

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about what action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised and regulated under the Financial Services and Markets Act 2000 (as amended).

If you have sold or otherwise transferred all of your ordinary shares in the Company, please send this document and accompanying Form of Proxy at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom you have sold or transferred your shares for delivery to the purchaser or transferee. Such documents should, however, not be forwarded to or transmitted into any jurisdiction outside of the UK. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. If you have sold only part of your holding of ordinary shares in the Company, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

LOCHARD ENERGY GROUP PLC
(incorporated and registered in England and Wales with registered no. 05209284)

Notice of Second Requisitioned Extraordinary General Meeting

and

**Unanimous Recommendation of Your Board to
Vote AGAINST the Requisitioned Resolutions**

Your attention is drawn to the letter from the board of directors of Lochard Energy Group PLC which is set out on pages 3 to 8 of this document in which the directors recommend that you vote AGAINST each resolution proposed for consideration at the Extraordinary General Meeting referred to below. This document should be read as a whole.

A notice of an extraordinary general meeting (the “**Extraordinary General Meeting**”) of Lochard Energy Group PLC to be held at the offices of Watson, Farley & Williams LLP, 15 Appold Street, London EC2A 2HB at 10:00 a.m. on Monday 23 April 2012 is set out at the end of this document (the “**Notice of Meeting**”).

Holders of ordinary shares in the Company (the “**Shareholders**”) are requested to complete and return the enclosed form of proxy (the “**Form of Proxy**”) for use at the Extraordinary General Meeting. To be valid, the Form of Proxy should be completed and returned in accordance with the instructions set out thereon as soon as possible but in any event so as to reach the Company’s registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, not later than 10.00 a.m. on Thursday 19 April 2012. Completion of a Form of Proxy will not prevent a Shareholder from attending the Extraordinary General Meeting and voting in person.

Holders of CHES Depositary Interests (“**CDI**”) are invited to attend but are not entitled to vote personally at the Extraordinary General Meeting. Chess Depositary Nominees Pty Ltd (“**CDN**”) holds legal title in the Company’s shares for and on behalf of CDI holders. As the holders of beneficial interest in the Company’s shares that are held by CDN, CDI holders should direct CDN on how to vote with respect to the resolutions described in the Notice of Meeting. CDN must exercise its rights to vote by proxy at the Extraordinary General Meeting in accordance with the directions of CDI holders.

CDI holders should complete the form of notice of direction for use by holders of CDIs in connection with the Extraordinary General Meeting provided with this Notice of Meeting (the “**CDI Notice of Direction Form**”) and return it to Computershare Investor Services Pty Limited, GPO Box D182, Perth WA 6840, Australia no later than 10.00 am (Perth, Western Australia time) on Wednesday 18 April 2012.

YOUR BOARD UNANIMOUSLY RECOMMENDS YOU TO VOTE LIKE THIS AGAINST THE REQUISITIONED RESOLUTIONS:

ORDINARY RESOLUTIONS

For **Against** Withheld

Resolution 1 - (Appointment of Peter Richard Youd)

☐☒☐

Resolution 2 – (Appointment of James Dominic Brooke)

☐☒☐

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EXPECTED TIMETABLE

Latest time and date for receipt of CDI Notice of Direction Form	10.00 am (Perth, Western Australia time) on Wednesday 18 April 2012
Latest time and date for receipt of Forms of Proxy	10.00 am on Thursday 19 April 2012
Date and time of Extraordinary General Meeting	10.00 am on Monday 23 April 2012

Note:

Each of the times and dates above are indicative only and subject to change without consultation. If any of the above times and/or dates change, the revised times and/or dates will be notified by announcement on a Regulatory Information Service.

References in this document to time are to London time, unless specified otherwise.

