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If you have sold or otherwise transferred all your Ordinary Shares, please send this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

PROSPEX ENERGY PLC

(incorporated and registered in England and Wales under company registration number 03896382)

NOTICE OF REQUISITIONED GENERAL MEETING

Notice of the requisitioned General Meeting of the Company to be held at the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London, EC4M 7RD at 9.30 a.m. on 5 October 2021 is set out at the end of this document.

A Form of Proxy for use at the requisitioned General Meeting is enclosed. To be valid, the Form of Proxy must be completed, signed and returned in accordance with the instructions printed on it to the Company's registrars, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD as soon as possible but in any event so as to arrive no later than 9.30 a.m. on 1 October 2021. Completion of a Form of Proxy will not preclude a Shareholder from attending and voting at the General Meeting.

DEFINITIONS

The following definitions apply through this document unless the context requires otherwise.

"2006 Act"	the Companies Act 2006, as amended consolidated or re-enacted from time to time
"General Meeting"	the general meeting of the Company convened for 5 October 2021 pursuant to the Notice of General Meeting
"Board" or "Directors"	the directors of the Company as at the date of this document
"Company"	Prospex Energy PLC
"Form of Proxy"	the form of proxy accompanying this document for use in connection with the General Meeting
"Notice of General Meeting"	the notice of General Meeting which is set out at the end of this document
"Ordinary Shares"	ordinary shares of 0.1 pence each in the capital of the Company
"Resolutions"	the resolutions set out in the Notice of General Meeting
"Shareholders"	holders of Ordinary Shares

PROSPEX ENERGY PLC

(incorporated and registered in England and Wales under company registration number 03896382)

Directors:

Mark Routh
Bill Smith
Richard Mays
Alasdair Buchanan

Registered office:

Stonebridge House
Chelmsford Road
Hatfield Heath
Essex
CM22 7BD

8th September 2021

To all Shareholders

Notice of General Meeting to be held on 5 October 2021 and Unanimous Recommendation of your Board to vote AGAINST the requisitioned resolutions

Dear Shareholders

This is to inform you of the details of the requisitioned General Meeting which we are holding at the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London, EC4M 7RD at 9.30 a.m. on 5 October 2021. The formal Notice of General Meeting is set out at the end of this document.

If you would like to vote on the Resolutions but cannot come to the General Meeting, you can appoint a proxy to exercise all or any of your rights to attend, vote and speak at the General Meeting by using one of the methods set out in the notes to the Notice of General Meeting. Appointing a proxy will not prevent you from attending and voting in person at the General Meeting.

Shareholders unable or unwilling to attend are invited to submit questions to the Company via the following email address shareholderenquiries@stbridespartners.co.uk before 9:30 a.m. on 1 October 2021 with "PXEN General Meeting" in the subject. Questions of a similar nature may be grouped and answered as a whole and responses, where permissible, will be published after the meeting.

All votes will be undertaken by way of poll rather than a show of hands to reflect the fact that Shareholders, proxies and corporate representatives may not wish or be unable to attend.

Shareholders are encouraged to vote beforehand as they see fit by using the proxy system. If you would like to vote on the Resolutions you can appoint the meeting's Chairman as your proxy to exercise all or any of your rights to vote. Simply fill out the proxy card sent as part of this pack.

The purpose of this letter is to explain certain elements of the business to be considered at the meeting. Resolutions 1 to 9 (inclusive) and 11 to 13 (inclusive) will be proposed as ordinary resolutions. Resolutions 10 and 14 will be proposed as special resolutions.

As announced on 24 August 2021, Resolutions 1 to 10 have been proposed as part of a general meeting requisition request received from Jarvis Investment Management Limited, and therefore not by the Directors. Resolutions 11 to 14 are being proposed by the Directors as an alternative to Resolutions 1 to 10.

For the reasons set out below, the Directors recommend voting AGAINST resolutions 1 through 8 and voting FOR resolutions 11 through 14.

