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ASCENT RESOURCES PLC

(Incorporated and registered in England and Wales with registered number 05239285)

Proposed Placing of 340,000,000 New Ordinary Shares to raise £17 million for the Company

Notice of General Meeting

Your attention is drawn to the letter from the Chairman of Ascent set out in this document which recommends you to vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Notice of a General Meeting of Ascent, to be held at the offices of finnCap, 60 New Broad Street, London, EC2M 1JJ at 9.00 a.m. on 6 April 2011, is set out at the end of this document. The Form of Proxy for use at the General Meeting accompanies this document and, to be valid, 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, by not later than 9.00 a.m. on 4 April 2011. Completion of a Form of Proxy will not prevent a Shareholder from attending the meeting and voting in person.

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This document does not constitute an offer to buy or subscribe for, or the solicitation of an offer to buy or subscribe for, New Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful. The New Ordinary Shares have not been, and will not be, registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States nor do they qualify for distribution under any of the relevant securities laws of Canada, Australia, the Republic of Ireland, the Republic of South Africa or Japan. Accordingly, the New Ordinary Shares may not, directly or indirectly, be offered, sold or taken up, delivered or transferred in or into the United States, Canada, Australia, the Republic of Ireland, the Republic of South Africa or Japan or any other territory outside the United Kingdom. The distribution of this document outside the United Kingdom may be restricted by law and therefore persons outside the United Kingdom into whose possession this document has come should inform themselves and observe any restrictions as to the Placing or the distribution of this document.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Admission of the Firm Placing Shares to AIM	8.00 a.m. on 23 March 2011
Latest time and date for receipt of Forms of Proxy	9.00 a.m. on 4 April 2011
General Meeting	9.00 a.m. on 6 April 2011
Admission of the Conditional Placing Shares to AIM	8.00 a.m. on 7 April 2011
Dispatch of definitive share certificates, or CREST accounts credited in relation to the Conditional Placing Shares by	21 April 2011

SHARE CAPITAL AND PLACING STATISTICS

Number of Existing Ordinary Shares	685,509,722
Number of New Ordinary Shares	340,000,000
Enlarged issued share capital following Admission of the New Ordinary Shares	1,025,509,722
Placing Price	5p
Net proceeds of the Placing	£16.4 million (approx.)
Market capitalisation of the Company, following the Placing, at the Placing Price	£51.3 million (approx.)

DEFINITIONS

The following definitions apply throughout this document, except where the context requires otherwise.

“Admission”	the admission of the Firm Placing Shares or Conditional Placing Shares (as the case may be) to trading on AIM becoming effective in accordance with the AIM Rules
“AIM”	the AIM market operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies as issued by the London Stock Exchange from time to time governing, inter alia, the admission of securities to AIM
“Articles”	the articles of association of the Company
“Board” or “Directors”	the board of directors of the Company, whose names are set out on page 6 of this document
“Business Day”	any day (excluding Saturdays, Sundays and public holidays) on which banks are open in the City of London for the conduct of normal banking business
“Company” or “Ascent”	Ascent Resources plc, a company incorporated in England & Wales with registered number 05239285, whose registered office is at One America Square, Crosswall, London, EC3N 2SG
“Companies Act”	the Companies Act 2006 (as amended)
“Conditional Placing”	the placing to certain institutional and other investors of the Conditional Placing Shares at the Placing Price pursuant to the Placing Agreement which is conditional on the passing of the Resolutions
“Conditional Placing Shares”	the 240,000,000 New Ordinary Shares to be issued pursuant to the Conditional Placing
“CREST”	the relevant system (as defined in the Regulations) in respect of which Euroclear UK & Ireland Limited is the operator (as defined in the Regulations)
“Existing Ordinary Shares”	the 685,509,722 Ordinary Shares in issue at the date of this document
“finnCap”	finnCap Limited, a company incorporated in England & Wales with registered number 06198898, whose registered office is at 60 New Broad Street, London EC2M 1JJ, the Company’s nominated adviser and joint broker
“Firm Placing”	the placing to certain institutional and other investors of the Firm Placing Shares at the Placing Price pursuant to the Placing Agreement and the authority granted to Directors at the Company’s general meeting held on 28 June 2010
“Firm Placing Shares”	the 100,000,000 New Ordinary Shares which will be issued pursuant to the Firm Placing
“Form of Proxy”	the form of proxy accompanying this document for use by Shareholders at the General Meeting
“FSA”	Financial Services Authority
“FSMA”	the Financial Services and Markets Act 2000 (as amended)

