

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and/or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) (“FSMA”) if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser. Investment in the Company is speculative and involves a high degree of risk.

If you have sold or otherwise transferred all of your Ordinary Shares in Ascent Resources plc (“the Company”), 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 7 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 or an admission document for the purposes of the AIM 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 Ordinary Shares Issue of 2016 Convertible Loan Notes and Notice of General Meeting

*Nominated Adviser & Joint Broker Stockdale Securities
Joint Broker Northland*

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.

Stockdale Securities Limited (“Stockdale”), 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 the Company and no one else in connection with the proposals described in this document and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Stockdale or for providing advice in relation to such proposals. No representation or warranty, express or implied, is made by Stockdale as to the accuracy, completeness or fairness of any information in this document and Stockdale 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.

Northland Capital Partners Limited (“Northland”), 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 the Company and no one else in connection with the proposals described in this document and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Northland or for providing advice in relation to such proposals. No representation or warranty, express or implied, is made by Northland as to the accuracy, completeness or fairness of any information in this document and Northland 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 Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW, at 11.00 a.m. on 15 November 2016 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 6.00 p.m. on 11 November 2016.

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 Taylor Wessing LLP at 5 New Street Square, London EC4A 3TW, from the date of this document. This document will be available to download from the Company’s website at www.ascentresources.co.uk.

CONTENTS

	Page
Definitions	3
Admission Statistics	6
Expected Timetable of Principal Events	6
Part I Letter from the Chairman of the Company	7
Part II Notice of General Meeting	12

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 Loan Notes”	the convertible loan notes of £1 each which are convertible at 1p per Ordinary Share and are now repayable on 19 November 2019, and were issued on the terms of the 2013 Convertible Loan Note Instrument
“2013 Convertible Loan Note Instrument”	the convertible loan note instrument dated 23 December 2012 pursuant to which the 2013 Loan Notes were originally constituted
“2014 Loan Notes”	the convertible loan notes of £1 each which are convertible at 1p per Ordinary Share and are now repayable on 19 November 2019, and were issued on the terms of the 2014 Convertible Loan Note Instrument
“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
“2016 Convertible Loan Note Instrument”	the convertible loan note instrument dated 27 October 2016 pursuant to which the 2016 Convertible Loan Notes were constituted
“2016 Loan Notes” or “New Loan Notes”	the convertible loan notes of £1 each which are convertible at 1p per Ordinary Share and are repayable on 19 November 2019, and were issued on the terms of the 2016 Convertible Loan Note Instrument
“Act”	the Companies Act 2006, as amended from time to time
“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 in force from time to time
“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)
“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
“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
“Directors” or “Board”	the Directors of the Company as at the date of this document whose names and functions are set out on page 7 of this document, or any duly authorised committee thereof
“Euroclear”	Euroclear UK & Ireland Limited
“EU”	the European Union
“FCA”	the UK Financial Conduct Authority
“First Admission”	admission of the First Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules
“First Placing Shares”	the 262,750,000 new Ordinary Shares to be allotted to Placees
“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 11.00 a.m. on 15 November 2016
“Geoenergo”	Geoenergo d.o.o., a company incorporated and existing under the laws of the Republic of Slovenia (company identification number 1465830000, tax identification number SI28050657), with its registered office in Lendava, Mlinskaulica 5, 9220 Lendava, Republic of Slovenia, which is owned in equal parts by Nafta Lendava and Petrol
“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
“IPPC”	Integrated Pollution Prevention and Control Permit
“ISIN”	International Securities Identification Number

