	500,070	0.17%
John McLeod	20,000	0.01%
General Sir Michael Wilkes	0	0%
Salim Macki	138,752	0.05%

† Includes Exchangeable Shares

1 Mr. Hibberd's shareholding includes the exercise of 150,000 options on 26 April 2011 at an average price of 81 pence per Ordinary Share giving an aggregate shareholding of 275,000 Ordinary Shares.

2 Mr. Buckingham's shareholding includes the exercise of 500,000 options on 26 April 2011 at 48 pence per Ordinary Share giving an aggregate shareholding of 85,040,340 Ordinary Shares.

3 Mr. Atherton's shareholding includes the exercise of 1,250,000 options on 26 April 2011 at 48 pence per Ordinary Share giving an aggregate shareholding of 2,390,000 Ordinary Shares.

4 Mr. Turnbull's shareholding includes the exercise of 150,000 options on 26 April 2011 at 48 pence per Ordinary Share giving an aggregate shareholding of 500,070 Ordinary Shares.

* Mr. Buckingham's shareholding in the Company includes those Ordinary Shares held through Albion Energy Limited, a company incorporated under the laws of the Commonwealth of Barbados. The ultimate owner of Albion Energy Limited is Mr. Buckingham. None of Mr. Buckingham's immediate family, persons connected to him (within the meaning of Part 22 of the Act and related regulations) or any person acting on concert with him had any interests in or connected with Albion Energy Limited. Mr. Buckingham's shareholding is comprised of 80,599,460 Ordinary Shares held by Albion Energy Limited (a company ultimately owned and controlled by him) and 4,440,880 Ordinary Shares held directly.

APPROVAL OF RULE 9 WAIVER CONTINUED

3.2 As at the close of business on the Last Practicable Date, details of options over Ordinary Shares granted to the Directors were as set out below:

Director	At date of grant	Options held at 1 January and 31 December 2010	Options exercised since 1 January 2011	At 16 May 2011	Exercise prices £	Vesting periods	Expiry date
Michael Hibberd	150,000	150,000	150,000	–	£0.81	23 Jun 2006 – 23 Jun 2008	23 Jun 2011
	750,000	750,000	–	750,000	£1.43	14 Dec 2006 – 14 Dec 2008	14 Dec 2011
	250,000	250,000	–	250,000	£2.45	21 Dec 2007 – 21 Dec 2009	21 Dec 2012
Anthony Buckingham ²	500,000	500,000	500,000	–	£0.48	30 May 2005 – 30 May 2007	30 May 2010 ¹
	9,129,510	9,129,510	–	9,129,510	£1.43	14 Dec 2006 – 14 Dec 2008	14 Dec 2011
	500,000	500,000	–	500,000	£2.45	21 Dec 2007 – 21 Dec 2009	21 Dec 2012
Paul Atherton	1,250,000	1,250,000	1,250,000	–	£0.48	20 May 2005 – 20 May 2007	20 May 2010 ¹
	1,125,000	1,125,000	–	1,125,000	£1.43	14 Dec 2006 – 14 Dec 2008	14 Dec 2011
	500,000	500,000	–	500,000	£2.45	21 Dec 2007 – 21 Dec 2009	21 Dec 2012
Gregory Turnbull	150,000	150,000	150,000	–	£0.48	20 May 2005 – 20 May 2007	20 May 2010 ¹
	300,000	300,000	–	300,000	£1.43	14 Dec 2006 – 14 Dec 2008	14 Dec 2011
	150,000	150,000	–	150,000	£2.45	21 Dec 2007 – 21 Dec 2009	21 Dec 2012
John McLeod	300,000	250,000	–	250,000	£1.43	14 Dec 2006 – 14 Dec 2008	14 Dec 2011
	150,000	150,000	–	150,000	£2.45	21 Dec 2007 – 21 Dec 2009	21 Dec 2012

¹ The Directors were in close period throughout 2010 with the result that the term of options which expired during 2010 was extended until the close period was lifted. Accordingly, all of these options were exercised on 26 April 2011. The Panel has confirmed that it does not consider the exercise of these options by Mr. Buckingham to be disqualifying transactions under Rule 37 Note 5.