LETTER FROM THE BOARD OF LOCHARD ENERGY GROUP PLC

LOCHARD ENERGY GROUP PLC

(incorporated in England and Wales with registered no: 05209284)

Directors:
Haydn L Gardner
Lincoln McCrabb
Michael Rose

(Chief Executive Officer)
(Non-Executive Director)
(Non-Executive Director)

Registered Office
15 Appold Street
London
EC2A 2HB

26 March 2012

To Shareholders and for information only to holders of options or warrants over Ordinary Shares

Dear Shareholder

Notice of Second Requisitioned Extraordinary General Meeting and Unanimous Recommendation of Your Board to Vote AGAINST the Requisitioned Resolutions

Introduction

Lochard Energy Group PLC (the “**Company**”) announced on 9 March 2012 that it had received, on 6 March 2012, a notice dated 5 March 2012 requisitioning an Extraordinary General Meeting of the Company (the “**Second Requisition Notice**”) from Nortrust Nominees Limited, acting as nominee of Strathclyde Pension Fund Limited (“**Strathclyde**” or the “**Requisitioning Shareholder**”). Strathclyde is a member of the Company holding, via Nortrust Nominees Limited, 18,629,715 ordinary shares of £0.05 each in capital of the Company (“**Ordinary Shares**”), representing approximately 6.25 per cent. of the paid up share capital of the Company. Strathclyde is a managed fund of Henderson Global Investors Limited (“**Henderson**”).

Strathclyde also requisitioned an extraordinary general meeting by way of a notice from Nortrust Nominees Limited, acting as its nominee, dated 17 February 2012, which was received by the Company on 27 February 2012. This first requisitioned extraordinary general meeting has been convened by way of a circular dated 16 March 2012 to be held at the offices of Watson, Farley & Williams LLP at 15 Appold Street, London EC2A 2HB at 10.00 am on Friday 13 April 2012 (the “**First Requisitioned EGM**”).

In accordance with section 303 of the Companies Act 2006 (the “**Act**”), the Board is required to call a general meeting if it receives a request from members representing at least 5 per cent. of such of the paid up capital of the Company as carries voting rights at general meetings of the Company.

The purpose of this letter is to provide Shareholders with details of the resolutions set out in the Second Requisition Notice that are to be put to the Shareholders at the Extraordinary General Meeting (the “**Requisitioned Resolutions**”), and sets out the response of the Board to the Requisitioned Resolutions.

As set out below, the Board believes that the Requisitioned Resolutions are not in the best interest of the Company and Shareholders as a whole and, therefore, recommend that you vote AGAINST each Requisitioned Resolution at the Extraordinary General Meeting, as they propose to do, or procure be done, in respect their own and their connected persons’ beneficial shareholdings.

Extraordinary General Meeting

A notice convening the Extraordinary General Meeting to be held at the offices of Watson, Farley & Williams LLP, 15 Appold Street, London EC2A 2HB at 10.00 am on Monday 23 April 2012 is set out at the end of this document.

The Second Requisition Notice proposes the following Requisitioned Resolutions as ordinary resolutions:

- (i) That Mr Peter Richard Youd be appointed as a director of the Company with immediate effect (the “**First Requisitioned Resolution**”); and
- (ii) That Mr James Dominic Brooke be appointed as a director of the Company with immediate effect (the “**Second Requisitioned Resolution**”), together with the First Requisitioned Resolution, the “**Requisitioned Resolutions**”).

KEY REASONS WHY SHAREHOLDERS SHOULD VOTE AGAINST THE REQUISITIONED RESOLUTIONS

- **VALIDLY REMOVED AND NOT SUITABLE**

Mr James Dominic Brooke and Mr Peter Richard Youd (the “**Proposed Directors**”) were previously validly removed from their position as directors of the Company because they were, and continue to be, considered to be no longer suitable to be directors of the Company.

- **ALLEGIANCE TO HENDERSON IMPAIRING INDEPENDENT JUDGMENT**

The Board considers the Proposed Directors to have a strong allegiance to Henderson, the Company’s largest shareholder, and whose managed fund is the Requisitioning Shareholder, which impairs the ability of the Proposed Directors to act in the best interests of the Company and its Shareholders as a whole.

- **HISTORY OF NOT ACTING IN THE BEST INTERESTS OF THE COMPANY**

Mr Brooke refused to accept a possible conflict of interest in relation to a potential offer for the Company by a bidder in which Henderson had a significant stake, contrary to a majority view of the Board based on professional advice, and sought to release confidential information to that bidder without board authority.

- **JEOPARDISING COMPANY’S INDEPENDENCE AND FUTURE**

The Board is of the belief that Mr Brooke has acted with Henderson (through the Requisitioning Shareholder together with other managed funds of Henderson) to seek to exercise an inappropriate level of control over the Board and its strategy, and is jeopardising the Company’s independence and future.