“Joint Venture”	the operating arrangement between Ascent Slovenia Limited, a wholly owned subsidiary of the Company and Geoenergo in relation to the Petišovci concession area
“Loan Notes” or “existing Loan Notes”	the 2013 Loan Notes and / or the 2014 Loan Notes, as appropriate.
“London Stock Exchange”	London Stock Exchange plc
“Nafta Lendava”	Nafta Lendava d.o.o., with subsidiaries, Eko Nafta d.o.o., and Nafta Varovanje In Požarna Varnost d.o.o.
“Notice of General Meeting” or “Notice”	the notice of General Meeting set out at the end of this document
“Ordinary Shares”	ordinary shares of 0.2 pence each in the capital of the Company
“Petrol”	Petrol d.d. a company incorporated and existing under the laws of the Republic of Slovenia with its registered office at Dunajska 50, 1000 Ljubljana
“Placing Shares”	the First Placing Shares and the Second Placing Shares
“Proposals”	means the proposals set out in this document, including the Placing
“Prospectus Rules”	the Prospectus Rules published by the FCA
“Resolutions”	the resolutions required to approve the issue of the Second Placing Shares and to give the directors general authority to allot Ordinary Shares, free of pre-emption rights going forwards, as set out in the Notice
“Second Admission”	admission of the Second Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules
“Second Placing”	87,151,027 Ordinary Shares to be issued subject to the passing of resolutions 1 and 3 at the General Meeting.
“Shareholders”	holders of Ordinary Shares at the date of this document
“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

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

ADMISSION STATISTICS

Number of Ordinary Shares at the date of this document	726,792,004
Number of Ordinary shares to be issued on First Admission	262,750,000
Number of Ordinary shares in issue following First Admission	989,542,004
Number of Ordinary shares to be issued on Second Admission	87,151,027
Number of Ordinary shares expected to be in issue following Second Admission	1,076,693,031
Number of new 2016 Loan Notes (including subscriptions by the Directors)	£1,050,000
Maximum placing shares as a percentage of shares in issue at the date of this document	48.1%

AIM TIDM AST

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Announcement of the Proposals	27 October 2016
Dispatch of this document	28 October 2016
Admission of First Placing Shares and issue of the 2016 Loan Notes pursuant to the Placing	8.00 a.m. on 31 October 2016
Latest time and date for receipt of Forms of Proxy for the General Meeting	11.00 a.m. on 11 November 2016
General Meeting	11.00 a.m. on 15 November 2016
Admission of Second Placing Shares (subject to the passing of the Resolutions)	8.00 a.m. on 16 November 2016

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 (*CEO*)
Cameron Davies (*Non-executive Director*)
Nigel Moore (*Non-executive Director*)

Registered Office:

5 New Street Square
London
EC4A 3TW

28 October 2016

Dear Shareholder,

Proposed Placing of Ordinary Shares
Issue of 2016 Convertible Loan Notes
and
Notice of General Meeting

1. Introduction

The Board of Ascent is pleased to announce that it has conditionally raised approximately £4.5 million (gross of expenses) through the placing of 349,901,027 new Ordinary Shares at a price of 1.0 pence per share and the subscription for £1,000,000 in principal amount of new 2016 Loan Notes at a price of £1 each with existing and new investors. This is expected to provide the Company with sufficient funds to complete the programme of works required to bring the Petišovci field into production in early 2017.

Furthermore, the Company has agreed with Henderson on behalf of the existing Loan Note holders to defer the redemption date on the balance of approximately £8.2 million 2013 and 2014 Loan Notes (including rolled up interest which ceased accruing in January 2015) to 19 November 2019, which is the redemption date for the new 2016 Loan Notes.

Additionally, the Directors have indicated their desire to invest up to £50,000 in the 2016 Loan Notes. A further announcement confirming this subscription has also been made.

The proceeds of the Placing will be used principally to fund the capital programme required to bring the Petišovci field into production. Additionally, subject to completion of the Second Placing, the Company will use the £871,510 Second Placing proceeds to repay the outstanding balance together with accrued interest owed on the Company's £7 million overdraft facility provided by Henderson Global Investors in 2015 ("Henderson Loan Facility"). This repayment will materially reduce the Company's interest-bearing debt. Following repayment of the interest due Henderson has agreed to release its charge over shares in Ascent Slovenia Limited.

