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If you have sold or otherwise transferred all of your Ordinary Shares in Ascent Resources plc, please immediately forward this document, together with the accompanying Form of Proxy, 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. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

However, such documents should not be forwarded, transmitted or distributed, taken, published, reproduced, sent or otherwise made available by any means, directly or indirectly, including electronic transmission, in, into or from the United States, Australia, Canada, South Africa, New Zealand, Japan or any other jurisdiction where to do so would be in breach of any other law and/or regulation. Less than 3% of the Company's Ordinary Shares are held in each of the aforementioned jurisdictions at the time of posting this document. Overseas Shareholders and any person (including, without limitation, custodians, nominees and trustees) who has a contractual or other legal obligation to forward this document to a jurisdiction outside the UK should seek appropriate advice before taking any action.

The Directors, whose names and functions appear on page 9 of this document, and the Company accept responsibility, both collectively and individually, for the information contained in this document. To the best of the knowledge of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

This document is not a prospectus for the purposes of the Prospectus Rules. Accordingly, this document has not been, and will not be, reviewed or approved by the Financial Conduct Authority of the United Kingdom ("FCA"), pursuant to sections 85 and 87 of FSMA, the London Stock Exchange plc or any other authority or regulatory body.

Ascent Resources plc

(Incorporated in England and Wales under the Companies Act 1985 with Registered No. 05239285)

Proposed Placing of 70,350,000 New Ordinary Shares at 1.0 pence per share Amendment of Convertible Loan Note Instruments Capital Reorganisation and Notice of General Meeting

Nominated Adviser & Broker



This document should be read as a whole. Your attention is drawn to the letter from the Chairman of Ascent Resources plc which is set out in Part I of this document.

finnCap Ltd ("finnCap"), which is regulated in the United Kingdom by the FCA and is a member of the London Stock Exchange is acting as nominated adviser and broker to Ascent Resources plc and no one else in connection with the proposals described in this document and will not be responsible to anyone other than Ascent Resources plc for providing the protections afforded to clients of finnCap or for providing advice in relation to such proposals. No representation or warranty, express or implied, is made by finnCap as to the accuracy, completeness or fairness of any information in this document and finnCap accepts no responsibility or liability for this document and accordingly disclaims all and any liability, whether arising in tort, contract or otherwise, which it might otherwise be found to have in respect of this document.

Notice convening a general meeting of the Company, to be held at the offices of finnCap, 60 New Broad Street, London EC2M 1JJ, at 2.00 p.m. on 30 November 2015 is set out at the end of this document. The accompanying Form of Proxy for use at the General Meeting should be completed and returned to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and to be valid must arrive by no later than 2.00 p.m. on 26 November 2015.

Copies of this document will be available free of charge during normal business hours on any weekday (except Saturdays, Sundays and public holidays) at the offices of finnCap at 60 New Broad Street, London, EC2M 1JJ, from the date of this document. This document will be available to download from the Company's website at www.ascentresources.co.uk.

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ENCLOSURES

Form of Proxy

Prepaid Reply Envelope – (for use within the UK only)

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

“2013 CLNs” or “2013 Convertible Loan Notes”	the 4,948,708 convertible loan notes of £1 each on which interest of £877,111 had accrued to 31 January 2014 which are convertible into 1,000 Ordinary Shares or repayable on 19 November 2015, and were issued on the terms of the 2013 Convertible Loan Note Instrument and which include the Incentive Loan Notes
“2013 Convertible Loan Note Instrument”	the convertible loan note instrument dated 23 December 2012 pursuant to which the 2013 Convertible Loan Notes were originally constituted
“2014 CLNs” or “2014 Convertible Loan Notes”	the 6,038,240 convertible loan notes of £1 each on which £188,630 interest had accrued to 23 December 2014 which are convertible into 1,000 Ordinary Shares or are repayable on 19 November 2015 and which include the £2,038,241 loan notes issued to EnQuest PLC under the terms of the debt conversion agreed on 7 July 2015
“2014 Convertible Loan Note Instrument”	the convertible loan note instrument dated 3 February 2014 pursuant to which the 2014 Convertible Loan Notes were originally constituted
“Act”	the Companies Act 2006, as amended from time to time
“Admission”	admission of the Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules
“AIM”	the market of that name operated by the London Stock Exchange
“AIM Rules”	the AIM rules for Companies published by the London Stock Exchange from time to time
“Articles”	the articles of association of the Company prior to the Capital Reorganisation
“Capital Reorganisation”	together, the Subdivision and the Consolidation
“certificated form” or “in certificated form”	an ordinary share recorded on a company’s share register as being held in certificated form (namely, not in CREST)
“Circular”	this document containing information about the Proposals and the General Meeting
“Closing Price”	the closing middle market quotation of a share as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange
“Company” or “Ascent”	Ascent Resources plc
“Computershare”	Computershare Investor Services PLC
“Consolidation”	following the Subdivision, the consolidation of every 20 Redenominated Ordinary Shares into one New Ordinary Share

