

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to any action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountants or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000 or an appropriately authorised independent financial advisor if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all your ordinary shares in the Company, please send this document to the purchaser or transferee or to the stockbroker, bank or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

PHOENIX GLOBAL RESOURCES PLC

(Incorporated and registered in England and Wales
with registered number 05083946)

NOTICE OF ANNUAL GENERAL MEETING 2019

**to be held at 10.00am on 25 June 2019 at
6th Floor, King's House, 10 Haymarket, London SW1Y 4BP**

2 NOTICE OF ANNUAL GENERAL MEETING

Directors:

Sir Michael Rake (Non-executive Chairman)
Kevin Dennehy (CFO)
John Bentley (Senior Independent Non-executive Director)
Garrett Soden (Non-executive Director)
Javier Alvarez (Non-executive Director)
David Jackson (Non-executive Director)
Nicolas Mallo Huergo (Non-executive Director)
Daniel Jaeggi (Non-executive Director)
Tim Harrington (Non-executive Director)

Office:

6th Floor
King's House
10 Haymarket
London SW1Y 4BP

Dear Shareholder,

**Phoenix Global Resources plc (the "Company")
Notice of Annual General Meeting**

I am writing to invite you to the Annual General Meeting ("AGM") of the Company to be held on Tuesday 25 June 2019 at 10.00am at the offices of the Company at 6th Floor, King's House, 10 Haymarket, London SW1Y 4BP. The formal notice of AGM on pages 4 to 6 sets out the business to be considered at the AGM, together with explanatory notes to the resolutions on pages 7 to 8 of this document.

At the meeting itself, Resolutions 1 to 17 will be put to a vote on a show of hands. Further details on voting are set out in the notes to the notice of AGM on page 9 of this document. Separate resolutions will be proposed for each Director's election or re-election. Biographies of all the Directors standing for election and re-election, including their contribution to the Company, are set out in Appendix 1 on page 10 of this document.

Each resolution will be proposed and voted on separately and there will be an opportunity during the AGM to ask questions of your directors on the issues involved and to raise other matters about the business of the Company. As chairman of the AGM, I will endeavour to ensure the discussions are kept relevant and that as many shareholders as possible have the opportunity to speak.

Your directors believe each of the proposed resolutions to be in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of them, as they intend to do in respect of their own beneficial holdings, which amount in aggregate to 2,641,564 ordinary shares of 10 pence each (representing approximately 0.09% of the current issued share capital of the Company).

If you would like to vote on the resolutions but cannot come to the AGM, you can appoint a proxy to exercise all or any of your rights to attend, vote and speak at the AGM by using one of the methods set out in the notes to the notice of AGM on page 9 of this document.

I look forward to meeting you at the AGM.

Yours faithfully

Sir Michael Rake
Chairman

NOTICE IS HEREBY GIVEN that the 2019 annual general meeting of Phoenix Global Resources plc (the 'Company') will be held at the offices of the Company at 6th Floor, King's House, 10 Haymarket, London SW1Y 4BP at 10.00am on 25 June 2019 to transact the business set out below:

Items 1 to 13 will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Items 14 to 17 will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

2018 Annual Report and Accounts

1. That the audited financial statements of the Company for the year ended 31 December 2018 together with the reports of the directors and auditors thereon be received, considered and adopted.

Election of directors appointed to the board since the last AGM

2. That Kevin Dennehy, who was appointed to the board on 1 October 2018, be elected as a director of the Company.
3. That Daniel Jaeggi, who was appointed to the board on 14 November 2018, be elected as a director of the Company.
4. That Tim Harrington, who was appointed to the board on 14 November 2018, be elected as a director of the Company.

Re-election of directors who are seeking election on an annual basis in accordance with the UK Corporate Governance Code

5. That Sir Michael Rake be re-elected as a director of the Company.
6. That John Bentley be re-elected as a director of the Company.
7. That Garrett Soden be re-elected as a director of the Company.
8. That Javier Alvarez be re-elected as a director of the Company.
9. That David Jackson be re-elected as a director of the Company.
10. That Nicolas Mallo Huergo be re-elected as a director of the Company.

Appointment of auditors

11. That PricewaterhouseCoopers LLP be reappointed as the auditors of the Company to hold office from the conclusion of the meeting until the next annual general meeting at which accounts are laid before the Company.