The Petišovci concession in north eastern Slovenia has independently verified gas in place of 456 Bcf. Ascent has a 75% interest in the concession which management estimate has an NPV10 of around €200 million. The natural gas contained within the field offers Slovenia the ability to achieve a significant degree of energy independence and could significantly boost the economy of the region.

The Placing funds are expected to take the Company through to first gas and to operating cash flow positive. From Q1 2017 the Board expects the Company to be generating cash and building knowledge about well performance and reservoir behaviour. This should allow the Company to fund further field development, principally through a mixture of debt and operating cash flow.

2. The Petišovci project

Background

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 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 briefly at commercial rates; however, as previously reported, development of the Petišovci field has been delayed due to various joint venture and permitting issues.

Approximately €43 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 estimates 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 2015, in recognition of the key strategic importance of the project, 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.

Route to first gas

The Petišovci field is around 5km from the Croatian border and the location of the Međimurje gas fields of Vučkovec, Vukanovec and Zebanec which are operated by INA, Croatia's leading oil & gas company.

INA's existing production pipeline runs from these gas fields to the methanol plant adjacent to the Petišovci field previously used to deliver untreated gas to the methanol plant. At Međimurje this pipeline is linked to INA's newly constructed production pipeline which connects INA's gas production fields at Međimurje to a gas processing facility at Molve, also in Croatia.

Over the past 12 months the Company and its Slovenian partners have negotiated a commercial agreement with INA, and an operational plan, which will enable the Joint Venture to sell untreated gas, within our partner's production systems, at the Slovenian/Croatian border.

The agreement will continue for an initial period of twelve months whilst the Company tests the productivity of the wells and the responsiveness of the gas reservoirs. After twelve months the agreement can be renewed. Gas will be sold at a price indexed to the day ahead Central European gas hub pricing less a discount to reflect the costs of treatment in Croatia.

IPPC Permit

The Company's long term plan for the project is to sell joint venture gas into the national grid in Slovenia as this should attract a higher margin. Before gas from Petišovci can be injected into the national or international grid it needs to be cleaned to remove excess carbon dioxide. The cleaning of the gas requires a Gas Gathering and Separation Station ("GGSS") to reduce the carbon dioxide content of the gas to meet national gas grid specifications.

Under Directives adopted by all EU Governments, the installation of the GGSS requires an IPPC Permit. The application was completed in June 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 completion of the 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 informed the Company in November 2015 that she had rejected the appeals against the June 2015 award of the IPPC permit. One of the non-governmental organisations appealed the decision to the Administrative Court.

In May 2016 the Administrative Court ruled that the IPPC Permit should be withdrawn. The reason given by the Court for this decision was that, after the original application was made in June 2014, the relevant law was changed and the process that was followed did not accord with the new law. This is despite the new law explicitly stating that any applications submitted (but not yet resolved) prior to the effective date for the new law should be pursued exclusively under the old rules.

As previously reported, the Company is currently preparing its appeal against a decision it considers to be wrong and damaging to the Company, its partners and the Slovenian people. The Company is working with its partners to avoid the need for an unnecessary additional Environmental Impact report and therefore to fast-track the issuance of the IPPC permit. Based on the absence of environmental rationale for the Court's decision and our continued dialogue with the Slovenian authorities, the Board is optimistic of an early success in this regard.

3. Work programme

The pressure test of the export production pipeline, which is a pre-condition to the commencement of gas deliveries to INA, was completed to the Company's and INA's satisfaction in August 2016. The Directors are confident that the official certification of the pipeline will be received shortly.

The remaining work programme consists principally of:

- the refurbishment of an existing gas treatment facility (CPP) which is owned by Petrol Geoterm, a sub-contractor to the Joint Venture, which Ascent will finance. This facility will be used to prepare the gas for transmission into INA's production pipeline;
- making existing wells Pg-10 and Pg-11A ready for production and tying them into the existing pipeline infrastructure; and
- connecting the pipeline which currently runs from the existing CPP to INA's production pipeline.