“CREST”	the relevant system (as defined in the Uncertificated Securities Regulations 2001) in respect of which Euroclear is the operator (as defined in those regulations)
“CREST Manual”	the rules governing the operation of CREST, consisting of the CREST Reference Manual, Crest International Manual, CREST Central Counterparty Service Manual, CREST Rules, Registrars Service Standards, Settlement Discipline rules, CREST Courier and Sorting Services Manual, Daily Timetable, CREST Application Procedures and CREST Glossary of Terms (all as defined in the CREST Glossary of Terms promulgated by Euroclear on 15 July 1996, as amended) as published by Euroclear
“Darwin Strategic”	Darwin Strategic Limited, a company regulated and authorised by the FCA
“Deferred Shares”	the deferred shares of 0.09 pence each in the capital of the Company immediately following the Subdivision, having the rights set out in the New Articles
“Directors” or “Board”	the directors of the Company as at the date of this document whose names and functions are set out on page 9 of this document, or any duly authorised committee thereof
“Euroclear”	Euroclear UK & Ireland Limited
“EU”	the European Union
“Existing Ordinary Shares”	the Ordinary Shares in issue at the date of this document
“Existing Issued Share Capital”	1,737,110,763 Ordinary Shares
“FCA”	the UK Financial Conduct Authority
“finnCap”	finnCap Ltd, the Company’s nominated adviser and broker
“Form of Proxy”	the form or proxy for use in connection with the General Meeting which accompanies this document
“FSMA”	the Financial Services and Markets Act 2000 (as amended from time to time)
“General Meeting”	the General Meeting of the Company convened for 2.00 p.m. on 30 November 2015
“Geoenergo”	Geoenergo d.o.o., a company owned in equal parts by Nafta Lendava and Petrol
“GPS”	Global Power Sources S.r.l.
“Group”	the Company and its existing subsidiaries and subsidiary undertakings

“Henderson”	Henderson Global Investors Limited in its capacity as discretionary investment manager of The Strathclyde Pension Fund and Henderson UK and Irish Smaller Companies Fund; and Alphagen Capital Limited in its capacity as discretionary investment manager of The Alphagen Volantis Fund Limited, Henderson UK Small Cap Best Ideas Fund and The Citigroup Pension Plan Investment Committee, both of 201 Bishopsgate, London EC2M 3AE, or either of them as the context shall require
“Henderson Facility”	the 7.5 per cent. £7,000,000 loan provided by Henderson to the Company
“Independent Director”	the directors of the Company excluding Clive Carver
“IPPC”	Integrated Pollution Prevention and Control Permit
“ISIN”	International Securities Identification Number
“Issue Price”	1.0 pence per Placing Share
“Liquidity Event”	the occurrence of any of the following: (i) a general offer being made for the Company (ii) the redemption in cash of any Loan Note (iii) a change in control of the Company or the Petišovci project
“Loan Notes” or “CLNs”	together, the 2013 CLNs and 2014 CLNs
“London Stock Exchange”	London Stock Exchange plc
“Nafta Lendava”	Nafta Lendava d.o.o., with subsidiaries Nafta Petrochem d.o.o., Eko Nafta d.o.o., and Nafta Varovanje In Požarna Varnost d.o.o.
“New Articles”	the articles of association of the Company to be adopted by the Company at the General Meeting immediately prior to the Capital Reorganisation
“New Ordinary Shares”	the ordinary shares of 0.2 pence each in the capital of the Company immediately following the Consolidation
“Notice of General Meeting” or “Notice”	the notice of General Meeting set out at the end of this document
“Ordinary Shares”	ordinary shares of 0.1 pence each in the capital of the Company
“Petrol”	Petrol d.d.
“Placing”	the placing by or on behalf of the Company of the Placing Shares at the Issue Price as described in paragraph 4 of this Part I of this document
“Placing Documents”	the Placing Agreement and the Placing Letters
“Placing Letters”	the letters to be sent to each placee in connection with the Placing
“Placing Shares”	70,350,000 New Ordinary Shares to be issued by the Company pursuant to the Placing

“Plant”	the methanol plant adjacent to the Petišovci gas field
“PrimaryBid”	PrimaryBid Limited, a wholly owned subsidiary of Darwin Strategic
“Proposals”	the Capital Reorganisation, the amendment of the Convertible Loan Note Instruments and the Placing and the matters the subject of the Resolutions
“Prospectus Rules”	the Prospectus Rules published by the FCA
“Receiving Agent”	Computershare Investor Services PLC
“Redenominated Ordinary Shares”	the ordinary shares of 0.01 pence each in the capital of the Company immediately following the Subdivision
“Resolutions”	the resolutions required to implement the Proposals, as set out in the Notice
“RIS”	a regulatory information service approved by the London Stock Exchange for the purposes of the AIM Rules
“Second Supplemental Loan Note Instruments”	the 2013 Convertible Loan Note Instrument and the 2014 Convertible Loan Note Instrument following the amendment of the Convertible Loan Note Instruments
“Shareholders”	holders of Ordinary Shares at the date of this document
“Subdivision”	the subdivision of each Existing Ordinary Share into one Redenominated Ordinary Shares and one Deferred Share
“TTE instruction”	a Transfer to Escrow instruction (as defined by the CREST Manual)
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland
“uncertificated” or “in uncertificated form”	an ordinary share recorded on a company’s share register as being held in uncertificated form in CREST and title to which, by virtue of the Uncertificated Securities Regulations 2001, may be transferred by means of CREST
“USMC”	United States Methanol Corporation