- **LACK OF RELEVANT EXPERIENCE**

The Board believes that, since the Company’s refocus on oil and gas exploration and production assets, Mr Youd no longer brings to the Board the relevant experience for him to be a director of the Company.

- **NO RATIONALE FOR APPOINTMENT**

The Requisitioning Shareholder (a managed fund of Henderson) has not, in the view of the Board, provided any valid explanation or reasons for seeking the appointment of the Proposed Directors to the Board.

Removal of James Dominic Brooke and Peter Richard Youd

On 1 March 2012, the Company announced that, on 29 February 2012, each of Proposed Directors had been removed from the position of director of the Company. It was decided by the relevant directors of the Company, each having considered his general duties as a director, that each Proposed Director was no longer suitable to be a director of Company.

Set out below are the key reasons for the removal of the Proposed Directors and why Shareholders should vote against the Requisitioned Resolutions.

REASONS TO VOTE AGAINST THE RESOLUTION TO APPOINT JAMES DOMINIC BROOKE

Mr Brooke acts as a representative of Henderson on the Board and it is the Board's belief that Mr Brooke has not always acted independently of this relationship, contrary to the best interests of the Company and its Shareholders as a whole.

- The Company announced, on 1 September 2011, that, having received an approach, it was in discussions relating to a possible offer for the Company (the “**Potential Offer**”). The Board understood that Henderson wished the Board to pursue the Potential Offer, which was from an entity in which Henderson had a significant stake (the “**Potential Bidder**”), despite the Board resolving that such offer undervalued the assets of the Company
- Mr Brooke refused to accept that Henderson had a possible conflict of interest in relation to the Potential Offer, contrary to the view of a majority of the Board based on advice from its professional advisers.
- Separately, Mr Brooke instructed the Company's advisers to provide sensitive and confidential information to the Potential Bidder in relation to the Company, without Board approval, in circumstances where he had a potential conflict of interest.
- After the Potential Offer was rejected by the Board, Henderson (through the Requisitioning Shareholder) has proceeded to destabilise the Company by attempting to remove Mr Gardner (the only executive director) and Mr McCrabb from the Board.

The Board is of the view that Mr Brooke has acted with Henderson (through the Requisitioning Shareholder together with other managed funds of Henderson) to seek to exercise an inappropriate level of control over the Board and its strategy, and is jeopardising the Company's independence and future.

- The Board has been actively seeking to appoint a new independent non-executive chairman, and was at an advanced stage in the recruitment process. Without notifying the Board, Mr Brooke informed prospective candidates that the Company's current chief executive officer, Mr Gardner, would be removed from the Board once a new non-executive chairman was appointed. This has disrupted the strategic plan of the Board and the Board has been informed that it has resulted in prospective candidates either withdrawing their interest or postponing a possible acceptance of the position. The Board continues to seek the appointment of a non-executive chairman and/or independent non-executive directors to fill the recent vacancies.
- Mr Brooke was keen for the appointment by the Company of Merchant Securities Limited (“**Merchant**”) as broker. Merchant subscribed for new ordinary shares in the Company pursuant to the placing to raise £3.38 million, which was announced by the Company on 25 January 2012. Merchant was appointed joint broker to the Company on 6 February 2012, and the Board has subsequently been informed that Merchant signed irrevocable undertakings in favour of Henderson in support of the First Requisitioned EGM. Merchant resigned as joint broker to the Company on 1 March 2012.

- The Board is also of the belief that Henderson (through the Requisitioning Shareholder together with other managed funds of Henderson), by proposing to remove the sole executive director at the First Requisitioned EGM (which would leave the Board without any executive function), and proposing the appointment of the Proposed Directors, is seeking to exercise an inappropriate level of influence over the Board and its strategy and is jeopardising the Company's independence and future. The Board has requested that Henderson enters into a relationship agreement in order to assure the Company that it will preserve the independence of the Company, and not seek to abuse its significant influence over the Company. This request has, to date, been resisted by Henderson.
- The Requisitioning Shareholder (a managed fund of Henderson) has not, in the view of the Board, provided any valid explanation or reason for seeking the appointment of Mr Brooke to the Board.

REASONS TO VOTE AGAINST THE RESOLUTION TO APPOINT PETER RICHARD YOUD

The Board believes that, since the Company's refocus on oil and gas exploration and production assets, Mr Youd no longer brings to the Board the relevant experience for him to be a director of the Company.

