

## MAX PETROLEUM PLC

(the 'Company')

### Notice of Annual General Meeting

**NOTICE** is given that the Annual General Meeting of the Company will be held at The Lansdowne Club, 9 Fitzmaurice Place, Mayfair, London, W1J 5JD on Wednesday, 24 September 2008 at 10:00 a.m. for the following purposes:

1. **To receive** the report of the directors and audited accounts for the financial period ended 31 March 2008.
2. **To reappoint** Mr Mark L. Johnson as a Director.
3. **To reappoint** Mr Michael B. Young as a Director.
4. **To reappoint** Mr David R. Belding as a Director.
5. **To reappoint** Mr Robert B. Holland III as a Director.
6. **To reappoint** PricewaterhouseCoopers LLP as auditors and authorize the Directors to fix their remuneration.

To consider and, if thought fit, pass the following resolutions, of which Resolution 6 will be proposed as an ordinary resolution and resolution 7 will be proposed as a special resolution.

7. **THAT** the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Companies Act 1985, 'the Act') up to an aggregate nominal value of £10,000 such authority to expire on the earlier of the conclusion of the Annual General Meeting of the Company next following the passing of this resolution or fifteen months after the date of this resolution, save that the Directors may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired.
8. **THAT**, in substitution for any existing and unexercised authorities, the Directors be and are hereby authorised and empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94 of the Act) for cash pursuant to the authority given in the previous resolution as if section 89(1) of the Act did not apply to such allotment, provided that such power be limited to:
  - 8.1 the allotment of equity securities which are offered to all the holders of equity securities of the Company (at a date specified by the Directors) where the equity securities respectively attributable to the interests of such holders are as nearly as practicable in proportion to the respective number of equity securities held by them, but subject to exclusions and other arrangements in relation to fractional entitlements and any legal or practical problems under any laws, or requirements of any regulatory body or stock exchange in any territory or otherwise, or
  - 8.2 the allotment (otherwise than pursuant to sub-paragraph (9.1)) of equity securities up to an aggregate nominal amount of £10,000; and this power shall expire on the earlier

of the conclusion of the Company's next Annual General Meeting and fifteen months from the date of the passing of this resolution save that the Company may make an offer or enter into an agreement before the expiry of that date which would or might require securities to be allotted after that date and the Directors may allot securities in pursuance of such an offer as if the power conferred hereby had not expired.

By order of the board of Directors.

**A W HARVEY**  
**Company Secretary**

Dated: 26 August 2008  
Registered office: Second Floor  
81 Piccadilly  
London  
W1J 8HY  
United Kingdom

**Notes:**

1. A member of the Company entitled to attend and vote at the above meeting may appoint one or more proxies to attend and (on a poll) vote instead of him.
2. Completion and return of a form of proxy does not preclude a member from attending and voting at the meeting in person should he so wish.
3. A form of proxy is attached and, to be valid, this form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power, must reach the registrars of the Company at Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than forty-eight hours before the time appointed for holding the Annual General Meeting, or adjournment thereof as the case may be.
4. As provided by Regulation 41(1) of the Uncertificated Securities Regulations 2001, only those members registered in the register of members of the company 48 hours before the time set for the meeting shall be entitled to vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after that time shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
5. CREST members who wish to appoint a proxy through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 24th September 2008 at 10.00am and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

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 CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an instruction to a previously appointed proxy, must be transmitted so as to be received by the issuer's agent (Capita Registrars) by the latest time for receipt of proxy appointments specified in the Notice of Meeting. No such messages received through the CREST network after this time will be accepted. 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo 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.

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.