A reference to £ is to pounds sterling, being the lawful currency of the UK

ADMISSION STATISTICS⁽¹⁾

Issue Price per New Ordinary Share under the Placing (post Capital Reorganisation)	1.0 pence
Number of Existing Ordinary Shares in issue at the date of this document	1,737,110,763
Number of ordinary shares of 0.01 pence post Subdivision pre-Consolidation ⁽¹⁾	1,737,110,763
Number of Deferred Shares of 0.09 pence post Subdivision ⁽¹⁾	1,737,110,763
Number of New Ordinary Shares of 0.2 pence post Consolidation ⁽¹⁾	86,855,538
Total amount outstanding on 2013 CLNs including accrued interest	£5,825,819
Total amount outstanding on 2014 CLNs including accrued interest	£6,226,870
Number of Placing Shares	70,350,000
Additional draw down under the Henderson Facility ⁽⁴⁾	£296,500
Maximum number of New Ordinary Shares in issue immediately following Admission ^{(2),(3)}	157,205,538
Market capitalisation of the Company at Admission at the Issue Price ^{(2),(3)}	£1,572,055
Maximum percentage of enlarged issued share capital represented by the Placing Shares immediately following Admission ^{(2),(3)}	44.8%
Maximum gross proceeds receivable by the Company under the Placing ⁽²⁾	£703,500
Estimated maximum net proceeds receivable by the Company under the Placing ⁽²⁾	£671,843
Ordinary Share ISIN pre General Meeting	GB00B03W6Y84
Ordinary Share SEDOL pre General Meeting	B03W6Y8
New Ordinary Share ISIN post General Meeting	GB00BZ16J374
New Ordinary Share SEDOL post General Meeting	BZ16J37
AIM TIDM	AST

Notes:

1. Assuming the Resolutions are passed at the General Meeting
2. Assuming all of the Placing Shares are issued under the Placing.
3. Excluding Loan Notes
4. The Placing is conditional on the total of the Placing plus draw-downs under the Henderson facility totalling £1 million. This includes £100,000 advanced on 3 November 2015

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	2015
Announcement of the Proposals	12 November
Dispatch of this document	12 November
Latest time and date for receipt of Forms of Proxy for the General Meeting	2.00 p.m. on 26 November
General Meeting	2.00 p.m. on 30 November
Announcement of result of General Meeting	30 November
Record date for Capital Reorganisation	5.00 p.m. on 30 November
New Ordinary Shares admitted to trading on AIM and dealings in the New Ordinary Shares commence and enablement in CREST	8.00 a.m. on 1 December
Despatch of definitive share certificates for New Ordinary Shares in certificated form	by 10 December

Save for the date of dispatch of this document, each of the times and dates above are subject to change. Any such change will be notified to Shareholders by an announcement on a Regulatory Information Service.

PART I
LETTER FROM THE CHAIRMAN OF THE
COMPANY

Ascent Resources plc

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

Directors:

Clive Carver *(Non-executive Chairman)*
Colin Hutchinson *(Interim CEO & Finance Director)*
Cameron Davies *(Non-executive Director)*
Nigel Moore *(Non-executive Director)*

Registered Office:

5 New Street Square
London
EC4A 3TW

12 November 2015

Dear Shareholder,

Proposed Placing of 70,350,000 New Ordinary Shares at 1.0 pence per share to raise £703,500
Amendment of Convertible Loan Note Instruments
Capital Reorganisation
and
Notice of General Meeting

1. Introduction

The Board of Ascent is pleased to announce that the Company is in an advanced stage of discussions with new industry partners, which, if completed, would allow the Company to produce and sell gas from the Petišovci field without the need to construct a new gas treatment facility. It is the opinion of the Ascent Board that this should significantly shorten the time to first gas and materially reduce upfront capital costs.

Based on progress to date, the Ascent Board expects to be in a position to enter into a binding agreement with an industry partner by the end of Q1 2016, with first gas revenue by the end of Q3 2016.

Additionally, the Board of Ascent is pleased to confirm that the Slovenian Environment Minister has informed the Company that she has rejected the appeals against the award in July 2015 of the IPPC permit, required to construct a gas treatment facility. Our project partners are in discussions with the objectors to find ways to address their concerns without the need for a court review of the Minister's decision.

The Board continues to view construction of the gas treatment facility as the long-term solution for the project.