“General Meeting”	the general meeting of the Company convened for 9.00 a.m. on 6 April 2011 (or any adjournment thereof), notice of which is set out at the end of this document
“Group”	the Company and its subsidiaries as at the date of this document
“London Stock Exchange”	the London Stock Exchange plc
“New Ordinary Shares”	the Firm Placing Shares and the Conditional Placing Shares
“Notice of General Meeting”	the notice of General Meeting set out at the end of this document
“Ordinary Shares”	ordinary shares of 0.1p each in the capital of the Company
“Placing”	the Conditional Placing and the Firm Placing
“Placing Agreement”	the agreement, dated 17 March 2011, between the Company, the Directors, finnCap and Shore Capital relating to the Placing
“Placing Price”	5 pence per New Ordinary Share
“Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755)
“Resolutions”	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting
“Shareholders”	holders of Ordinary Shares
“Shore Capital”	Shore Capital Stockbrokers Limited, a company incorporated in England & Wales with registered number 01850105, whose registered office is at Bond Street House, 14 Clifford Street, London, W1S 4JU, a joint broker on the Placing

LETTER FROM THE CHAIRMAN

Ascent Resources plc

(Incorporated and registered in England and Wales with registered number 05239285)

Directors:

John Kenny (*Chairman*)
Jeremy Eng (*Managing Director*)
Scott Richardson Brown (*Finance Director*)
Nigel Moore (*Non-executive Director*)
Cameron Davies (*Non-executive Director*)
Graham Cooper (*Non-executive Director*)

Registered Office:

One America Square
Crosswall
London
EC3N 2SG

17 March 2011

Dear Shareholder

Placing to raise £17 million for the Company

1. Introduction

The Company today announced that it has raised £5 million, before expenses, by way of a Firm Placing of 100,000,000 New Ordinary Shares at a price of 5p per share and, subject to the passing of the Resolutions at the General Meeting the Company has conditionally raised a further £12 million, before expenses, by way of a Conditional Placing of a further 240,000,000 New Ordinary Shares at a price of 5p per share. Further details of the Placing are set out in paragraph 3 below.

The Company is seeking the authority of Shareholders to provide the Directors with authority to allot and issue the Conditional Placing Shares and to disapply pre-emption rights in relation to the allotment of the Conditional Placing Shares. Accordingly, the Company is convening the General Meeting. The Resolutions to be proposed at the General Meeting are contained in the Notice of General Meeting set out at the end of this document.

The purpose of this letter is to outline the reasons for, and to explain the terms of, the Placing and to explain why the Board considers the Resolutions to be in the best interests of the Company and Shareholders as a whole and why the Directors recommend that you vote in favour of the Resolutions at the General Meeting as they intend to do in respect of the Ordinary Shares held by them.

2. Reasons for the Placing and use of Proceeds

Slovenia

The Company announced on 16 February 2011 the results of its first appraisal well in the Petišovci project area in Slovenia in which the Company has a 75 per cent. working interest. RPS, independent reservoir engineers, have estimated P50 gas in place for the Petišovci/Lovási/Ujfalú project of 412 Bcf.. The Pg-11 well, the first drilled in the Petišovci-Globocki field in 22 years, targeted six middle Miocene reservoirs, all of which were intersected and found to be gas bearing which, in the Directors' opinion, underpins the commercial potential of the project. In addition, Pg-11 encountered the Lower Miocene Karpatian reservoir from which gas and condensate were sampled and flared. The Directors expect that this additional, potentially naturally fractured reservoir, could contain additional resource potential of over 100 Bcf..

As a result of the encouraging results from Pg-11, which decreases the project risk, the Company intends to progress to the second phase of the well programme which will be to drill a horizontal production sidetrack well on Pg-11 after more fully evaluating the Karpatian reservoir. The Crosco Cardwell-1 rig has remained on location in Slovenia and the second phase of operations on the Pg-11 well is planned to commence during April.

In addition a further well, Pg-10, is planned to be drilled in the Petišovci-Globocki field with drilling expected to commence in June. Both the Pg-11 sidetrack and the Pg-10 well are expected to commence production in late 2011 utilising local infrastructure and national gas grid connections in the field area.

Hungary

The Ujfalu project area in Hungary lies less than 10km from the Petišovci-Lovászi field which straddles the Slovenia and Hungary border. The Ujfalu project is believed to be a look-a-like structure to the Petišovci structure. The last well drilled in 1977 encountered gas shows in the Miocene section. The Company is targeting dual prospects on this project area with the Miocene prospects as well as a deeper amplitude anomaly driven prospect.

