

**This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser being, in the case of shareholders in Ireland, an organisation or firm authorised or exempted pursuant to the European Communities (Markets in Financial Instruments) Regulations (Nos. 1 to 3) 2007 or the Investment Intermediaries Act 1995 (as amended), or, in the case of shareholders in the United Kingdom, a firm authorised under the Financial Services and Markets Act 2000.**

**If you have sold or transferred all of your registered holding(s) of ordinary shares in the Company, please forward this document and the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected, for delivery to the purchaser or transferee.**

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## **U.S. Oil and Gas plc**

**Notice of Annual General Meeting 2014  
Monday, 30 June 2014 at 11.00am  
The Bewleys Hotel Ballsbridge, Merrion Road, Dublin 4, Ireland**

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A letter from the Chairman of U.S. Oil and Gas plc is set out on page 3 of this document.

Your attention is drawn to the Notice of the Annual General Meeting to be held on Monday, 30 June 2014 at 11.00am, The Bewleys Hotel Ballsbridge, Merrion Road, Dublin 4, Ireland which is set out on page 4 of this document.

A Form of Proxy for use at the meeting has been posted to all shareholders and, if you wish to appoint a proxy, the form should be returned to Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandymount Industrial Estate, Dublin 18 so as to be received no later than 11.00 am on 28<sup>th</sup> June 2014. Postal deliveries must be received by Friday 27<sup>th</sup> June 2014.

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## EXPECTED TIMETABLE OF EVENTS

Record Date	Close of Business on Sat 28 <sup>th</sup> June 2014
Latest time for return of proxies by <b>postal delivery</b> for AGM	Fri 27 <sup>th</sup> June 2014
Latest time for return of proxies for AGM	11.00am on Sat 28 <sup>th</sup> June 2014
Annual General Meeting	11.00am on Mon 30 <sup>th</sup> June 2014

## AGENDA

### Ordinary Business

1. To receive and consider the financial statements for the year ended 30 September 2013 and the reports of the Directors and Auditors thereon
2. Re-election of Peter Whelan as a Director
3. To authorise the Directors to fix the remuneration of the Auditors
4. To consider the continuation of LHM Casey McGrath as Auditors
5. Authorisation to fix the remuneration of the Auditors

### Special Business

6. Authorisation of Directors to allot shares
7. Authorisation to allot equity securities otherwise than in accordance with statutory pre-emption rights

## LETTER TO SHAREHOLDERS

Dear shareholder,

I am writing to you to outline the background to the resolutions to be proposed at the forthcoming Annual General Meeting (“AGM”), all of which the board of directors (the “Board” or the “Directors”) considers to be in the best interests of shareholders as a whole and are recommending for your approval.

Your attention is drawn to the Notice of the AGM of the Company, which will be held on Monday, 30 June 2014 at 11.00am, The Bewleys Hotel Ballsbridge, Merrion Road, Dublin 4 and is attached to this document.

In addition to the ordinary business to be transacted at the AGM, as set out in resolutions (1) to (5) in the notice of meeting, the Board proposes as special business resolution (6) and (7) which are described further below.

### Special Business

These resolutions remain unchanged from previous years.

The two items of special business ( Resolutions 6 and 7 ) relate to the share capital of the Company.

Under the first item of special business (Resolution 6), shareholders are being asked to renew, until the date of the next Annual General Meeting or 30<sup>th</sup> June 2015 (whichever is the earlier), the authority of the Directors to allot new shares.

Under the second item of special business (Resolution 7), shareholders are being asked to renew the authority, pursuant to Article 6 of the Articles of Association of the Company, to disapply the strict statutory pre-emption provisions in the event of a rights issue or in any other issue of shares for cash up to an aggregate nominal value of €416, being equivalent to approximately 10% of the nominal value of the Company's issued ordinary share capital for the time being. If adopted, this authority will expire on the earlier of the close of business on 30<sup>th</sup> June 2015 or the date of the next Annual General Meeting of the Company in 2015.

Yours sincerely,  
Brian McDonnell  
Chairman

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of U.S. Oil and Gas plc will be held on Monday, 30 June 2014 at 11.00am, The Bewleys Hotel Ballsbridge, Merrion Road, Dublin 4 for the following purposes:

## **As Ordinary Business**

1. To receive and consider Statements of Account for the year ended 30 September 2013 and the reports of the directors and auditors thereon.
2. To re-elect Peter Whelan who, in accordance with Regulation 82 of the Articles of Association of the Company shall retire by rotation, and, being eligible, offers himself for re-election as a director of the Company.
3. To authorise the directors to fix the remuneration of the auditors.
4. To consider the continuation in office of LHM Casey McGrath as auditors of the Company until the conclusion of the next Annual General Meeting of the Company.
5. To authorise the directors to fix the remuneration of the directors.

## **As Special Business**

6. To consider and , if thought fit, to pass as an Ordinary Resolution:  
That the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of section 20 of the Companies (Amendment) Act, 1983) up to an aggregate nominal amount of €1,375 (representing approximately 33% of the nominal value of the issued share capital provided that this authority shall expire at the earlier of the close of business on the date of the next Annual General Meeting after the passing of this resolution and 30<sup>th</sup> June 2015 provided however 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 may allot relevant securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

7. To consider and , if thought fit, to pass as a Special Resolution:  
That pursuant to Article 6 of the Articles of Association and Section 23 and Section 24(1) of the Companies (Amendment) Act, 1983 the Directors are hereby empowered to allot equity securities (within the meaning of Section 23 of that Act) for cash ( including for the avoidance of doubt any equity securities issued pursuant to any employee share scheme of the company ) as if the said Section 23(1) did not apply to any such allotment, provided that this power shall be limited to the matters provided for in Article 6 of the Articles of Association and provided further that the aggregate nominal value of any shares which may be allotted pursuant to Article 6 may not exceed €416 being equivalent to approximately 10% of the aggregate nominal value of the issued ordinary share capital of the Company.

By Order of the Board

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**Brian McDonnell**

**Company Secretary**

Registered Office: Alexandra House, The Sweepstakes, Ballsbridge, Dublin 4

Dated: 30 May, 2014