- It is the Board's belief that Mr Youd does not have the experience required in relation to an exploration and production enterprise and lacks an in-depth understanding of the valuation of oil & gas exploration assets, his previous experience having been predominantly in relation to the mining industry and service focused companies within the oil and gas sector.

The Board has lost faith in Mr Youd's ability to exercise judgment independently of Henderson, the Company's largest shareholder, in order for him to carry out the role of an independent non-executive director of the Company (let alone as a non-executive chairman, as previously suggested by Henderson).

- The Board has been informed, through Henderson's solicitors, that Mr Youd is in agreement with the Requisitioning Shareholder (a fund managed by Henderson) in relation to the removal of the executive function within the Company. Since his removal as a director of the Company, the Board has only received communication from Mr Youd through Henderson's solicitors.
- As detailed above, despite a majority of the Board concluding that Mr Brooke had a possible conflict of interest in relation to the Potential Offer (based on advice from its professional advisers), Mr Youd did not agree. He also resisted the formation of a special committee (excluding Mr Brooke) to deal with the Potential Offer, as recommended by the majority of the Board, based on the advice of the Company's professional advisers.
- The Requisitioning Shareholder (a managed fund of Henderson) has not, in the view of the Board, provided any valid explanation or reason for seeking the appointment of Mr Youd to the Board.

First Requisitioned EGM and further reasons as to why Shareholders should vote AGAINST the Requisitioned Resolutions

The First Requisitioned EGM is convened to be held at the offices of Watson, Farley & Williams LLP at 15 Appold Street, London EC2A 2HB at 10.00 am on Friday 13 April 2012. Notice of the First Requisitioned EGM, and information on the resolutions proposed for consideration at the First Requisitioned EGM, was contained in the Company's circular dated 16 March 2012.

The Board believes that the Company is successfully executing its current strategy and this will create value for all Shareholders. Should the resolutions proposed at the First Requisitioned EGM and the Requisitioned Resolutions be passed, this strategy would be jeopardised.

The Company is progressing various matters, the outcome of which will have material consequences for the future success of the Company. Now is not the time to remove directors with relevant experience from the Company and appoint unsuitable directors without the relevant executive and operative experience given the timing of these very high impact events including:

- the completion of the Athena development and production of first oil;
- the negotiation of the farm-out of the Thunderball and Moby discoveries;
- the resolution of the legal dispute between Zeus Petroleum Limited, the Company’s wholly owned subsidiary, and Senergy UK Limited, further details of which are set out in the Company’s results for the six months ended 31 December 2011 released on 29 February 2012; and
- ensuring that the Company optimises the deferred payment from the sale of the Company’s drilling fluids business.

Action to be taken

YOUR BOARD UNANIMOUSLY RECOMMENDS YOU TO VOTE LIKE THIS AGAINST THE REQUISITIONED RESOLUTIONS:

ORDINARY RESOLUTIONS	For	Against	Withheld
Resolution 1 - (Appointment of Peter Richard Youd)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – (Appointment of James Dominic Brooke)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Shareholders will find a Form of Proxy enclosed with this document for use at the Extraordinary General Meeting. Whether or not you intend to be present at the Extraordinary General Meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible. To be valid, completed Forms of Proxy must be received by the Company’s Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY not later than 10.00 am on Thursday 19 April 2012, being 48 hours before the time appointed for holding the Extraordinary General Meeting (excluding any part of a day which is not a working day). Completion of the Form of Proxy will not preclude you from attending the meeting and voting in person if you so wish.

CDI holders will find a CDI Form of Direction Form enclosed with this Notice of Meeting. To be valid and so CDI exercises its rights to vote by proxy at the Extraordinary General Meeting in accordance with the directions of CDI holders, completed CDI Form of Direction Forms must be received by Computershare Investor Services Pty Limited, GPO Box D182, Perth WA 6840, Australia no later than 10.00 am (Perth, Western Australia time) on Wednesday 18 April 2012. CDI holders are invited to attend but are not entitled to vote personally at the Extraordinary General Meeting.