This requisitioned General Meeting proposes that shareholders be asked to consider the following resolutions:

RESOLUTIONS 1 TO 4 – APPOINTMENT OF DIRECTORS

Resolutions 1 to 4 deal with the proposed appointment of new directors of the Company.

1. The appointment of Leo Willem Koot to the Board.
2. The appointment of Gordon Bowman Stein to the Board.
3. The appointment of Stephen Boccioli to the Board.
4. The appointment of Michael Douglas to the Board.

RESOLUTIONS 5 TO 8 – REMOVAL OF DIRECTORS

Resolutions 5 to 8 deal with the proposed removal of the Directors from the Board.

5. The removal of William Hartman Smith from the Board
6. The removal of Richard Paul Mays from the Board
7. The removal of Mark Christopher Routh from the Board
8. The removal of Alasdair Ian Buchanan from the Board

At the last Annual General Meeting of the Company held on 27th July 2021, resolutions to grant authorities to allot ordinary shares in the capital of the Company and to disapply pre-emption rights were not passed, so beyond pre-existing share authorities from prior years, the Company has no means to raise capital by issuing shares.

RESOLUTION 9 – ALLOTMENT OF SHARE CAPITAL

Subject to resolutions 1 to 8 (inclusive) above being passed, and Resolution 10 being passed, Resolution 9 proposes that authority be granted to allot ordinary shares in the capital of the Company up to a maximum nominal amount of one hundred and twenty-five thousand pounds (£125,000) representing an authority to allot approximately 72.6 per cent of the Company's issued ordinary share capital as at 7 September 2021 (the latest practicable date before publication of this letter) during the period of two years following the passing of this Resolution.

SPECIAL RESOLUTION 10 – DISAPPLICATION OF STATUTORY PRE-EMPTION RIGHTS

Subject to resolutions 1 to 8 (inclusive) above being passed, and Resolution 9 being passed, Resolution 10 will empower the directors proposed to be appointed pursuant to Resolutions 1 - 4 to allot Ordinary Shares for cash on a non-pre-emptive basis up to a maximum nominal value of one hundred and twenty-five thousand pounds (£125,000), representing an authority to allot approximately

72.6 per cent of the issued ordinary share capital of the Company as at 7 September 2021 (the latest practicable date before publication of this letter).

RESOLUTIONS 11 AND 12 – CONFIRMATION OF THE APPOINTMENT OF DIRECTORS

Subject to resolutions 1 to 10 (inclusive) above **not** being passed, resolutions 11 and 12 are being tabled to confirm the appointment of Mark Routh and Alasdair Buchanan as directors of the Company.

Neither the Shareholder requisitioning the General Meeting, nor the proposed directors contemplated by resolutions 1 to 4 above, have presented the Company with biographies or credentials of the proposed directors to demonstrate their suitability for the role or their familiarity with the Company's assets.

Brief biographies for the recently appointed directors are set out below.

Mark Routh

Mark is a Petroleum Engineer with more than 40 years' experience in the industry, covering executive management, commercial/asset management, area management and technical roles. Mark spent eight years as CEO/Chairman of AIM listed IOG plc. He has more than 15 years' experience as a board director in executive and non-executive roles in both private and listed companies.

Prior to founding CH4 Energy in 2002, he served 10 years with Hess, six years with BP and five years with Schlumberger in South-East Asia and the North Sea. Mark is currently a Non-Executive Director of Warrego Energy Ltd, the Company's partner in the El Romeral gas and power operation in Spain. Mark has an MSc in Petroleum Engineering from Imperial College and has been a member of the Society of Petroleum Engineers since 1985.

Alasdair Buchanan

Alasdair has 40 years' experience in the industry. Most recently he was Global Energy Director at Lloyds Register and was Chief Operating Officer and a director of Senergy Group plc, the global provider of sub-surface drilling and project management services, responsible for 750 employees. Alasdair was also a non-executive director of Warrego Energy UK Limited from 2012-2019 prior to its public listing on the ASX.