² These options were already in place and disclosed at the time of Admission. The Panel has confirmed that on the basis that these options were issued prior to the Admission to the LSE, that no separate Rule 9 waiver would be required for these options and hence the maximum possible interest is 35.6% which is the level for which the Waiver is being requested.

- 3.3 As at the close of business on the Last Practicable Date, none of Mr. Buckingham, his immediate family, persons connected to him (within the meaning of Part 22 of the Act and related regulations) or any person acting on concert with him had any interests, rights to subscribe or short positions (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery in any relevant securities, save as disclosed in paragraphs 3.1 to 3.2 above.
- 3.4 As at the close of business on the Last Practicable Date, no relevant securities had been borrowed or lent by Mr. Buckingham or any person acting in concert with him or by the Directors or any persons acting in concert with them.
- 3.5 As at the close of business on the Last Practicable Date, none of the Independent Directors, their immediate families, persons connected with them (within the meaning of Part 22 of the Act) or any person acting in concert with them had any interests, rights to subscribe or short positions (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery in any relevant securities, save as disclosed in paragraphs 3.1 to 3.2 above.
- 3.6 As at the close of business on the Last Practicable Date, none of the Directors, their immediate family or persons connected with them (within the meaning of Part 22 of the Act) had any dealings (including borrowing or lending) in relevant securities which took place during the period beginning 12 months preceding the date of this document and ending on the Last Practicable Date, save as disclosed in paragraphs 3.1 to 3.2 above.
- 3.7 As at the close of business on the Last Practicable Date:
- save as set out in paragraph 3.1 above, no pension fund or employee benefit trust of the Company nor any person acting in concert with Mr. Buckingham had any interests, rights to subscribe or short positions (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery in relevant securities;
 - no pension fund or employee benefit trust of the Company nor any person acting in concert with Mr. Buckingham had any dealings (including borrowing or lending) in relevant securities which took place during the period beginning 12 months preceding the date of this document and ending on the Last Practicable Date; and
 - neither J.P. Morgan Cazenove nor any other connected adviser of the Company (including any person controlling, controlled by or under the same control as it) had any interests, rights to subscribe or short positions in relevant securities.

3.8 In this paragraph 3, references to “relevant securities” are to Ordinary Shares and securities convertible into, rights to subscribe for, derivatives referable to and agreements to sell or any delivery obligations in respect of, or rights to require another person to purchase or take delivery of Ordinary Shares.

4. Arrangements in connection with the proposal

4.1 Mr. Buckingham has not entered into any agreement, arrangement or understanding (i) with any of the Independent Directors (or their close relatives and related trusts) which has any connection with or dependence upon the proposals set out in this Letter; or (ii) for the transfer of any Ordinary Shares acquired by Mr. Buckingham.

4.2 In addition, the Independent Directors are not aware of any agreement, arrangement or understanding having any connection with or dependence upon the proposals set out in this section of the document between Mr. Buckingham and any person interested or recently interested in Ordinary Shares, any other recent director of the Company or J.P. Morgan Cazenove (or any person who is, or is presumed to be, acting in concert with J.P. Morgan Cazenove).

5. Directors’ service contracts

5.1 Details of the service agreements currently¹ in place between the Company and the Executive Directors are set out below:

	Effective date of contract	Unexpired term	Notice period by Company	Notice period by Director
Executive Directors				
Anthony Buckingham ²	28 March 2008	Rolling contract	24 months	6 months
Paul Atherton ³	28 March 2008	Rolling contract	24 months	6 months

1 No service contracts have been entered into or amended by the Company in the last six months.

2 The Executive Director was appointed on 25 February 2008 and became effective on the Company’s listing on the LSE on 28 March 2008.

3 The Executive Director was appointed on 6 February 2008 and became effective on the Company’s listing on the LSE on 28 March 2008.