Board’s Recommendation

The Board’s objective has always been to do what is in the best interests of the Company and its Shareholders as a whole. The Company has followed a clear strategy which the Board believes is being successfully executed. The Proposed Directors were removed from the Board as it was the belief of the Board that they were no longer suitable to be directors of the Company. The Board still believes that the Proposed Directors are not suitable to be directors of the Company. The Board believes that by proposing the resolutions at the First Requisitioned EGM and the Requisitioned Resolutions, Henderson (through the Requisitioning Shareholder together with other managed funds of Henderson), is seeking to exercise an inappropriate level of influence over the Board and its strategy and is jeopardising the Company’s independence and future.

Accordingly, your Board believes that the Requisitioned Resolutions are not in the best interest of the Company and Shareholders as a whole and, therefore, recommends that you vote AGAINST the Requisitioned Resolutions at the Extraordinary General Meeting.

The Board intends to vote against, or procure that votes be placed against, the Requisitioned Resolutions to be proposed at the Extraordinary General Meeting, in respect of their own and their connected persons' beneficial shareholdings.

Yours sincerely,

The Board of Lochard Energy Group PLC

LOCHARD ENERGY GROUP PLC
(the 'Company')

(incorporated and registered in England and Wales with registered no: 05209284)

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of the Company will be held at 10:00 am on Monday 23 April 2012 at the offices of Watson, Farley & Williams LLP, 15 Appold Street, London EC2A 2HB.

You will be asked to consider and vote on the resolutions below, which are being proposed as ordinary resolutions.

Ordinary Resolutions

1. **THAT** Mr Peter Richard Youd be appointed as a director of the Company with immediate effect.
2. **THAT** Mr James Dominic Brooke be appointed as a director of the Company with immediate effect.

By Order of the Board

Adrian Bowers
Company Secretary
Dated 26 March 2012

Registered Office:
15 Appold Street
London
EC2A 2HB

Notes:

1. As a holder of ordinary shares in the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. A proxy need not be a member of the Company.
2. In the case of joint holders, the vote of the person first named in the register of members tendering a vote will be accepted to the exclusion of the votes of the other joint holders.
3. In the case of a corporation, the form of proxy must be expressed to be executed by the corporation and must be executed under its common seal, or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
4. To be valid, the form of proxy and any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority must be deposited with the Registrars of the Company, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY (or faxed to Computershare Investor Services PLC on +44 (0)870 703 6116) in accordance with the instructions printed thereon so as to be received not less than 48 hours before the time of the meeting or any adjournment thereof (excluding any part of a day which is not a working day). Any alteration to the form of proxy must be initialled.
5. The completion and return of a proxy card will not affect the right of a member to attend, speak and vote in person at the meeting convened by this notice.
6. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Registrars of the Company, Computershare Investor Services PLC (on telephone number +44 (0)870 707 1256).

7. To direct your proxy how to vote on the resolutions mark the appropriate box with an “X”. To abstain from voting on a resolution, select the relevant “withheld” box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
8. Pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, members will be entitled to attend and vote at the meeting if they are registered on the Company’s register of members 48 hours before the time appointed for the meeting or any adjournment thereof. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
9. Any alterations made to this form should be initialled.
10. The completion and return of this form will not preclude a holder from attending, speaking and voting in person at the meeting. 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. If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of that share.
11. As at the date of this Notice of Meeting the Company’s issued share capital comprised 297,865,616 ordinary shares of 5 pence each. Each share carries one vote.
12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(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 sponsors 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 by means of CREST to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company’s agent, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 48 hours before the time appointed for the meeting. 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 Application Host) from which the Company’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 provider(s) 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 provider(s) 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) of the Uncertificated Securities Regulations 2001.

LOCHARD ENERGY GROUP PLC

(incorporated in England and Wales under the Companies Act 1985 with registered number 05209284)

**FORM OF PROXY
for use by shareholders at the Extraordinary General Meeting
to be held on Monday 23 April 2012**

I/We, the undersigned shareholder(s) of Lochard Energy Group PLC (the “**Company**”) hereby appoint the Chairman of the Extraordinary General Meeting * (see note 1) as my/our proxy to vote in my/our name(s) and on my/our behalf at the Extraordinary General Meeting of the Company to be held at the offices of Watson, Farley & Williams LLP, 15 Appold Street, London EC2A 2HB on Monday 23 April 2012 at 10.00 am and at any adjournment thereof.