Alasdair worked for Halliburton for three years in Aberdeen and Texas, most recently as Vice President UK and worked for BJ Services for 28 years both in the UK and internationally. Alasdair has a BSc (Hons) in Chemical Engineering from the University of Edinburgh and has been a member of the Society of Petroleum Engineers since 1984.

RESOLUTION 13 – ALLOTMENT OF SHARE CAPITAL

Subject to resolutions 1 to 10 (inclusive) **not** being passed, Resolution 13 proposes that authority be granted to allot ordinary shares in the capital of the Company up to a maximum nominal amount of one hundred thousand pounds (£100,000) representing an authority to allot approximately 62.5 per cent of the Company's issued ordinary share capital as at 7 September 2021 (the latest practicable date before publication of this letter) during the period of two years following the passing of this Resolution 13. Note that this is a lower level of share authorities being sought by Resolution 9 above by the shareholder group representing the proposed directors.

Proposed use of authorities

The Board believes that Prospex's current portfolio is a springboard for further growth opportunities. Organic growth is already happening and corporate acquisitions will also be considered. Currently all our assets are onshore. We would look at offshore gas projects - access to infrastructure for gas export is key.

Investment and acquisition size will vary according to the available production linked financing. We will leverage the optimum debt levels, common practice in this industry, in order to increase returns to shareholders with minimal risk. We are looking at onshore asset divestments in Germany, Romania and elsewhere. The Company is talking to debt financiers and others in order to limit the use of equity and shareholder dilution, but future deals are likely to comprise an element of both debt and equity. Therefore, the Company proposes to ask shareholders for the ability to raise funds to grow the Company through the issue of shares to finance future deals that are in line with the Company's stated vision and strategy.

SPECIAL RESOLUTION 14 – DISAPPLICATION OF STATUTORY PRE-EMPTION RIGHTS

Subject to resolutions 1 to 10 (inclusive) **not** being passed, Resolution 14 will empower the Directors to allot Ordinary Shares for cash on a non-pre-emptive basis up to a maximum nominal value of seventy-five thousand pounds (£75,000), representing an authority to allot approximately 46.9 per cent of the issued ordinary share capital of the Company as at 7th September 2021 (the latest practicable date before publication of this letter) and shall expire upon the expiry of the general authority conferred by Resolution 13. Note that this is also a lower level of share authorities being sought by Resolution 10 above by the shareholder group representing the proposed directors.

Proposed use of authorities

As described above under Resolution 13, the Company is seeking authority to be able to raise funds, if and when needed, through the issue of equity without pre-emption in order to be able to execute transactions, if and when needed, without having to call a further general meeting.

DUE DILIGENCE ON PROPOSED DIRECTORS

None of the proposed directors put forward as part of the requisition notice has been subject to due diligence, or been approved by Strand Hanson, the Company's Nominated Adviser. Strand Hanson will now commence this process in line with its requirements under the AIM Rules for Companies and AIM Rules for Nominated Advisers. Should the information to be requested not be provided within a sufficient period to allow Strand Hanson to make an informed assessment of the proposed appointees by the time of the General Meeting, or should external third party due diligence reports be required to be commissioned and such due diligence reports are not commissioned, or should Strand Hanson determine that any of the proposed directors are not suitable to act as directors of the Company, Strand Hanson may be forced to consider its position as nominated adviser to the Company. In the event that Strand Hanson were to resign as nominated adviser, the Company's ordinary shares would be suspended from trading immediately and, under the AIM Rules for Companies, the Company would then have one month to replace Strand Hanson as nominated adviser, failing which the Company's admission to trading on AIM would be cancelled.