6. The following documents will be available for inspection during business hours at the registered office until the date of the meeting and on that day at the Annual General Meeting itself:

The Register of Directors' Interests in the Company's shares

Copies of the Directors' Service Contracts

Copies of the Directors' Option Agreements

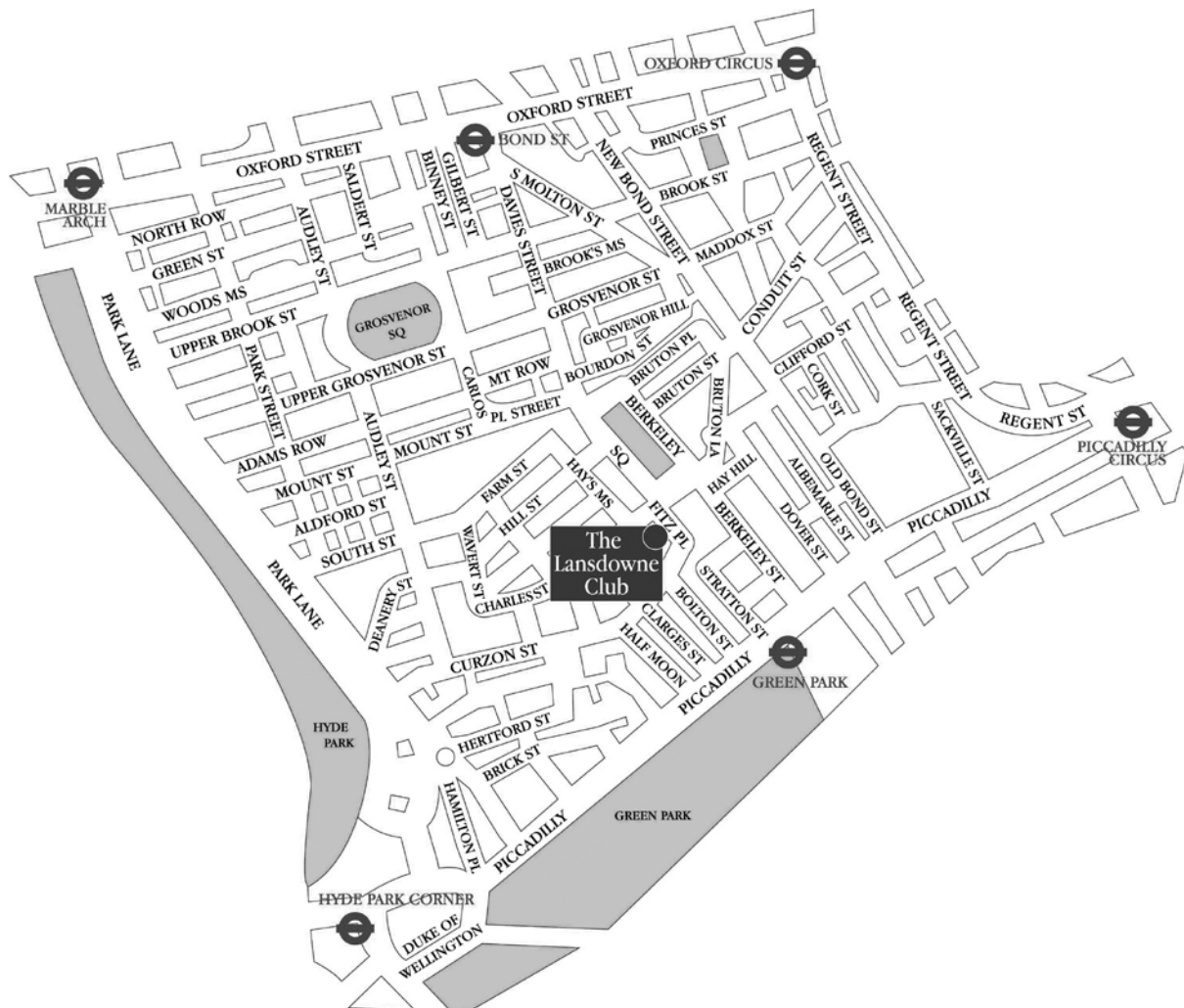
# Max Petroleum PLC

Annual General Meeting

24 September 2008

10:00am

## VENUE



Please note that The Lansdowne Club has a club dress code that must be adhered to by all guests. Men must wear collared shirts and jackets (no ties required) and women must be smartly dressed. Failure to comply may result in the club refusing admission.