Conditional on shareholder approval, the Company has today raised £703,500 by way of the proposed Placing of 70,530,000 New Ordinary shares at a price of 1.0 pence, following the proposed Capital Reorganisation. The Company has also agreed a drawdown of an additional £296,500 from the Henderson Facility. The Directors believe that this £1 million should allow the Company to meet its short-term obligations and work towards its new goal of achieving first gas within 12 months.

As part of the Proposals, the Company has agreed with the holders of a majority of the principal amounts outstanding pursuant to the Loan Notes to extend the maturity date of the Loan Notes by one year, from 19 November 2015 to 19 November 2016 and it has agreed to rebase the conversion price to the Issue Price.

The Company is also seeking shareholder approval for a capital reorganisation to reduce the nominal value of an Ordinary Share from 0.1 pence to 0.01 pence and subsequently consolidate the Ordinary Shares by a factor of 20 to increase the nominal value to 0.2 pence per Ordinary Share.

The purpose of this letter is to outline the reasons for, and to explain the terms of the Proposals and to explain why the Board considers the Proposals (including 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.

Set out at the end of this document is a notice convening a General Meeting of the Company to be held at 2.00 p.m. on 30 November 2015 at the offices of finnCap, 60 New Broad Street, London, EC2M 1JJ, at which the Resolutions will be proposed.

2. The Petišovci project

Ascent has a 75% interest in the Petišovci gas field in Slovenia, with its partner Geoenergo holding the remaining 25% through a concession signed in 2002 with a 19.5 year term, which is due for renewal in 2022. Ascent is liable for 100% of the financing obligations for the project. In 2011, two wells were drilled and flowed at commercial rates; however development has been delayed due to the permitting issues described in further detail below.

€42 million has been spent to date on the development of the field, which could supply a significant portion of Slovenia's future gas requirements thereby reducing its dependency on imported gas. The Board believes that Ascent's investment in the Petišovci project is the largest UK investment in Slovenia and Ascent's share of the project has an estimated NPV10 of €200 million.

In recognition of the key strategic importance of the project, earlier this year the Slovenian government designated Nafta Lendava, which holds an interest in the concession through its shareholding in Geoenergo, as one of 21 important national assets.

The preferred field development plan to date has been to install a Gas Gathering and Separation Station ("GGSS") to reduce the carbon dioxide content of the gas to meet national gas grid specifications, upgrade a metering station at the entry point to the national grid and connect the wells via the GGSS to the metering station at an estimated combined capital cost of €13 million.

Under Directives adopted by all EU Governments, the installation of the GGSS requires an IPPC Permit. The application was completed in July 2014 and submitted to the Environmental Agency ("ARSO") for approval. ARSO approved the permit in December 2014, subject to public consultation, and in June 2015 announced that, following the completion of this consultation, the Permit had been provisionally awarded, subject to a statutory period for appeals. In August 2015, the Company received formal notification that two non-government organisations had lodged appeals, to which Ascent submitted its responses in August 2015. The Slovenian Environment Minister recently informed the Company that she had rejected the appeals against the July 2015 award of the IPPC permit. The Company and its partners are in discussions with the objectors in an attempt to address their concerns and avoid a further appeal through the courts.

Whilst the award of the permit is not guaranteed, based on legal advice, the Board remains firmly of the view that the required IPPC Permit will eventually be issued in final form. However, if the matter has to be referred to the Slovenian courts then the final outcome may not be known until sometime in 2016.

3. Alternative routes to first gas

The Company has identified two potential routes to market for its gas which are independent of the ongoing IPPC permitting process. Whilst neither route has been confirmed as viable and whilst there are still obstacles to overcome, the Ascent Board believes the Company now has a reasonable prospect of bringing its gas to market within the next twelve months.

3.1 Methanol plant

Adjacent to the field is a methanol plant (the “Plant”), which was previously operational in 2011 when it was owned by Nafta Petrochem. The Plant was purchased at auction on 30 September 2015 for €5.6 million by United States Methanol Corporation (“USMC”) and completion of the sale is expected within three months. USMC, a Californian based company, has stated publicly that it intends to bring the Plant into operation and Ascent is in initial discussions with a view to supplying its gas. This would not require new processing facilities and could occur in advance of the IPPC Permit.

Once the sale process has completed, the Plant will need to be recommissioned, which is currently estimated to take approximately six months. As soon as this has been achieved the Board understands that the Plant could potentially take all of the Petišovci field’s production during Phase One (10 MMscfd). In order to produce gas into the Plant, Ascent would need to recomple and tie in the existing wells and carry out some work on the pipelines, which is estimated to cost approximately €3 million.

3.2 Outsourced processing

Ascent has recently identified a route from the Petišovci field to a third party owned processing facility in a neighbouring jurisdiction. The route is through a combination of existing pipeline and a length of planned pipeline which is being constructed by an unconnected third party. The existing pipeline has not been operational for many years and will therefore require some technical and legal work before it can be confirmed as viable. The Company has been advised that this process will take an estimated three months.