5.2 Details of the appointment agreements currently in place between the Company and the Non-Executive Directors are set out below:

	Date of contract	Notice period	Last re-election
Non-Executive Directors			
Michael Hibberd ¹	28 March 2008	3 months	2010 AGM
Gregory Turnbull ¹	28 March 2008	3 months	2009 AGM
John McLeod ¹	28 March 2008	3 months	2009 AGM
General Sir Michael Wilkes ¹	28 March 2008	3 months	2008 AGM
Salim Macki	12 August 2008	3 months	2009 AGM

1 The Non-Executive Director was appointed on 18 March and this became effective on the Company’s listing on the LSE on 28 March 2008.

5.3 The aggregate emoluments, excluding pensions, of the Directors for the year ended 31 December 2010 are set out below:

	Base package /fees £’000	Benefits £’000	Annual bonus £’000	2010 Total £’000
Executive Directors				
Anthony Buckingham	700.3	140.8	1,721.3	2,562.4
Paul Atherton	518.8	184.2	1,275.0	1,978.0
Non-Executive Directors				
Michael Hibberd	120.0	–	–	120.0
Gregory Turnbull	80.0	–	–	80.0
John McLeod	80.0	–	–	80.0
General Sir Michael Wilkes	80.0	–	–	80.0
Salim Macki	80.0	–	–	80.0

6. Information on Anthony Buckingham

6.1 Mr. Buckingham is the founder of the Company. In 1972, Mr. Buckingham commenced work in the oil industry as an international saturation diver. In 1979, he became a lecturer at Seneca College, Ontario, Canada. Mr. Buckingham then held senior positions in various diving and engineering companies and subsequently became a concession negotiator acting for several companies including Ranger and Premier Oil plc. He was previously a security adviser to various governments.

6.2 Mr. Buckingham founded the Heritage Group in 1992 and has served, prior to the Group listing on the LSE, as a Director of Heritage Oil Corporation and then as Chief Executive Officer of Heritage Oil Corporation. Mr. Buckingham has served as the Chief Executive Officer since the Company was admitted to the Main Market of the LSE and serves as a member of the Nomination Committee and of the Corporate Social Responsibility Committee.

6.3 For more information on Mr. Buckingham, please see pages 51 to 53 of the Prospectus prepared in connection with the Company’s Admission to the Official List and to trading on the LSE which is available at the Company’s website, <http://www.heritageoilplc.com/prospectusCheck.cfm>.

7. Financial and other information on the Company

7.1 The Company is an independent oil and gas exploration and production company which has a Premium Listing on the Main Market of the LSE and is a constituent of the FTSE 250 Index. The Company has a further listing on the Toronto Stock Exchange.

7.2 For the year ended 31 December 2010 it had a reported net profit of \$1,223 million. In 2010, the basic and diluted earnings per share were \$4.25 and \$3.57 respectively compared to the basic and diluted loss per share of \$0.14 in 2009. In August 2010 the Company paid a special dividend of 100 pence per share. Cash, excluding amounts reserved for a potential tax dispute, as at 31 December 2010 stood at \$598 million.

APPROVAL OF RULE 9 WAIVER CONTINUED

7.3 As set out in Section B below, this document incorporates by reference the audited consolidated financial statements of the Group, and the related auditor's report of KPMG Audit Plc thereon, for the years ended 31 December 2008, 31 December 2009 and 31 December 2010. Please refer to Section B below for a list of cross references to the relevant sections of these reports and accounts, and for how to access this information.

7.4 For the three years ended 31 December 2008, 31 December 2009 and 31 December 2010, the Company reported the following dividend per share information:

	Dividend (\$million)	Dividend per share (pence)	Basic <loss>/earnings per share (\$)
2008	0	0	(0.18)
2009	0	0	(0.14)
2010 ¹	451	100	4.25

¹ Incorporating the special dividend of 100 pence per share paid in August 2010 (applying a spot rate of £1:\$1.57 at the time of declaration of such special dividend). A further amount of £27,042,553 was paid on a pass-through dividend basis to convertible bondholders with the holder of each bond receiving an amount which is equal to the dividend which would be received by the holder of a number of Ordinary Shares equal to the number of Ordinary Shares to which the bondholder would have been entitled if it had exercised its conversion rights on the record date of 13 August 2010. These bonds are convertible into 27,042,553 Ordinary Shares pursuant to the conversion rights and accordingly the Company paid to bondholders a pass-through dividend of £27,042,553 on 27 August 2010.