ACTION TO BE TAKEN

Shareholders will find a Form of Proxy enclosed for use at the 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, not later than 9.30 a.m. on 1 October 2021, being 2 business days before the time appointed for holding the General Meeting. Your attention is drawn to the notes to the Form of Proxy. As noted above, Shareholders are encouraged to vote in advance by proxy and to appointment the Chairman as their proxy.

RECOMMENDATION

The CEO of the Company published Prospex's strategy and its future plans in the shareholder letter published on 23 August 2021, released on the Company's website, which can be found here: bit.ly/3kdxE4E. It is this vision for the Company which the current Board of directors is supporting. At the time of this notice being posted, neither the requisitioning shareholder, nor the proposed directors named in Resolutions 1 through 4, have provided the Company in writing with any proposed alternative strategy, nor has the Company been provided with any information on the proposed directors.

The Board of directors considers Resolutions 1 to 8 (inclusive) are not in the best interests of the Company and the majority of its shareholders as the proposed alternative directors have no specific experience or knowledge of the Company's assets, operations, or joint venture partners, have not put forward a viable alternative strategy and are instead aligned with a shareholder group acting in their own best interests and not that of the Company and the shareholder base as a whole. **As a result, the Board unanimously recommend that you vote against resolutions 1 to 8 (inclusive), and that therefore resolutions 9 and 10 above will not be tabled.**

The Board of directors considers Resolutions 11 to 14 (inclusive) are likely to promote the success of the Company and are in the best interests of the Company and its Shareholders as a whole. The Directors therefore unanimously recommend that you vote **in favour** of Resolutions 11 to 14 (inclusive) as they intend to do so in respect of their own beneficial holdings which amount in aggregate to 5,602,543 Ordinary Shares representing approximately 3.50 per cent of the existing issued Ordinary Share capital of the Company.

The outlook for Prospex is extremely positive with a new CEO Mark Routh at the helm. With an increasing income stream from the current production already in our portfolio and a significant boost to our near-term production forecast with the recent proposed acquisition to increase our share in the Podere Gallina permit in Italy by 20%, we are well positioned to grow this company to multiples of its current valuation with a new CEO with a clear vision and strategy for the Company point forward.

Yours sincerely

BILL SMITH

Chairman

PROSPEX ENERGY PLC

NOTICE OF REQUISITIONED GENERAL MEETING

Notice is hereby given that a general meeting of Prospex Energy PLC (the **Company**) will be held at the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London, EC4M 7RD at 9.30 a.m. on 5 October 2021 for the following purposes. Resolutions 1 to 9 (inclusive) and 11 to 13 (inclusive) will be proposed as ordinary resolutions. Resolutions 10 and 14 will be proposed as special resolutions.

ORDINARY RESOLUTIONS

1. That Leo Willem Koot of Rua Rainha Dona Amelia 60, Casal da Granja, 2710-326 Sintra, Portugal, be appointed as a director of the Company with immediate effect.
2. That Gordon Bowman Stein of 35 Hale Pit Road, Bookham, Leatherhead, Surrey, KT23 4BS be appointed as a director of the Company with immediate effect.
3. That Stephen Boccioli of 5 Elmwood Road, London SE24 9NU be appointed as a director of the Company with immediate effect.
4. That Michael Douglas of 29 Alexandra Road, Chiswick, London W4 1AX be appointed as a director of the Company with immediate effect.
5. That William Hartman Smith be removed as a director of the Company with immediate effect.
6. That Richard Paul Mays be removed as a director of the Company with immediate effect.
7. That Mark Christopher Routh be removed as a director of the Company with immediate effect.
8. That Alasdair Ian Buchanan be removed as a director to the Company with immediate effect.
9. That the proposed directors to be appointed pursuant to Resolutions 1 to 4 be and they are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the "**2006 Act**") to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (together "**Relevant Securities**") up to an aggregate nominal amount of £125,000, provided that this authority shall expire after the period of two years after the passing of this Resolution, except that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities or equity securities as the case may be, to be allotted after such expiry and the proposed directors to be appointed pursuant to Resolutions 1 to 4 may allot Relevant Securities or equity securities in pursuance of any such offer agreement as if the authority in question had not expired and such Ordinary Resolution is subject to and conditional on the passing of the Ordinary Resolutions numbered (1), (2), (3), (4), (5), (6), (7) and (8) set out above and Special Resolution numbered (10) set out below.