The Company is in an advanced stage of discussions with this new partner, which, if resulting in agreement, would allow the Company to produce and sell gas from the Petišovci field without the need to construct a new gas treatment works. It is intended that the gas will be transported along the existing and planned pipelines to the third party owned facility where it could be processed to a standard acceptable to the Slovenian national grid and returned for sale. In the opinion of the Ascent Board, this would significantly shorten the time to first gas, could potentially take 10 MMscfd of the field’s production and would require an investment of approximately €3.2 million.

Based on progress to date, the Ascent Board hopes it will be in a position to enter a binding agreement in respect of the above in Q1 2016, with first revenue following by the end of Q3 2016.

3.3 Going forward

The Company continues to pursue all potential routes to market for its gas with the priority being to identify which is the quickest and most certain. The Company will progress its plans to obtain the IPPC permit which the Board

views as the long term solution for the project. In the short term the Board believes that methanol or outsourced processing provide good interim solutions, with significantly shorter timelines to first gas, lower upfront cash commitment and no reliance on government permits. This will allow the Company to prove the significant potential of the field prior to making the more substantial investment required for the processing facilities at Petišovci.

4. Funding

To fund the Company whilst it pursues these opportunities, the Company has conditionally raised £703,500 at 1.0 pence per share by way of the Placing, arranged by PrimaryBid Limited, subject to approval by Shareholders.

PrimaryBid Limited is a wholly owned subsidiary of Darwin Strategic which is regulated and authorised by the Financial Conduct Authority (FCA).

The Company has also agreed a drawdown of £296,500 under the Henderson Facility. The Directors believe that this £1 million should allow the Company to meet its short-term obligations and work towards its new goal of achieving first gas within 12 months.

For the avoidance of doubt neither Darwin Strategic or PrimaryBid are subscribing for Placing Shares in their own right and there are no enduring arrangements between the Company and Darwin Strategic.

5. Amendment of the Convertible Loan Note Instruments

The 2013 CLNs and 2014 CLNs are due to mature on 19 November 2015. On maturity, the 2013 CLNs and 2014 CLNs will either convert into Ordinary Shares or be repaid.

The Company's ability to raise additional finance to repay the 2013 CLNs and 2014 CLNs in the absence of an IPPC permit and project funding is extremely limited and, as such, the Company does not have the cash resources available to it to repay the Loan Notes by the maturity date. Henderson has indicated that it does not wish to convert the Loan Notes it holds into Ordinary Shares. Accordingly, the Company has agreed with the majority holder in principal amount of the 2013 CLNs and 2014 CLNs amendments to amend the 2013 Convertible Loan Note Instrument and the 2014 Convertible Loan Note Instrument (the "Second Supplemental Loan Note Instruments"), as follows:

- the 2013 Convertible Loan Note Instrument and 2014 Convertible Loan Note Instrument have been amended to provide a maturity date of either 19 November 2016, or, if earlier, the occurrence of a Liquidity Event; and
- the 2013 CLNs and 2014 CLNs now have an effective conversion price equivalent to the Issue Price such that the holders of 2013 CLNs and 2014 CLNs (assuming full draw-down of the Loan Notes and assuming all Loan Note holders convert) will on conversion hold some 88.7 per cent. of the enlarged share capital of the Company on a fully diluted basis (including Deferred Shares).

Henderson has confirmed that it will not convert the Loan Notes held by it in such amounts as would cause its holding of voting rights in the Company to equal or exceed 30%.

Shareholders should note that, unlike the previous position in relation to the 2013 CLNs and 2014 CLNs, conversion of the 2013 CLNs and 2014 CLNs following the amendments described above will not be subject to a waiver of the provisions of Rule 9 on the City Code on Takeovers and Mergers. Accordingly, if Henderson or any other holders of the 2013 CLNs or the 2014 CLNs exercise their right of conversion and they hold equal to or more than 30 per cent. of the total voting rights in the Company, such holder will be required to make a mandatory bid

for the remaining ordinary shares in the capital of the Company not held by them in accordance with the City Code on Takeovers and Mergers.

Henderson holds 95 per cent. of the 2013 CLNs and 66 per cent. of the 2014 CLNs and have approved the amendments to the 2013 CLNs and 2014 CLNs described above. The other holders of 2013 CLNs and 2014 CLNs are accordingly now subject to the same changes and, as such, other holders of 2013 CLNs and 2014 CLNs are no longer able to seek repayment of the 2013 CLNs or 2014 CLNs held by them until the new maturity date described above.

6. Working capital

The Company has to date been reliant on the continued support of its shareholder Henderson Global Investors (“Henderson”) through the £7,000,000 loan facility entered into in May this year, which the Company can draw down only at Henderson’s discretion.

As previously announced the Company has made significant reductions in its operating expenses through headcount reductions and efficiency savings.

Until the Company has established a clear route to first gas, the Company is limited in its ability to raise additional capital to develop the Petišovci asset.

Therefore, the proceeds from the Placing and the draw-down on the Henderson facility, together totalling £1 million, both conditional on the passing of the Resolutions, are expected to be sufficient to cover existing amounts due to our Petišovci partners (estimated at approximately €0.7 million) and to fund the reduced operating costs of the Company until Q1 2016, when further funding will be required to achieve first gas, once the route to first gas is formally confirmed.