7.5 Save as described in the Annual Report and Accounts accompanying this Notice of AGM, there have been no material changes in the financial or trading position of the Company since 31 December 2010 (the date of its most recent published accounts).

8. Material contracts

During the period beginning two years preceding the date of this document and ending on the Last Practicable Date, the Company and its subsidiaries have not entered into any material contracts other than in the ordinary course of business except as set out below:

8.1 The Ugandan disposal

Original SPA

On 26 January 2010, the Company and Heritage Oil & Gas Limited (a wholly owned subsidiary of the Company) entered into a sale and purchase agreement with Tullow Uganda Limited for the sale of the Heritage Oil & Gas Limited's Ugandan assets (being interests in Blocks 1 and 3A) (the "Original SPA"). The sale of the Ugandan Assets completed on 26 July 2010; Tullow Uganda Limited paid cash of \$1.45 billion, including \$100 million from a contractual settlement, of which the Company received and retained \$1.045 billion.

First Supplemental SPA

On 12 February 2010, the Company, Heritage Oil & Gas Limited and Tullow Uganda Limited entered into a supplemental agreement to the Original SPA making certain minor amendments to the Original SPA.

Second Supplemental SPA

On 26 July 2010, the Company, Heritage Oil & Gas Limited and Tullow Uganda Limited entered into a second supplemental agreement to the Original SPA amendments to the Original SPA including contractually agreeing that Heritage Oil & Gas Limited has the sole responsibility for the conduct of a tax dispute with the Uganda Revenue Authority regarding whether any tax is payable in relation to the Original SPA along with sole responsibility for resolution of any dispute arising from the assessment of tax by the Uganda Revenue Authority.

The Escrow Agreement

On 23 July 2010, Heritage Oil & Gas Limited, Tullow and Standard Chartered Bank entered into an amended and restated escrow agreement pursuant to which \$283,447,500 of the consideration pursuant to the Original SPA is retained and held in escrow by Standard Chartered Bank in London pending resolution of a tax dispute with the Ugandan Revenue Authority.

8.2 2009 Placing

The Company entered into a Placing Agreement dated 15 June 2009 in relation to a placing of 25,400,000 Ordinary Shares at a price of 520 pence per Ordinary Share which was carried out in June 2009, under which it appointed J.P. Morgan Cazenove Limited as sole bookrunner in relation to such placing.

9. Middle market quotations

Set out below are the middle market quotations per Ordinary Share, as derived from the Daily Official List of the LSE, for the first business day of each of the six months set out below and for the Last Practicable Date:

Date	Price per Ordinary Share (pence)
16 May 2011 (Last practicable date)	227.8
3 May 2011	241.5
1 April 2011	278.8
1 March 2011	273.3
1 February 2011	316.2
4 January 2011	457.7
1 December 2010	376.1

10. Consent

J.P. Morgan Cazenove has given and has not withdrawn its written consent to the issue of this document with the references to it in the form and context in which such appear.

11. Documents on display

11.1 The documents required by the Code to be put on display are:

- the Company's memorandum and articles of association;
- published audited consolidated accounts (comprising of 2010, 2009 and 2008 group financial statements);
- the letter of consent from J.P. Morgan Cazenove to the Company; and
- the Prospectus.

11.2 Copies of documents will be available for inspection during normal business hours on Monday to Friday (public holiday excepted) at the Company's office at Fourth Floor, Windward House, La Route de la Liberation, St Helier, JE2 3BQ, Jersey, Channel Islands and at the offices of the Company's U.K. solicitors, McCarthy Tétrault, at 125 Old Broad Street, London EC2N 1AR, United Kingdom from the date of this document up to and including the date of the AGM.

B. INFORMATION INCORPORATED BY REFERENCE

The table below sets out the various sections of those documents which are incorporated by reference into this document, so as to provide the information required pursuant to the Code. These documents are also available at the Company's website, www.heritageoilplc.com, from the date of this document and available for inspection as set out above in paragraph 11.2 of Part A.