In aggregate the capital expenditure required is expected to be approximately €3 million and the work programme is expected to take around five months. The Company plans to begin test production in January 2017 with the first commercial sale of raw gas expected to occur in early 2017.

4. Funding

Ascent is committed under the terms of existing joint venture arrangements to fund 100% of the project costs, which to date amount to €43 million. Once in production however, under the terms of the Joint Venture Agreement, Ascent will receive 90% of the proceeds from the project until at least the €43 million costs have been recovered.

Commencing production using the new route to Croatia will provide the Directors with far greater knowledge of the productivity of the two principal wells and the gas reservoirs. The Directors now expect the Company to be cash flow positive before any commitments are entered into concerning a new treatment facility in Slovenia.

5. Commercial rationale

Completion of the proposed Placing will enable the Company to conduct the work programme referred to above and to repay a £800,000 short-term loan (along with £71,510 of accrued interest and fees). The loan was part of a facility of up to £7 million made available by Henderson during 2015 and 2016.

6. Placing details

Details of the Placing

The Company intends to raise approximately £4.5 million (gross of expenses) through the issue of 349,901,027 new Ordinary Shares at the Placing Price and the issue of £1,050,000 in principal amount of new 2016 Loan Notes at a price of £1 each. The Placing Shares will, when issued, rank *pari passu* in all respects with the Ordinary Shares, including the right to receive dividends and other distributions declared following Admission.

The Placing will be conducted in two tranches. The first tranche comprises 262,750,000 new Ordinary Shares ("First Placing Shares") and £1.0 million in principal of 2016 Loan Notes, each of which are being issued using the Directors' existing authority. The second tranche comprises 87,151,027 new Ordinary Shares ("Second Placing Shares") which are being placed conditional on, *inter alia*, the passing of certain resolutions ("Resolutions") at the general meeting of the shareholders of the Company (the "General Meeting"), to be held on 15 November 2016.

In addition, the Directors have subscribed for a further total £50,000 in principal amount of new 2016 Loan Notes at a price of £1 each.

Application for Admission

Application has been made to the London Stock Exchange for the First Placing Shares to be admitted to trading on AIM. Subject to completion of the Placing, it is expected that the First Placing Shares will be admitted to trading on AIM and that dealings will commence in the First Placing Shares at 8.00 a.m. on 31 October 2016 (“First Admission”), following which the Company will have 989,542,004 ordinary shares in issue. There are no shares held in treasury. The total voting rights in the Company will therefore be 989,542,004 at First Admission and Shareholders may use this figure as the denominator by which they are required to notify their interest in, or change to their interest in, the Company under the Disclosure Guidance and Transparency Rules.

Settlement and admission to trading on AIM of the 87,151,027 Second Placing Shares (“Second Admission”) is expected to occur, subject to shareholder approval, shortly following the General Meeting. A further announcement will be made in due course in relation to application for admission to trading on AIM of the 87,151,027 Second Placing Shares.

The issue of the First Placing Shares, is conditional, inter alia, upon the Placing Agreement (as detailed below) becoming wholly unconditional (save as to First Admission) and not having been terminated in accordance with its terms at any time prior to First Admission. The First Placing is not conditional on the passing of the Resolutions at the General Meeting.

The issue of the Second Placing Shares is conditional, inter alia, upon (i) the approval of the Resolutions at the General Meeting, and (ii) the Placing Agreement becoming wholly unconditional (save as to Second Admission) and not having been terminated in accordance with its terms at any time prior to Second Admission.

Upon First Admission the First Placing Shares will represent approximately 26.5 per cent. of the Company’s issued share capital at that time. Assuming completion of the Second Placing, the total Placing Shares will represent 32.5 per cent. of the Company’s share capital as enlarged by the Placing.