In addition, as detailed in paragraph 5 above, the Company has been given an assurance by Henderson that the Loan Notes held by it will not be called for payment until 19 November 2016, or, if earlier, the occurrence of a Liquidity Event.

Shareholders are advised that in the event that the Proposals are not implemented the Company may have insufficient working capital to continue trading in the near term.

7. Capital Reorganisation

Prior to the proposed Capital Reorganisation, the Issue Price would have been less than the current nominal value of an Ordinary Share and, under the Act, a company cannot issue shares at a price below their nominal value.

The Directors propose, therefore, subject to the passing of Resolutions 1 and 2, that the Company effects the Capital Reorganisation on the basis that:

- (a) the Existing Ordinary Shares of 0.1 pence each will be subdivided into:
 - i. one Redenominated Ordinary Share (being an ordinary share in the capital of the Company with a nominal value of 0.01 pence); and
 - ii. one Deferred Share (being a deferred share in the capital of the Company with a nominal value of 0.09 pence), and
- (b) the Redenominated Ordinary Shares of 0.01 pence each (resulting from the subdivision referred to in paragraph (a) above) be consolidated into new ordinary shares of 0.2 pence each (the “New Ordinary Shares”) on the basis of one ordinary share for every 20 ordinary shares of 0.01 pence each.

Where the Capital Reorganisation results in any Shareholder being entitled to a fraction of a New Ordinary Share, such fraction shall be aggregated and the Directors intend to sell (or appoint another person to sell) such aggregated fractions in the market and retain the net proceeds for the benefit of the Company.

The Deferred Shares will not be admitted to trading on AIM (or any other investment exchange). The Deferred Shares will have limited rights, and will be subject to the restrictions, as set out in the Company's New Articles, proposed to be adopted at the General Meeting, and as summarised below.

The Deferred Shares will not be transferable. The holders of the Deferred Shares shall not, by virtue or in respect of their holdings of Deferred Shares, have the right to receive notice of any general meeting of the Company or the right to attend, speak or vote at any such general meeting.

The Deferred Shares will not entitle their holders to receive any dividend or other distribution. The Deferred Shares will on a return of assets in a winding up entitle the holder only to the repayment of £1.00 for the entire class of Deferred Shares after repayment of the capital paid up on the New Ordinary Shares plus the payment of £10,000,000 per New Ordinary Share.

The Company will have irrevocable authority at any time to appoint any person to execute on behalf of the holders of the Deferred Shares a transfer thereof and/or an agreement to the transfer of the same to such person as the Company may determine or as the Company determines as custodian thereof, without making any payment to the holders thereof, and/or consent to cancel the same (in accordance with the provisions of the Act) without making any payment to or obtaining the sanction of the holders thereof. The Company may, at its option at any time, purchase all or any of the Deferred Shares then in issue, at a price not exceeding £1.00 for each aggregate holding of Deferred Shares so purchased. The Directors consider the Deferred Shares, so created, to be of no economic value.

The Articles have been amended, inter alia, to reflect the creation of the Deferred Shares and to set out the rights attaching to them and, accordingly, Resolution 9 in the notice of General Meeting seeks approval to adopt the New Articles of the Company reflecting, inter alia, these changes.

No share certificates will be issued in respect of the Deferred Shares. Existing share certificates will remain valid for the Redenominated Ordinary Shares.

The New Ordinary Shares will be freely transferable and application will be made for the New Ordinary Shares to be admitted to trading on AIM. The record date for the Capital Reorganisation is 5.00 p.m. on 30 November 2015, unless otherwise agreed by the Board.

The rights attaching to the New Ordinary Shares will be identical in all respects to those of the Existing Ordinary Shares.

One consequence of the Capital Reorganisation is that Shareholders holding fewer than 20 Existing Ordinary Shares will receive no New Ordinary Shares, they will, however, receive Deferred Shares.

8. Related Party Transactions

8.1. Placing Commission

PrimaryBid is a trading name of PrimaryBid Limited which is wholly owned by Darwin Strategic Limited which is regulated and authorised by the FCA.

Pursuant to the Placing, the Company will pay to PrimaryBid Limited a commission of 4.5 per cent. of the gross proceeds of the Placing (the “Commission”). PrimaryBid is acting as a broker for this transaction.

Darwin Strategic is an investment held by funds managed by Henderson. Funds managed by Henderson are themselves substantial shareholders in Ascent, holding in aggregate 10.7 per cent. of the voting rights of the Company and as such are considered to be a related party of the Company for the purpose of the AIM Rules. Darwin Strategic is therefore also a related party of the Company for the purpose of the AIM Rules. The payment of the Commission to Darwin Strategic therefore constitutes a related party transaction pursuant to AIM Rule 13. The Independent Directors of the Company, having consulted with the Company's nominated adviser, finnCap, consider that the terms of the payment of the Commission to PrimaryBid are fair and reasonable insofar as the Company's shareholders are concerned.

