

BLACK ROCK OIL & GAS PLC
(Registered in England and Wales No. 4128401)

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Black Rock Oil & Gas plc (the "Company"), will be held at Corporate Synergy, 12 Nicholas Lane, EC4N 7BN, London at 10.00 am on Tuesday 9th September 2003 for the following purposes:

1. To receive the audited accounts for the Company and its subsidiaries for the year ended 30 June 2002, together with the related directors' and auditors' reports;
2. To re-elect Mr David Steinepreis as a director;
3. To re-elect Mr Hugh Warner as a director, who was co-opted to the board on 19 November 2002
4. To reappoint Hacker Young as auditors;
5. To authorise the directors to determine the remuneration of the Auditors;

AND AS SPECIAL BUSINESS to consider and if thought fit, pass the following resolutions, which will be proposed as to resolution 6 as an ordinary resolution and as to resolution 7 as a special resolution of the Company:

6. THAT the Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (the "Act") (as amended) to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 (2) of the Act) to such persons and upon such terms as the Directors shall think fit, provided always that the authority hereby conferred shall be limited to the allotment of relevant securities having an aggregate nominal amount of £259,648, and such authority shall substitute and supersede all other existing authorities (but without prejudice to the exercise of any such authority prior to the date hereof), and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the fifth anniversary of the passing of this resolution; and, in addition, where the Company, at any time prior to the expiry of the authority, makes an offer or agreement which would or might require relevant securities to be allotted after the expiry of the authority, the Directors shall be authorised to allot relevant securities in pursuance of such offer or agreement as if the authority had not expired.;
7. THAT the Directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94(2) of the Act) pursuant to the general authority to allot conferred by resolution number 6 above as if Section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of £85,875 and such power shall, unless previously revoked or varied by special resolution of the Company in general meeting, expire at the earlier of the conclusion of the Annual General Meeting of the Company in 2004 and the date falling fifteen months after the passing of this resolution; and, in addition, where the Company, before such expiry, makes offers or agreements which would or might require equity securities to be allotted after such expiry, the Directors shall be empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred thereby had not expired, and this power shall substitute and supersede all existing but unexercised powers.

By order of the Board,
Gary Steinepreis
Company Secretary

Registered office:
29 Albemarle Street
London W1S 4JB

6 August 2003

Notes

Resolution 6 renews the Directors' authority to allot relevant securities (as defined in section 80 of the Companies Act 1985) shares having an aggregate nominal value of up to £259,648 (51,929,588 ordinary shares) calculated as follows:

	<i>0.5p shares</i>	<i>£</i>
Authorised share capital	200,000,000	1,000,000
Issued share capital	(98,265,200)	(491,326)
Shares held under option or warrant which may be issued under existing authorities	(49,805,212)	(249,026)
	_____	_____
Remaining unissued share capital	51,929,588	259,648

Resolution 7, permits the allotment of equity securities for cash without first offering them to existing shareholders on a pro rata basis, and is limited to allotments of shares having an aggregate nominal value of up to £85,875 (17,175,040 ordinary shares) being 17.5 per cent. of the Company's current issued ordinary share capital

BLACK ROCK OIL & GAS PLC

FORM OF PROXY

To be used for the Annual General Meeting of the above named Company to be held on 9th September 2003

I/We..... of

(BLOCK CAPITALS PLEASE)

being a member(s) of the above named Company HEREBY APPOINT the Chairman of the meeting or failing him

to be my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company convened for 10am on 9th September 2003 and at any adjournment thereof.

I/We direct the proxy to vote for/against the resolutions to be proposed at such meeting as indicated by an "X" in the appropriate space below. The resolutions are numbered as in the Notice of the Meeting.

(Note: Unless otherwise directed the proxy will vote or abstain from voting as he thinks fit).

Ordinary Resolutions

	For	Against
1. To receive and adopt the report and accounts for the year to 30 June 2002	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Mr David Steinepreis as a Director	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Hugh Warner as a Director	<input type="checkbox"/>	<input type="checkbox"/>
4. To reappoint Hacker Young as auditors	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorise the Directors to fix the Auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the directors to allot relevant securities up to a nominal value of £259,648	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolution

7. To authorise the directors to allot relevant securities up to a nominal value of £85,875	<input type="checkbox"/>	<input type="checkbox"/>
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Signed:

Dated this day of 2003

Notes:

- To be effective this proxy form must be lodged at or sent to the Company's registrars Computershare Investor Services PLC at P.O.Box 82, The Pavilions, Bridgwater Road, Bristol, BS99 7NH so as to arrive no later than 48 hours before the time of the meeting together with, if appropriate, the power of attorney or other authority under which it is signed or a certified copy of such power of attorney.
- In the case of a corporation this proxy form should be executed under its common seal or should be signed on its behalf by an officer or attorney duly authorised in that behalf.
- In the case of joint holders, the vote of the senior who renders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of shareholders in respect of the joint holding.
- If it is desired to appoint as a proxy any person other than the Chairman of the meeting, the name and address of such other person should be inserted and the alteration should be initialled. A proxy need not be a shareholder but must attend the meeting in person to represent a member.
- Completion and return of this form of proxy will not preclude you from attending the meeting and voting in person.