The Directors believe there is the potential for additional reserves to Petišovci with the additional deep amplitude prospect independently estimated to hold 39 Bcf. but not including any additional resources that may be shown to be in the Middle Miocene formations. The 3-D seismic data over the project area identifies other exploration and appraisal opportunities.

The Company intends to drill the Ujfalu-III exploration well in August 2011.

By way of a participation agreement entered into between Ascent Resources Hungary Limited, a wholly owned subsidiary of the Company, and MOL Hungarian Oil and Gas plc (“MOL”) (the “Participation Agreement”), the Company currently holds a 50 per cent. participating interest in parts of two licences in Hungary: 122 Kerkerbarabas and 133 Bazakerettye. The primary licence area, the 133 Bazakerettye Licence, covering approximately 95 per cent. of the relevant acreage the subject of the Participation Agreement, was granted for an initial 4 year period and is due to expire on 14 May 2011. MOL, as the legal holder of the licences, has confirmed to the Company that it intends to apply for an extension to this licence for a period of two years as allowed by the Hungarian Mining Act (ACT XLVIII of 1993). The Company and MOL know of no reason why this extension would not be granted.

Licence 122 Kerkerbarabas, which covers approximately 5 per cent. of the acreage covered by the Participation Agreement, is due to expire on 14 August 2011. MOL is entitled to apply for a “mining plot” 12 months after the expiration of the licence but the Directors believe it is unlikely that a mining plot will be applied for. This licence area is not the focus of the work programme or future development strategy of the Hungarian prospects.

Use of Proceeds

The Company intends to allocate the proceeds of the Placing in the following manner:

<i>Item</i>	<i>Cost €</i>
Petišovci project – Pg-11 sidetrack and completion	4.0 million
Petišovci project – Pg-10 drilling and completion	5.1 million
Ujfalu project – Ujfalu-III drilling and completion	4.0 million
Costs of Placing, general, administrative and working capital	6.9 million
Total	<u>20.0 million</u>

In the event that the Petišovci and Ujfalu drilling campaigns are successful, the Company will need to raise further funds for an accelerated field development programme. The Company intends to examine the use of leverage and farm-in potential in preference to equity issuance to minimise dilution, however, the Company cannot rule out a further equity issue to fund field development. The development plan for Petišovci envisages between 10 and 15 wells over a three to four year period. The Company may also choose, given the right market conditions, to raise further funds (possibly through the issue of further Ordinary Shares or otherwise) to develop its other projects.

The Company retained a 45 per cent. back in right on three appraisal projects and a 22.5 per cent. back in right on three secondary prospects in Switzerland which were sold by Ascent to eCORP in April 2010. If Ascent were to exercise its back in rights, the Company would be required to pay for its apportioned costs of any wells drilled. The Hermrigen-2 well in Switzerland is due to drilled later this year.

3. Details of the Placing

As announced today, the Company has raised £5 million, before expenses, in the Firm Placing, using the authority granted to Directors at the Company's annual general meeting held on 28 June 2010.

Further, the Company has also announced the Conditional Placing, which remains subject to, *inter alia*, passing of the Resolutions, to raise £12 million, before expenses.

The New Ordinary Shares will, following allotment, rank *pari passu* with the Existing Ordinary Shares.

Application will be made for the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission of the Firm Placing Shares will become effective and dealings in the Firm Placing Shares will commence on 23 March 2011. It is expected that Admission of the Conditional Placing Shares will become effective and dealings in the Conditional Placing Shares will commence on 7 April 2011.

The Placing is not underwritten by either finnCap or Shore Capital.

The Company has agreed to grant to finnCap, with effect from Admission of the Conditional Placing Shares, as part of their fee on the Placing, a warrant to subscribe for 1,500,000 Ordinary Shares, exercisable at any time within 3 years from Admission at 7p per share.

4. Trading Update

Following the receipt of an exceptional non-operating profit on the sale of the Company's Swiss subsidiary to eCorp, announced on 22 April 2010, the Directors expect the results for the year ended 31 December 2010 to be approximately break-even after administration costs, operating expenses, impairment provisions and foreign exchange adjustments are taken into account.

5. General Meeting

The notice convening the General Meeting to be held at the offices of finnCap, 60 New Broad Street, London, EC2M 1JJ at 9.00 a.m. on 6 April 2011 is set out at the end of this document at which resolutions will be proposed to authorise the Directors to allot the New Ordinary Shares.

6. Action to be taken

Shareholders will find a Form of Proxy enclosed with this document for use at the General Meeting. Whether or not you intend to be present 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, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not later than 9.00 a.m. on 4 April 2011, being 48 hours before the time appointed for holding the General Meeting. Completion of the Form of Proxy will not preclude you from attending the meeting and voting in person if you so wish.