8.2. Second Supplemental Loan Note Instruments

The approval by Henderson as a substantial shareholder of the Company of the amendments contained in the Second Supplemental Loan Note Instruments by Henderson, constitutes a related party transaction for the purposes of AIM Rule 13.

The Independent Directors, having consulted with the Company's nominated adviser, finnCap, consider that the amended Loan Note Instruments are fair and reasonable insofar as the Company's shareholders are concerned.

9. Settlement and dealings

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that such Admission will become effective in accordance with Rule 6 of the AIM Rules and that dealings will commence at 8.00 a.m. on 1 December 2015.

10. General Meeting

Set out at the end of this document is a notice convening a General Meeting of the Company to be held at 2.00p.m. on 30 November 2015 at the offices of finnCap, 60 New Broad Street, London, EC2M 1JJ, at which the Resolutions will be proposed.

The Resolutions:

- (a) approve the subdivision of the entire issued share capital of the Company into redenominated ordinary shares and deferred shares;
- (b) approve the consolidation of the redenominated ordinary shares;
- (c) grant authority to the Directors under section 551 of the Act, to allot relevant securities in relation to the issue of the Placing Shares;
- (d) grant authority to the Directors under section 551 of the Act, to allot relevant securities in relation to the conversion of the Loan Notes;
- (e) grant authority to the Directors under section 551 of the Act, to allot relevant securities in relation to the issue of equity securities up to an aggregate nominal amount of £600,000;
- (f) empower the Directors, pursuant to section 570 of the Act, to dis-apply the statutory pre-emption rights in relation to the allotment of equity securities to allow the issue of the Placing Shares;
- (g) empower the Directors, pursuant to section 570 of the Act, to dis-apply the statutory pre-emption rights in relation to the allotment of equity securities to allow the conversion of the Loan Notes;
- (h) empower the Directors, pursuant to section 570 of the Act, to dis-apply the statutory pre-emption rights in relation to the allotment of equity securities up to an aggregate nominal amount of £600,000;
- (i) approve the adoptions of the New Articles.

11. Action to be taken in respect of the General Meeting

Please check that you have received the following with this document:

- a Form of Proxy for use in respect of the General Meeting; and
- a reply-paid envelope for use in connection with the return of the Form of Proxy (in the UK only).

Whether or not you propose to attend the General Meeting in person, you are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received, by post at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY or, during normal business hours only, by hand, at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE by no later than 2.00 p.m. on 26 November 2015 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

This will enable your vote to be counted at the General Meeting in the event of your absence. The completion and return of the Form of Proxy will not prevent you from attending and voting at the General Meeting, or any adjournment thereof.

12. Recommendation

Having made a concerted effort over recent months to attract investment into the Company and having held discussions with a number of potential investors whose offers were less attractive than those put forward by the Placees, the Directors believe that they have secured the most favourable financing available to the Company at the current time.

The Directors intend to vote in favour of the Resolutions in respect of their aggregate shareholdings of 269,500 Ordinary Shares representing approximately 0.2 per cent. of the Company's Existing Issued Share Capital.

Yours faithfully

Clive Carver
Chairman

PART II

NOTICE OF GENERAL MEETING

Ascent Resources plc

(Incorporated in England and Wales under the Companies Act 1985 with registered number 3416346)

NOTICE IS HEREBY GIVEN that a General Meeting of Ascent Resources plc (the “**Company**”) will be held at the offices of finnCap Ltd, 60 New Broad Street, London EC2M 1JJ on 30 November at 2.00 p.m. to consider and, if thought fit, pass the following resolutions of which resolutions 1 to 5 will be proposed as ordinary resolutions, and resolutions 6 to 9 as special resolutions.

Unless the context requires otherwise, words and expressions defined in the circular dated 12 November 2015, of which this notice forms part, have the same meanings when used in this Notice.