Remuneration of the auditors

12. That the directors be authorised to determine the remuneration of the auditors of the Company.

General authority to allot shares

13. That the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:
 - (a) up to an aggregate nominal amount of £71,479,255.66;
 - (b) up to a further aggregate nominal amount of £92,885,000 provided that (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006) and (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record date as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record date and to other holders of equity securities entitled to participate therein, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and

- (c) up to an aggregate nominal amount of £21,405,744.34 in connection with the issue of ordinary shares, in accordance with the Restated Facility Agreement between the Company and Mercuria Energy Netherlands B.V. dated 5 December 2018 as amended on 1 February 2019,

provided that the authorities in paragraphs 13(a) and 13(b) shall expire at the end of the next Annual General Meeting of the Company or, if earlier, on the date 15 months after the passing of this resolution and the authority in paragraph 13(c) shall expire on 31 December 2021, save that the Company shall be entitled to make offers or agreements before the expiry of such authorities which would or might require shares to be allotted or such rights to be granted after such expiry and the directors shall be entitled to allot shares and grant rights pursuant to any such offer or agreement as if this authority had not expired.

Special resolutions: Disapplication of pre-emption rights

14. That, if Resolution 13 above is passed, the directors be and they are hereby authorised pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by Resolution 13 above and by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 13 above by way of rights issue only) in favour of the holders of ordinary shares on the register of members at such record date as the directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record date, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of ordinary shares being represented by depositary receipts or any other matter;
- (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) of this Resolution 14) to any person or persons up to an aggregate nominal amount of £13,930,000 (being approximately 5 per cent of the Company's current issued share capital); and
- (c) the allotment of equity securities up to an aggregate nominal amount of £21,405,744.34 in connection with the issue of ordinary shares, in accordance with the Restated Facility Agreement between the Company and Mercuria Energy Netherlands B.V. dated 5 December 2018 as amended on 1 February 2019,

provided that the authorities in paragraphs 14(a) and 14(b) shall expire upon the expiry of the general authority conferred by Resolutions 13(a) and 13(b) above and the authority in paragraph 14(c) shall expire upon the expiry of the authority conferred by Resolution 13(c), save that in each case the Company shall be entitled to make offers or agreements before the expiry of such authorities which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

15. That, if Resolution 13 above is passed and in addition to the power conferred by Resolution 14, the directors be and they are hereby authorised pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by Resolution 13 above and by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall:

- (a) be limited to the allotment of equity securities or sale of treasury shares to any person or persons up to an aggregate nominal amount of £13,930,000; and
- (b) only be used for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice,

and shall expire upon the expiry of the general authority conferred by Resolution 13(a) above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

Special resolutions: Company's authority to purchase its own shares

16. That the Company be and is hereby generally and unconditionally authorised, in accordance with section 701 of the 2006 Act, to make market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of 10 pence each in the capital of the Company ('Ordinary Shares') on such terms and in such manner as the directors may from time to time determine provided that:

- (a) the maximum number of Ordinary Shares authorised to be purchased is 278,660,000 (representing approximately 10 per cent of the Company's issued share capital at the date of notice covering the annual general meeting at which this resolution is to be proposed);
- (b) the minimum price which may be paid for an Ordinary Share is £0.10 (exclusive of expenses payable by the Company);
- (c) the maximum price which may be paid for an Ordinary Share (exclusive of expenses payable by the Company) cannot be more than the higher of:
 - (i) 105 per cent of the average middle market quotations for an Ordinary Share as derived from The London Stock Exchange Daily Official List for the five business days prior to the day on which the Ordinary Share is contracted to be purchased; and
 - (ii) the higher of the price of:
 - > the last independent trade of; or
 - > the highest current independent bid for any number of Ordinary Shares on the trading venue where the market purchase by the Company will be carried out pursuant to the authority conferred by this Resolution 16.

The authority conferred by this Resolution 16 shall expire at the conclusion of the next annual general meeting of the Company or within 15 months from the date of passing of this resolution (whichever is the earlier) except that the Company may before such expiry make a contract to purchase its own shares which will or may be completed or executed wholly or partly after such expiry.