7. Irrevocable Undertakings

Each of the Directors, and EnQuest PLC, the holding company of EnQuest North Sea B.V., a significant Shareholder, have given irrevocable undertakings to vote, or procure the vote, in favour of the Resolutions in respect of their own beneficial holdings of Ordinary Shares, totalling 157,381,830 Ordinary Shares, representing, in aggregate, 22.96 per cent. of the Existing Ordinary Shares.

8. Recommendation

The Directors believe that the Placing is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings of 6,477,872 Ordinary Shares, representing 0.95 per cent. of the Existing Ordinary Shares.

Yours faithfully,

John Kenny
Chairman

ASCENT RESOURCES PLC

(Incorporated and registered in England and Wales with registered number 05239285)

(the “Company”)

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting (the “Meeting”) of Ascent Resources plc will be held at the offices of finnCap Limited, 60 New Broad Street, London, EC2M 1JJ on 6 April 2011 at 9.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as an ordinary resolution in the case of resolution 1 and as a special resolution in the case of resolution 2.

ORDINARY RESOLUTION

1. That, in accordance with section 551 of the Companies Act 2006 (the “Act”), the board of directors of the Company (the “Directors”) be generally and unconditionally authorised, in addition to all previous powers granted to them, to allot ordinary shares in the Company up to an aggregate nominal amount of £240,000 in connection with the proposed placing of 240,000,000 ordinary shares in the Company (the “Placing”).

The authority granted by this resolution will expire on the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before expiry, make offers or agreements which would or might require shares to be allotted and the Directors may allot shares in pursuance of any such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution does not revoke or replace the unexercised powers previously granted to the Directors at the annual general meeting held on 28 June 2010 to allot equity securities and is in addition to those powers.

SPECIAL RESOLUTION

2. That, subject to the passing of Resolution 1 and in addition to all previous powers granted to them, the Directors be empowered pursuant to section 570 of the Act to be given the general power to allot equity securities (as defined by section 560 of the Act) for cash, as if section 561(1) of the Act did not apply to any such allotment; provided that this power shall be limited to the allotment and issue of up to 240,000,000 ordinary shares in accordance with the Placing.

The authority granted by this resolution will expire on the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before expiry, make offers or agreements which would or might require shares to be allotted and the Directors may allot shares in pursuance of any such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution does not revoke or replace the unexercised powers previously granted to the Directors at the Company’ annual general meeting held on 28 June 2010 to allot equity securities and is in addition to those powers.

If you are a registered holder of ordinary shares of 0.1p each in the capital of the Company, whether or not you are able to attend the Meeting, you may use the enclosed form of proxy to appoint one or more persons to attend and vote on a poll on your behalf. A proxy need not be a member of the Company.

A form of proxy is provided.

This may be sent by facsimile transfer to 0870 703 6076 or by mail using the reply paid card to:

The Company Secretary
Ascent Resources plc
c/o Computershare Investor Services plc
The Pavilions
Bridgwater Road
Bristol
BS99 6ZY

In either case, the signed proxy must be received no later than 48 hours (excluding non-business days) before the time of the meeting, or any adjournment thereof.

Registered Office:
One America Square
Crosswall
London
EC3N 2SG

By order of the Board

J M Bottomley
Company Secretary

17 March 2011

Registered in England and Wales Number: 05239285

Notes to the Notice of General Meeting

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members 48 hours before the proposed time of the Meeting shall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting in order to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. 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 0870 889 3201.
5. 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.

Appointment of proxy using hard copy proxy form

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent or delivered to Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY or by facsimile transmission to 0870 703 6076; and
 - received by Computershare Investor Services plc no later than 48 hours (excluding non-business days) prior to the Meeting.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Computershare Investor Services plc on 0870 889 3201.

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.

Termination of proxy appointments

9. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZYor by facsimile transmission to 0870 703 6076. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, the revocation notice must be received by Computershare Investor Services plc no later than 48 hours (excluding non-business days) prior to the Meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

10. A member that is a company or other organisation not having a physical presence cannot attend the Meeting in person but can appoint someone to represent it. This can be done in one of two ways: either by the appointment of a proxy (described above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's articles of association and the relevant provision of the Companies Act 2006.

Issued shares and total voting rights

11. As at 17 March 2011, the Company's issued share capital comprised 685,509,722 ordinary shares of 0.1p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 17 March 2011 is 685,509,722.

Communications with the Company

12. Except as provided above, members who have general queries about the Meeting should telephone J M Bottomley on 020 7264 4444 (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of general meeting; or any related documents (including the chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