ORDINARY RESOLUTIONS

1. **THAT**, the subdivision of the Company's issued share capital of 1,737,110,763 Ordinary Shares be hereby approved on the basis that the existing Ordinary Shares of 0.1 pence each will be subdivided and reclassified as one Redenominated Ordinary Share and one Deferred Share, so that the issued share capital will be as follows:
 - a. 1,737,110,763 Redenominated Ordinary Shares each with a nominal value of 0.01; and
 - b. 1,737,110,763 Deferred Shares each with a nominal value of 0.09.
2. **THAT**, subject to and conditional upon the passing of resolution 1, the Redenominated Ordinary Shares be consolidated by a factor of 20 in order to reduce the number of ordinary shares in issue, so that the issued share capital will be as follows:
 - a. 86,855,538 Redenominated Ordinary Shares each with a nominal value of 0.20; and
 - b. 1,737,110,763 Deferred Shares each with a nominal value of 0.09.
3. **THAT**, in accordance with section 551 of the Companies Act 2006 (the “**Act**”), the directors of the Company from time to time (the “**Directors**”) be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £150,700 each in connection with the Placing (as defined in the circular to shareholders issued by the Company on 11 November 2015, containing this Notice of General Meeting (the “**Circular**”), provided that that this authority shall be limited to the allotment of up to 75,350,000 Ordinary Shares with a nominal value of £150,700; and the authorities conferred by this resolution shall expire on 31 December 2015 (unless renewed varied or revoked by the Company prior to or on that date) but the Company may, before this authority expires, make an offer or agreement which would or might require shares in the Company or rights to be allotted or granted after this authority expires and that the Directors may allot shares in the Company or grant rights pursuant to such an offer or agreement as if the authority conferred by this resolution had not expired.
4. **THAT**, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £2,533,837, provided that that this authority shall be limited to the allotment of up to 1,266,918,458 New Ordinary Shares with a nominal value of £2,533,837 pursuant to the conversion in full of the Loan Notes into New Ordinary Shares; and the authorities conferred by this resolution shall expire on 19 November 2016 (unless renewed varied or revoked by the Company prior to or on that date) but the Company may, before this authority expires, make an offer or agreement which would or might require shares in the Company or rights to be allotted or granted after this authority expires and that the Directors may allot shares in the Company or grant rights pursuant to such an offer or agreement as if the authority conferred by this resolution had not expired.
5. **THAT** the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (‘the Act’) to exercise all the powers of the Company to allot and make offers to allot relevant securities (within the meaning of the Act) or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £600,000, provided that this authority shall, unless previously revoked or varied by the Company prior to or on that date, expire on the conclusion of the annual general meeting of the Company to be held in 2016 (unless renewed varied or revoked by the Company prior to or on that date) provided that the Company may, at

any time before such expiry, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

6. **THAT**, subject to the passing of resolution 3 above, the Directors be generally and unconditionally empowered for the purposes of section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash in connection with the Placing pursuant to the authority conferred by resolution 3 above as if section 561 of the Act did not apply to such allotment. This power shall (unless previously renewed, varied or revoked by the Company in general meeting) expire on 31 December 2015, save that the Company may before the expiry of this power make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.
7. **THAT**, subject to and conditional upon the passing of resolution 4, in accordance with section 571(1) of the Act, the Directors be empowered to allot equity securities for cash (within the meaning of section 560 of the Act) pursuant to the conversion in full of the Loan Notes into New Ordinary Shares referred to in resolution 4 above as if section 561 of the Act did not apply to any such allotment, provided that this power shall expire on 19 November 2016 (unless renewed varied or revoked by the Company prior to or on that date) but the Company may, before this authority expires, make an offer or agreement which would or might require shares in the Company or rights to be allotted or granted after this authority expires and that the Directors may allot shares in the Company or grant rights pursuant to such an offer or agreement as if the authority conferred by this resolution had not expired.
8. **THAT**, subject to the passing of resolution 5 above, the directors be and are hereby generally and unconditionally given power for the purposes of section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 5 above or where the allotment constitutes an allotment by virtue of section 560(3) of the Act, in each case as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - a. the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted under resolution 5, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only) to:
 - i. the holders of New Ordinary Shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of New Ordinary Shares held by them; and
 - ii. holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors of the Company otherwise consider necessary,

and so that the directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

- b. the grant of options to subscribe for shares in the Company, and the allotment of such shares pursuant to the exercise of options granted, under the terms of any share option scheme adopted or operated by the Company; and
- c. the allotment of equity securities, other than pursuant to paragraphs (a) and (b) above of this resolution, up to an aggregate nominal amount of £600,000.

This power shall (unless previously renewed, varied or revoked by the Company in general meeting) expire at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution or, if earlier, on the date 15 months after the passing of such resolution, save that the Company may before the expiry of this power make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

9. **THAT**, the existing articles of association of the Company be replaced with the New Articles (a complete copy of which shall be available for inspection in accordance with the explanatory notes) and that the New

Articles be approved and adopted to the entire exclusion of the existing articles of association of the Company.

Registered Office:
5 New Street Square
London EC4A 3TW

By Order of the Board
C Hutchinson
Company Secretary

Dated 12 November 2015

Notes to the Notice of General Meeting

1. Entitlement to attend and vote

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 at 6 p.m. on 26 November 2015 shall be entitled to attend and vote at the Meeting. Changes to entries on the register of members after this time will be disregarded in determining the right of any person to attend or vote at the General Meeting.

2. Appointment of proxies

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 General Meeting and you should have received a proxy form with this notice of General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

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 General 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 General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

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 0370 889 3201.

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 General Meeting.

3. Appointment of proxy using hard copy proxy form

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 by post to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or delivered by hand during normal business hours only to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE; 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.

4. Appointment of proxy by joint members

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).

5. Changing proxy instructions

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 0370 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.

6. Termination of proxy appointments

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, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. 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 General 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 General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.

7. Corporate representatives

A member that is a company or other organisation not having a physical presence cannot attend the General 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 and the relevant provision of the Act.

8. Communications with the Company

Except as provided above, members who have general queries about the General Meeting should telephone Computershare Investor Services PLC on 0370 889 3201 (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 Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.