17. That the terms of a buy-back agreement between the Company and Magnus International S.A. ("Magnus") (a copy of which has been produced to the meeting and made available at the Company's registered office for not less than 15 days ending with the date of this meeting), pursuant to which the Company may make an off-market purchase (as defined by section 693(2) of the Companies Act 2006) of up to 2,000,000 of its ordinary shares of 10 pence each from Magnus, be and are hereby approved and authorised for the purposes of section 694 of the Companies Act 2006 and that the Company be and is hereby authorised to make such an off-market purchase from Magnus, provided that this authority shall expire on the date 18 months after the passing of this resolution, or if earlier, when the Company has repurchased 2,000,000 of its ordinary shares of 10 pence each from Magnus pursuant to this authority.

By order of the board

Dated: 9 May 2019

Registered office:
6th Floor
King's House
10 Haymarket
London SW1Y 4BP

The following pages give an explanation of the proposed resolutions.

Resolutions 1 to 13 will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 14 to 17 will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1 – Annual Report and Accounts

The Companies Act 2006 (the "Act") requires the directors of a public company to lay before the company in general meeting copies of the annual report and accounts in respect of each financial year. In accordance with the UK Corporate Governance Code, the Company proposes a resolution to receive its audited accounts and directors' and auditors' reports for the year ended 31 December 2018 ("the 2018 Annual Report"). Shareholders will have the opportunity to put any questions to the directors before the resolution is proposed to the AGM.

Resolutions 2 to 10 – Election and re-election of directors

The Company's current articles require each director to retire at the annual general meeting in the third calendar year following the year in which he or she was elected or last re-elected by shareholders. Notwithstanding the provisions of the Company's current articles, the Board has determined that each of the remaining directors shall retire from office at the AGM in line with best practice recommendations of the UK Corporate Governance Code. Each of the directors intends to stand for election or re-election by the shareholders.

As previously announced by the Company via RNS, on 23 April 2019 the Company received a notice from Anuj Sharma, which the Company treated as termination of his employment in accordance with his service agreement and as resignation as CEO and a director of the Company with immediate effect. Mr Sharma will therefore not be seeking re-election as a director at the AGM.

Resolutions 11 and 12 – Re-appointment of auditors and auditors' remuneration

Resolution 11 seeks approval for the re-appointment of PricewaterhouseCoopers LLP as the Company's auditors until the Company's next annual general meeting. This resolution is recommended by the Audit Committee and is endorsed by the Board. Resolution 12 authorises the directors to fix the auditors' remuneration. The Board consider that the level of consultancy-related non-audit fees relative to the level of audit fees undertaken by PricewaterCoopers LLP is appropriate for the advisory work required to be undertaken for the year ended 31 December 2018 and that these do not create a conflict of interest on the part of the independent auditor.

Resolution 13 – Allotment of share capital

Resolution 13 deals with the directors' authority to allot shares. Share capital management guidelines published by the Investment Association confirm that its members will regard as routine an authority to allot up to two-thirds of a company's existing issued share capital, provided that any amount in excess of one-third of the existing issued shares should be applied to fully pre-emptive rights issues only. In light of these guidelines, the Board considers it appropriate that directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £185,770,000 (representing approximately 66% of the Company's issued ordinary share capital as at 23 April 2019*).

Of this amount, £92,885,000 (representing approximately 33% of the Company's issued ordinary share capital as at 23 April 2019*) can only be allotted pursuant to a rights issue and £21,405,744.34 may only be allotted in connection with the issue of ordinary shares, in accordance with the Restated Facility Agreement between the Company and Mercuria Energy Netherlands B.V. dated 5 December 2018 as amended on 1 February 2019. The rights issue authority will last until the conclusion of the Company's next annual general meeting or, if earlier, on the date 15 months after the passing of this resolution and the Restated Facility Agreement authority under resolution 13(c) will last until 31 December 2021.

While the directors have no present intention of undertaking a rights issue or allotting new shares other than in connection with the Restated Facility Agreement and employee share schemes, the directors consider it appropriate to maintain the flexibility that this authority provides to be in a position to respond to market developments and to enable allotments to take place to finance business opportunities should they arise.

As at the date of this document, the Company does not hold any ordinary shares in the capital of the Company in treasury.

Resolutions 14 and 15 – Disapplication of statutory pre-emption rights

Resolutions 14 and 15 are special resolutions which, if passed by shareholders, will enable the Board to allot ordinary shares, or to sell any shares out of treasury, for cash, without first offering those shares to existing shareholders in proportion to their existing holdings.

Such powers reflect the Statement of Principles on Disapplying Pre-emption Rights published by The Pre-emption Group in March 2015, which provides that a company may seek power to issue on a non-pre-emptive basis for cash shares in any one year representing: (i) no more than 5% of the company's issued ordinary share capital; and (ii) no more than an additional 5% of the company's issued ordinary share capital provided that such additional power is only used in connection with an acquisition or specified capital investment.