Please indicate with an “X” in the appropriate boxes below how the proxy should vote and then sign in the space provided below. If no specific direction as to voting is given, the proxy may vote or abstain at his discretion.

ORDINARY RESOLUTIONS

For Against Withheld

Resolution 1 - (Appointment of Peter Richard Youd)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 2 – (Appointment of James Dominic Brooke)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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I/We authorise my/our proxy to act at his/her discretion in relation to any other business arising at the meeting (including in respect of the question whether to adjourn such meeting) and at any adjournment of such Meeting.

Signature(s) Dated

Name:
(in block capitals)

Address
.....

Initials and surnames of joint holders if any

Notes:

1. *If you wish to appoint any person other than the Chairman of the Meeting as proxy, please delete the words “Chairman of the Meeting” and insert his or her name and address in the space provided and initial the alteration. The person appointed to act as a proxy need not be a member of the Company.
2. As a holder of ordinary shares in the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. A proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the person first named in the register of members tendering a vote will be accepted to the exclusion of the votes of the other joint holders.
4. In the case of a corporation, this form must be expressed to be executed by the corporation and must be executed under its common seal, on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
5. To be valid, this form and any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority must be deposited with the Registrars of the Company, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY (or faxed to Computershare Investor Services PLC on +44(0)870 703 6116) in accordance with the instructions printed thereon so as to be received not less than 48 hours before the time of the meeting



or any adjournment thereof (excluding any part of a day which is not a working day). Any alteration to this form must be initialled.

6. The completion and return of a form of proxy will not affect the right of a member to attend, speak and vote in person at the meeting convened by this notice.
7. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Registrars of the Company, Computershare Investor Services PLC (on telephone number +44 (0)870 707 1256).
8. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
9. Pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, members will be entitled to attend and vote at the meeting if they are registered on the Company's register of members 48 hours before the time appointed for the meeting or any adjournment thereof. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
10. Any alterations made to this form should be initialled.
11. The completion and return of this form will not preclude a holder from attending, speaking and voting in person at the meeting. 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. If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of that share.
12. As at the date of this Notice of Meeting the Company's issued share capital comprised 297,865,616 ordinary shares of 5 pence each. Each share carries one vote.
13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(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 sponsors 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 by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 48 hours before the time appointed for the meeting. 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 Application Host) from which the Company'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 provider(s) 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 provider(s) 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) of the Uncertificated Securities Regulations 2001.

LOCHARD ENERGY GROUP PLC

(incorporated in England and Wales under the Companies Act 1985 with registered number 05209284)

CDI NOTICE OF DIRECTION FORM

Holder Name _____

[CDI Holder Ref No] _____
Address _____

Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests (CDI) of Lochard Energy Group PLC hereby direct CHESS Depositary Nominees Pty Ltd (CDN) to vote the shares underlying my/our holding at the Extraordinary General Meeting of Lochard Energy Group PLC to be held at the offices of Watson, Farley & Williams LLP, 15 Appold Street, London EC2A 2HB at 10.00 am on Monday 23 April 2012 and at any adjournment of that meeting.

By execution of this CDI Notice of Direction Form, the undersigned hereby authorises CDN to appoint such proxies or their substitutes to vote as directed or in their discretion (as the case may be) on such business as may properly come before the meeting.

Please indicate with an "X" in the appropriate boxes below how CDN should vote and then sign in the space provided below. If no specific direction as to voting is given, CDN may vote or abstain at its discretion.

ORDINARY RESOLUTIONS

For Against Withheld

Resolution 1 - (Appointment of Peter Richard Youd)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 2 – (Appointment of James Dominic Brooke)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

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Sole Director and Company Secretary

Individual or Securityholder 2

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Director

Individual or Securityholder 3

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Director/Company Secretary

Print Name _____

Print Name _____

Print Name _____

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____

For your vote to be effective, it must be received by 10.00 am (Perth, Western Australian time) on Wednesday 18 April 2012



How to Vote on Items of Business

You can vote by completing, signing and returning your Notice of Direction Form. This form gives your voting instructions to CHESS Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depositary Nominees Pty Ltd enough time to tabulate all CDI votes and execute the voting instructions.

Signing Instructions

Individual: Each securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory. ie Sole Director, Sole Company Secretary or Director and Company Secretary.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Intentionally Left Blank