SPECIAL RESOLUTION

10. As a Special Resolution, that the proposed directors to be appointed pursuant to Resolutions 1 to 4 be and are empowered, in accordance with Sections 570 and 573 of the 2006 Act, to allot equity securities (as defined in Section 560(1) of the 2006 Act) for cash pursuant to the authority conferred by Resolution number 9 or by way of a sale of treasury shares as if Section 561 (l) of the 2006 Act did not apply to any such allotment, provided that this power should be limited to the allotment of equity securities up to an aggregate nominal amount of £125,000 and shall expire upon the expiry of the general authority conferred by Resolution 9 above, except that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired and such Special Resolution, is subject to and conditional on the passing of Ordinary Resolutions numbered (1), (2) ,(3), (4), (5), (6), (7), (8) and (9) set out above.

ORDINARY RESOLUTIONS

11. That subject to resolutions 1 to 10 (inclusive) above **not** being passed to confirm the appointment as a director of Mark Christopher Routh.
12. That subject to resolutions 1 to 10 (inclusive) above **not** being passed to confirm the appointment as a director of Alasdair Ian Buchanan.
13. That subject to resolutions 1 to 10 (inclusive) above **not** being passed that the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the 2006 Act to allot shares and to make offers or agreements to allot shares in the Company or Relevant Securities up to an aggregate nominal amount of £100,000, provided that this authority shall expire after the period of two years after the passing of this resolution, except that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities or equity securities as the case may be to be allotted after such expiry and the directors may allot Relevant Securities or equity securities in pursuance of any such offer or agreement as if the authority in question had not expired.

SPECIAL RESOLUTION

14. That subject to resolutions 1 to 10 (inclusive) above **not** being passed that the directors be and are empowered, in accordance with section 570 and 573 of the 2006 Act, to allot equity securities (as defined in section 560(1) of the 2006 Act) for cash pursuant to the authority conferred by Resolution number 13 or by way of a sale of treasury shares as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £75,000, and shall expire upon the expiry of the general authority conferred by Resolution 13 above, except that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted after such expiry and the directors may allot

equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

By order of the Board

Bill Smith
Chairman
8th September 2021

Registered Office
Stonebridge House
Chelmsford Road
Hatfield Heath
Essex CM22 7BD

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies 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 the member. A proxy need not be a member of the Company.
2. A form of proxy is enclosed with this notice and instructions are shown on the form. To be valid, completed proxies must be received (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney) by the Company's registrar, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD no later than 48 hours before the time for holding the meeting excluding any day that is not a business day. Depositing a completed form of proxy will not preclude a member from attending the meeting and voting in person.
3. 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. If you attend the meeting in person, your proxy appointment will automatically be terminated.
4. To change your proxy instructions, you may return a new proxy appointment using the hard copy proxy form. Please contact Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD to request a new hard copy proxy form. 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. The Company specifies, pursuant to Regulation 41 of the Uncertified Securities Regulations 2001, that only those shareholders registered in the register of members of the Company as at 6 p.m. on 1 October 2021 (or, if the meeting is adjourned, at 6 p.m. on the date which is two days prior to 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 entries on the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

6. As at 7 September 2021 (being the latest practicable day before the publication of this Notice), the Company's issued share capital consisted of 159,944,715 ordinary shares carrying one vote each. As at the date of this letter the Company holds 7,361 Ordinary Shares in the capital of the Company in treasury. Therefore, the total voting rights in the Company are 159,937,354.