The 2015 Statement of Principles defines a "specified capital investment" as "one or more specific capital investment related uses for the proceeds of an issuance of equity securities, in respect of which sufficient information regarding the effect of the transaction on the listed company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return."

If resolution 14(b) is passed by shareholders, it will permit the Board to allot ordinary shares for cash on a non-pre-emptive basis both in connection with a rights issue or similar pre-emptive issue and, otherwise than in connection with any such issue, up to a maximum nominal amount of £13,930,000. This amount represents approximately 5% of the Company's issued ordinary share capital as at 23 April 2019*. This customary resolution will permit the board to allot ordinary shares for cash, up to the specified level, in any circumstances (whether or not in connection with an acquisition or specified capital investment).

The Board is also seeking additional authority under Resolution 14(c), above the recommended limits, to issue shares up to an aggregate nominal amount of £21,405,744.34 in connection with the Restated Facility Agreement. Given this additional authority is in connection with the Restated Facility Agreement, which supports the Company's stated strategy, the Board believes support for this resolution is warranted.

If resolution 14(c) is passed by shareholders, it will permit the Board to allot ordinary shares in connection with the issue of ordinary shares, in accordance with the Restated Facility Agreement between the Company and Mercuria Energy Netherlands B.V. dated 5 December 2018 as amended on 1 February 2019.

If resolution 15 is resolution is passed by shareholders, it will afford the Board an additional power to allot ordinary shares for cash on a non-pre-emptive basis up to a further maximum nominal amount of £13,930,000. This amount again represents approximately 5% of the Company's issued ordinary share capital as at 23 April 2019*. The Board will use the power conferred by Resolution 15 only in connection with an acquisition or a specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

The authority contained in Resolutions 14 and 15 will expire upon the expiry of the corresponding authority to allot shares conferred in Resolution 13.

Resolution 16 and 17 – Authority to purchase own shares

Resolution 16 renews the Company's authority to buy back its own ordinary shares in the market as permitted by the Act. In accordance with investor guidelines, the authority limits the number of shares that could be purchased to 10% of the Company's issued share capital. If resolution 16 is passed by shareholders, it will permit the Board to buy back a maximum of 278,660,000 (representing approximately 10% of the Company's issued ordinary share capital as at 23 April 2019*) and sets minimum and maximum prices. This authority will expire at the conclusion of the Company's next annual general meeting or within 15 months from the date of the passing of this resolution (whichever is the earlier).

The directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. The authority will be exercised only if the directors believe that to do so would result in an increase in earnings per share and would be in the interests of shareholders generally. Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange.

Resolution 17 will allow the Board to make an off-market purchase of 2,000,000 shares pursuant to a buy-back agreement between the Company and Magnus International S.A., provided that this authority shall expire 18 months after the passing of this resolution, or if earlier, when the Company has repurchased the 2,000,000 ordinary shares pursuant to this authority. It is the Company's current intention to hold the shares in treasury and may use them in connection with the Company's employee share schemes.

*23 April 2019 being the latest practicable date prior to the publication of this notice.

