

Xtract Energy Plc (the “Company”)

(Incorporated in England & Wales under the Companies Act 1985 (as amended)
with registered number 5267047)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that an Annual General Meeting of the Company will be held at Trowers & Hamblins, Sceptre Court, 40 Tower Hill, London, EC3N 4DX on 31 July 2007 at 11 a.m. for the following purposes:

ORDINARY BUSINESS

To consider and if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To reappoint John Conlon, appointed during the year and retiring as a Director in accordance with the Articles of Association of the Company and, being eligible, offering himself for re-election as a Director of the Company; and
2. To reappoint Sue Wickerson, retiring as a Director in accordance with the Articles of Association of the Company and, being eligible, offering herself for re-election as a Director of the Company.

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions, of which resolutions 3, 4 and 5 will be proposed as ordinary resolutions and resolution 6 will be proposed as a special resolution:

3. THAT the Company may send or supply documents or information to members by making them available on a website or by other electronic means;
4. THAT the authorised share capital of the Company be increased from £1,000,000 divided into 1,000,000,000 ordinary shares of 0.1p each to £2,000,000 divided into 2,000,000,000 ordinary shares of 0.1p each by the creation of 1,000,000,000 new ordinary shares of 0.1p each such shares to rank *pari passu* in all respects with the existing ordinary 0.1p shares in the capital of the Company;
5. THAT, for the purposes of section 80 of the Companies Act 1985 (the “Act”) and in addition to all existing authorities granted pursuant to section of 80 of the Act (save to the extent utilised) the Directors of the Company be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Act) up to an aggregate nominal amount of £220,000 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors of the Company may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired; and
6. THAT, subject to the passing of resolution 5 above and in addition to all previous authorities of the Directors granted pursuant to section 95 of the Act (save to the extent utilised), the Directors of the Company be and are hereby empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) for cash pursuant to the authority conferred by resolution 5 above as if section 89 (1) of the Act did not apply to any such allotment provided that the power conferred by this resolution shall be limited to:
 - (i) the allotment of equity securities in connection with an issue or offer of equity securities (including, without limitation, under a rights issue, open offer or similar arrangement) to holders of equity securities in proportion (as nearly as may be practicable) to their respective holdings of equity securities subject only to such exclusions or other arrangements as the Directors of the Company may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange in any territory; and

- (ii) (the allotment (otherwise than pursuant to sub-paragraph (i) of this resolution 6) of equity securities up to an aggregate nominal value of £140,000.

The power conferred by this resolution 6 shall expire (unless previously renewed, revoked or varied by the Company in general meeting), at such time as the general authority conferred on the Directors of the Company by resolution 5 above expires, except that the Company may at any time before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Date: 3 July 2007

By Order of the Board

Talya Barry
Company Secretary

Xtract Energy Plc
27 Albemarle Street
London
W1S 4DW

Notes

- 1) A member entitled to attend and vote at the meeting convened by the notice set out above is entitled to appoint a proxy (or proxies) to attend and, in the event of a poll, to vote instead of him or her. A proxy need not be a member of the Company. A form of proxy is enclosed with this notice.
1. To be valid, a form of proxy, duly executed together with any power of attorney or other authority under which it is signed, must be deposited at the offices of the Company's Registrars, Share Registrars Limited, Craven House, West Street, Farnham Surrey GU9 7EN by no later than 11.00 a.m. on 29 July 2007. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Annual General Meeting.
2. In the case of joint holders the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
3. In the case of a corporation the form of proxy must be entered under its common seal or signed on its behalf by a duly authorised officer of the corporation.
4. The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, stipulates that only those members registered in the register of members of the Company as at 11 a.m. on 29 July 2007 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their names at that time. Changes to entries in the register of members after 11 a.m. on 29 July 2007 shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.