Document	Section	Page number(s) in such document
2010 Group Financial Statements ¹	Consolidated statement of comprehensive income	8
	Consolidated balance sheet	10
	Consolidated statement of changes in equity	11
	Consolidated cash flow statement	13
	Accounting policies	14 to 19
	Notes to the consolidated financial statements	14 to 35
2009 Group Financial Statements ¹	Independent auditors' report	7
	Consolidated income statement	70
	Consolidated balance sheet	72
	Consolidated cash flow statement	75
	Accounting policies	76 to 83
2008 Group Financial Statements ¹	Notes to the consolidated financial statements	76 to 98
	Independent auditors' report	68 to 69
	Consolidated income statement	53
	Consolidated balance sheet	55
Prospectus ²	Consolidated cash flow statement	56
	Accounting policies	57 to 64
	Notes to the consolidated financial statements	57 to 80
	Independent auditors' report	52
Prospectus ²	Part I – Information on the Group – 9.	
	History and Development	51 to 53

¹ Which are available at the Company's website, www.heritageoilplc.com.

² Available at the Company's website, <http://www.heritageoilplc.com/prospectusCheck.cfm>.

Any Shareholder, person with information rights or other person to whom this document is sent may request a copy of each of the documents set out above in hard copy form. Hard copies will only be sent where valid requests are received from such persons. Requests for hard copies are to be submitted to our Registrar, Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom. All valid requests will be dealt with as soon as possible and hard copies mailed by no later than two business days following such request.

The documents incorporated by reference into this document have been incorporated in compliance with Rule 24.14 of the Code. Except as set forth above, no other portion of these documents is incorporated by reference into this document.

C. DEFINITIONS

“Act” – means the Companies Act 2006, as amended from time to time;

“acting in concert” – has the meaning attributed to it in the Code;

“Admission” – means the Company's admission to the Official List and to trading on the LSE in March 2008, pursuant to which the Company prepared the Prospectus;

“AGM” – means the Annual General Meeting of the Company to be held on Monday, 20 June 2011 at 3.00 p.m. (Jersey time) at the offices of Mourant Ozannes, 22 Grenville Street, St Helier, Jersey, JE4 8PX, Channel Islands;

“Anthony Buckingham” or **“Mr. Buckingham”** – shall be taken to mean Anthony Buckingham and where the context requires, both members of his immediate family holding Ordinary Shares and Albion Energy Limited, being a company holding Ordinary Shares and which is ultimately owned and controlled by Anthony Buckingham;

“arrangement” – includes any indemnity or option arrangements, and any agreement or understanding, formal or informal, of whatever nature, relating to relevant securities which may be an inducement to deal or refrain from dealing;

“Available Share Options” – means 2,347,826 under the LTIP (the LTIP awards were approved at the 2008 annual general meeting) and 9,629,510 under the share options (the share options were disclosed at Admission and are set out within the Prospectus) giving an aggregate of 11,977,336 available to Anthony Buckingham as set out in table 3.2 set out at page 14 of this document;

“Buy Back Resolution” – means Resolution 10 set out at page 4 of this document;

“Code” or **“City Code”** – means the UK City Code on Takeovers and Mergers;

“Company” – means Heritage Oil Plc, a company incorporated under the laws of Jersey (registered number 99922), with its registered office at Ordinance House, 31 Pier Road, St Helier, JE4 8PW, Jersey, Channel Islands;

“control” – means an interest or interests, in shares carrying an aggregate 30% or more of the voting rights (as defined in the Code) irrespective of whether the holding or aggregate holding gives de facto control;

“Convertible Bondholders” – means the holders of the convertible bonds issued by the Company from time to time;

APPROVAL OF RULE 9 WAIVER CONTINUED

“**dealing**” or “**dealt**” – includes the following:

- (a) the acquisition or disposal of relevant securities, or the right (whether conditional or absolute) to exercise or direct the exercise of voting rights attached to relevant securities, or of general control of relevant securities;
- (b) the taking, granting, acquisition, disposal, entering into, closing out, termination, exercise (by either party) or variation of an option (including a traded option contract) in respect of any relevant securities;
- (c) subscribing or agreeing to subscribe for relevant securities;
- (d) the exercise or conversion of any relevant securities carrying conversion or subscription rights;
- (e) the acquisition of, disposal of, entering into, closing out, exercise (by either party) of any rights under, or variation of, a derivative referenced, directly or indirectly, to relevant securities;
- (f) entering into, terminating or varying the terms of any agreement to purchase or sell relevant securities; and
- (g) any other action resulting, or which may result, in an increase or decrease in the number of relevant securities in which a person is interested or in respect of which he has a short position;