ADDITIONAL NOTES REGARDING VOTING

1. A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
2. Your proxy could be the chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the meeting and voting in person.
3. An appointment of proxy is provided with this notice and instructions for use are shown on the form. In order to be valid, a completed appointment of proxy (together with any authority under which it is executed or a copy of the authority certified or in some other way approved by the directors) must be returned to the Company by one of the following methods:
 - (a) in hard copy form by post, by courier or (during normal business hours) by hand to the Company's registrars (Share Registrars Limited) at the address shown on the form of proxy; or
 - (b) when submitted by email, to the email address stated on the form of proxy; or
 - (c) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below, and in each case must be received by the Company before 10.00am on 21 June 2019. Please note that any electronic communication sent to our registrars in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted.
4. To change your proxy instructions you may return a new proxy appointment using the methods set out above. 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 the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, GU9 7DR. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
5. Appointment of proxies via CREST:
 - (a) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com/CREST). 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.
 - (b) In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's 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 appointed proxy, in order to be valid, must be transmitted so as to be received by the Company's agent (ID 7RA36) by the latest time for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
 - (c) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
 - (d) 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 service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
6. Only those shareholders registered in the Register of Members of the Company as at 10.00am on 21 June 2019 (or, if the meeting is adjourned, on the date which is two days before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of shares registered in their respective names at that time. Changes to the Register of Members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting or adjourned meeting.
7. Any corporation which is a member can appoint one or more corporate representatives. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares.
8. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:
 - (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - (b) the answer has already been given on a website in the form of an answer to a question; or
 - (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
9. As at 23 April 2019 (being the last practicable date before the publication of this notice), the Company's issued share capital consisted of 2,786,644,709 ordinary shares carrying one vote each. The Company does not hold any shares in treasury. Therefore the total voting rights in the Company are 2,786,644,709.
10. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.phoenixglobalresources.com.
11. The following documents are available for inspection at the registered office of the Company during normal business hours on each weekday (public holidays excluded) and at the place of the annual general meeting for 15 minutes prior to and during the meeting:
 - (a) copies of the executive directors' service contracts with the Company; and
 - (b) copies of letters of appointment of non-executive directors; and
 - (c) the Company's articles of association.
12. As soon as practicable following the Annual General Meeting, the results of the voting at the meeting will be announced via a Regulatory Information Service and also placed on the Company's website: www.phoenixglobalresources.com.
13. You may not use any electronic address provided or referred to in this notice of Annual General Meeting to communicate with the Company for any purposes other than those expressly stated.

APPENDIX 1 BIOGRAPHIES OF DIRECTORS STANDING FOR ELECTION AND RE-ELECTION

Sir Michael Rake

Non-Executive Chairman

Sir Michael was appointed to the Board on 19 September 2016 and appointed Chairman on 10 August 2017.

Skills, competence and experience

Sir Michael is the former Chairman of BT Group plc as well as Chairman of payment processing firm Worldpay Group plc, a director of S&P Global and chairman of Majid Al Futtaim Holdings LLC. Sir Michael was President of the CBI from 2013 to 2015; a member of the Prime Minister's Business Advisory Group from 2010 to 2015; non-executive director of Barclays plc from 2008, becoming Deputy Chairman from 2012 to 2015; Chairman of the private equity oversight group, the Guidelines Monitoring Committee, from 2008 to 2013; Chairman of EasyJet plc from 2010 to 2013 and the first Chairman of the UK Commission for Employment and Skills from 2007 to 2010. He was a director of the Financial Reporting Council from 2004 to 2007. From May 2002 to September 2007, Sir Michael was International Chairman of KPMG.

Committee Membership

Chairman of the Nomination Committee and a member of the Audit and Remuneration Committees.

Kevin Dennehy

Chief Financial Officer

Kevin was appointed Chief Financial Officer and a member of the Board on 1 October 2018.

Skills, competence and experience

Kevin is based in Buenos Aires and has over 38 years' experience in the oil and gas industry and has had a 35 year career in the oil industry with BP. Between 2016 and 2018, Kevin was CFO of Pan American Energy, BP's Argentine JV and between 2013 and 2015 he was Country Manager BP Iraq. In addition, he has held senior Finance roles at BP in Iraq, Colombia, Russia, Angola, Kuwait, the UK and the USA. Prior to BP, Kevin worked for El Paso Natural Gas Company. His experience includes exposure to the full life cycle of upstream operations from new business access and exploration success to projects developments and mature operations. Kevin holds a B.S. Accounting with Honours degree from Thomas College, Maine and an MBA from Houston Baptist University, Texas and holds a CPA certification in Texas.

John Bentley

Senior Independent Non-executive Director

John was appointed to the Board on 10 August 2017 and was appointed Senior Independent Director on 11 July 2018.

Skills, competence and experience

John has over 40 years' experience in the natural resources sector. He is an experienced board member being a past Managing Director of Gencor's Brazilian mining company, Sea Bento Mineracao and Chief Executive of Engen's exploration and production division. In 1996, John was instrumental in floating Energy Africa Ltd on the Johannesburg stock exchange and became Chief Executive for the following five years. More recently he was Executive chairman of First Africa Oil plc and served on the boards of Rift Oil plc, Adastra Minerals Ltd, caracal Energy Inc and Scotgold Resources Limited. He is currently on the board of a number of E&P companies including as Chairman of Faroe Petroleum plc, Deputy Chairman of Wentworth resources Ltd and Non-Executive director of Africa Energy Corp. John holds a degree in Metallurgy from Brunel University.

Committee membership

Chairman of the Remuneration Committee and a member of the Nomination Committee.

Garrett Soden

Independent Non-executive Director

Garrett was appointed to the Board on 10 August 2017.

Skills, competence and experience

Garrett has extensive experience as a senior executive and board member of various public companies in the natural resources sector. He has worked with the Lundin Group for over a decade. He is currently President and CEO of Africa Energy Corp., a Canadian oil and gas company with exploration assets in Africa. He is also a Non-Executive Director of Etrion Corporation, Gulf Keystone Petroleum Ltd. and Panoro Energy ASA. Previously, he was Chairman and CEO of RusForest AB, CFO of Etrion and PetroFalcon Corporation and a Non-Executive Director of Petropavlovsk plc and PA Resources AB. Prior to joining the Lundin Group, Garrett worked at Lehman Brothers in equity research and at Salomon Brothers in mergers and acquisitions. He also previously served as Senior Policy Advisor to the US Secretary of Energy. Garrett holds a BSc honours degree from the London School of Economics and an MBA from Columbia Business School.

Committee membership

Chairman of the Audit Committee and a member of the Remuneration Committee.

Javier Alvarez**Independent Non-executive Director**

Javier was appointed to the Board on 16 July 2012.

Skills, competence and experience

Javier is an Agricultural Engineer and has a Masters in Environmental Politics and Globalisation from King's College, University of London. Javier's career, which is based on his skills of building projects with diverse stakeholders and on his experience in fundraising, was developed in the private sector in London; he was Executive Director of the British Argentine Chamber of Commerce BACC from 2007 to 2011 (he is currently Overseas Director and Member of the Board of the BACC) and he was Business Development Director at a family office in Cambridge dealing with investments in the primary sector.

Committee membership

Member of the Audit and Nomination Committees.

David Jackson**Independent Non-executive Director**

David was appointed to the Board on 16 July 2012.

Skills, competence and experience

David has more than 30 years' experience in international banking and finance having held senior positions in investment banking and investment management in Standard Chartered Bank (1990–2008), where he was a Managing Director in London and Hong Kong, Scandinavian Bank (1977–1990) in London, Bahrain, Singapore and Hong Kong where he was an Executive Director and a member of the Bank's General Management Committee and Finance for Industry, now 3i, where he was a Senior Legal Advisor (1973–1977). David is currently Non-executive Chairman of Emergex Vaccines Holding Ltd. He holds a degree in Law (LLB) from the University of Leeds and called to the Bar in 1972.

Committee membership

Member of the Audit and Remuneration Committees.

Tim Harrington**Non-executive director**

Tim was appointed to the Board on 14 November 2018. Pending the recruitment of a new CEO, Tim has been appointed interim chairman of the Company's executive committee.

Skills, competence and experience

Tim has over 37 years of oil and gas experience and spent 31 years with BP PLC in various commercial, financial, and operating leadership positions around the globe including postings in Houston, Anchorage, London, and Bogota. In his final two roles with BP, he served as CFO and then later as President of BP America Production Company, BP's L48 onshore L48 E&P business focused on unconventional resources. Since leaving BP, he has been working with private equity and various start-ups in the US and currently serves as a Senior Energy Advisor to Trilantic Capital Partners, Mercuria Energy Trading, and Bayswater Exploration & Production. Additionally, Tim sits on the board of directors for DJR Energy LLC, TRP Energy LLC, and EnergyFlo Chemical Applications LLC, three privately funded oil and gas industry related start-ups operating in the onshore US. He is also a member of the National Association of Corporate Directors (NACD) in the US and was a past director and executive committee member for the Texas Oil and Gas Association (TXOGA). Mr. Harrington holds a B.S. in Accounting from Miami University (Ohio), a M.B.A. from Xavier University, and previously earned his CPA in Texas (inactive).

Nicolas Mallo Huergo**Non-executive director**

Nicolas was appointed to the Board on 2 October 2007.

Skills, competence and experience

Nicolas was Chairman of Andes Energia plc until August 2017 and is a director of both Integra Investment S.A. and Integra Capital S.A. Nicolas is the nominated minority shareholder representative to the Board.

Daniel Jaeggi**Non-executive director**

Daniel was appointed to the Board on 14 November 2018.

Skills, competence and experience

Daniel is co-founder and President of Mercuria Energy Group Limited. Daniel is the nominated majority shareholder representative to the Board.