“**Directors**” or “**Board**” – means the Executive Directors and the Non-Executive Directors;

“**derivative**” – includes any financial product whose value in whole or in part is determined directly or indirectly by reference to the price of an underlying security but which does not include the possibility of delivery of such an underlying security;

“**Exchangeable Shares**” – means the exchangeable shares issued by Heritage Oil Corporation, a wholly owned subsidiary of the Company, which trade on both the Main Market of the LSE and on the Toronto Stock Exchange which are convertible into Ordinary Shares of the Company;

“**Exchangeable Shareholders**” – means the holders of Exchangeable Shares from time to time;

“**Executive Directors**” – means Anthony Buckingham and Paul Atherton;

“**Form of Proxy**” – means the enclosed proxy form for completion by those Shareholders who wish to vote in the resolutions set out in this document but are unable to attend the AGM;

“**Group**” or “**Heritage Group**” – means the Company together with its subsidiaries and subsidiary undertakings;

“**Independent Directors**” – means Directors other than Anthony Buckingham;

“**Independent Shareholders**” – means Shareholders other than Anthony Buckingham (or any other persons presumed to be acting in concert with Anthony Buckingham);

“**issued share capital**” – means, except where stated to the contrary, the issued share capital of the Company excluding treasury shares and including exchangeable shares of no par value of Heritage Oil Corporation each carrying voting rights in the Company;

being “**interested**” in relevant securities – includes where a person:

- (a) owns relevant securities;
- (b) has the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to relevant securities or has general control of them;
- (c) by virtue of any agreement to purchase, option or derivative, has the right or option to acquire relevant securities or call for their delivery or is under an obligation to take delivery of them, whether the right, option or obligation is conditional or absolute and whether it is in the money or otherwise; or
- (d) is party to any derivative whose value is determined by reference to its price and which results, or may result, in his having a long position in it;

“**J.P. Morgan Cazenove**” – means J.P. Morgan Limited, a company registered in England with its registered address at 125 London Wall, London EC2Y 5AJ (and which conducts its UK investment banking activities as J.P. Morgan Cazenove);

“**Last Practicable Date**” – means 16 May 2011, being the last practicable date prior to the publication of this document;

“**LTIP**” – means the Company’s long-term incentive plan;

“**LSE**” – means the London Stock Exchange plc;

“**Non-Executive Directors**” – means Michael Hibberd, General Sir Michael Wilkes, Salim Macki, John McLeod and Gregory Turnbull;

“**Ordinary Shares**” – means the ordinary shares of no par value in the capital of the Company;

“**Panel**” – means The Panel on Takeovers and Mergers;

“**Prospectus**” – means the prospectus entitled Admission to the Official List and to trading on the London Stock Exchange dated 28 March 2008 which is available at the Company’s website, <http://www.heritageoilplc.com/prospectusCheck.cfm>;

“**relevant securities**” – means Ordinary Shares (or derivatives referenced thereto), and securities convertible into, rights to subscribe for and options (including traded options) in respect thereof;

“**Shareholders**” – means the holders of Ordinary Shares from time to time;

“**short position**” – means any short position (whether conditional or absolute and whether in the money or otherwise) including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery;

“**Waiver**” – means the waiver by the Panel of the obligation which would otherwise arise under Rule 9 of the Code requiring Mr. Buckingham (or an entity through which Mr. Buckingham may hold shares in the Company) to make an offer for the issued share capital of the Company following exercise of options and re-purchases of Ordinary Shares by the Company pursuant to the Buy Back Resolution that could potentially increase Mr. Buckingham’s shareholding to a maximum of approximately 35.6% of issued share capital;

“**Waiver Resolution**” – means Resolution 7 set out at page 4 of this document; and

“**\$**” – means United States dollars.

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