No application will be made for the listing of the 2016 Loan Notes on any exchange.

The Placing Agreement

Pursuant to the terms of the Placing Agreement, Stockdale and Northland have conditionally agreed to use their reasonable endeavours, as agents for the Company, to procure subscribers for the Placing Shares at the Placing Price and subscribers for the new 2016 Loan Notes at a price of £1 each. The Placing is not being underwritten.

The Placing Agreement contains customary warranties given by the Company with respect to its business and certain matters connected with the Placing. In addition, the Company has given certain indemnities to Stockdale and Northland in connection with the Placing. Stockdale and Northland are entitled to terminate the Placing Agreement in specified circumstances including where there has been a material breach of the warranties.

7. General Meeting

The Directors do not currently have the authority to allot all of the Placing Shares and, accordingly, a General Meeting is being convened to be held on 15 November 2016 at which resolutions will be proposed:

- authorising the issue of the Second Placing Shares;
- giving the Directors general authority to allot Ordinary Shares;
- dis-applying statutory pre-emption rights in relation to the issue of the Second Placing Shares; and
- dis-applying statutory pre-emption rights in relation to the general authority to allot Ordinary Shares.

8. 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 11.00 a.m. on 11 November 2016 (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.

9. Recommendation

The Directors unanimously consider that completion of the Second Placing is in the best interests of the Company and accordingly strongly recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their aggregate shareholdings of 13,475 Ordinary Shares representing approximately 0.002 per cent. of the current issued Ordinary Share capital of the Company at the date of this document.

Yours faithfully

Clive Carver
Non-executive 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 Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW on 15 November 2016 at 11 a.m. for the purpose of considering and, if thought fit, passing the following ordinary and special resolutions as indicated.

Ordinary Resolutions

1. That the Directors be and are unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “**Companies Act**”) to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £174,302.05 for the purpose of issuing the Second Placing Shares.

This authority shall expire on 31 December 2016, save that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or rights granted to subscribe for or convert any security into shares after such expiry, and the Directors may allot shares or grant such rights in pursuance of any such offer or agreement as if the power and authority conferred by this Resolution had not expired.

2. That the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act to exercise all the powers of the Company to allot:

- (a) shares in the Company and grant rights to subscribe for or to convert any securities into shares in the Company up to a maximum aggregate nominal value of £710,617.40, or, if less, the nominal value of 33 per cent. of the issued share capital of the Company as enlarged by the First and Second Placing Shares; and

- (b) equity securities of the Company (within the meaning of section 560 of the Companies Act) up to an aggregate nominal amount which is an amount equal to the aggregate nominal value of £1,421,234.80 or, if less, the nominal value of 66 per cent. of the issued share capital of the Company as enlarged by the First and Second Placing Shares (such amount to be reduced by the nominal amount of any shares allotted or rights granted under paragraph (a) of this Resolution 2) in connection with an offer by way of a rights issue to:

- (i) the holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of 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.

This authority shall apply in substitution for all previous authorities (but without prejudice to the authority granted under Resolution 1 above or the validity of any allotment pursuant to any previous authority) and shall expire at the end of the next Annual General Meeting of the Company or, if earlier, 15 months after the date of this Resolution, save that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or rights granted to subscribe for or convert any security into shares after such expiry and the Directors may allot shares or grant such rights in pursuance of any such offer or agreement as if the power and authority conferred by this Resolution had not expired.

Special Resolutions

3. That, subject to the passing of Resolution 1 above, the Directors be generally and unconditionally empowered, for the purposes of section 570 of the Companies Act, to allot equity securities (within the meaning of section 560 of the Companies Act) for cash pursuant to the authority conferred by Resolution 1 above as if section 561 of the Companies Act did not apply to any such allotment.

This power shall expire on 31 December 2016, save that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or rights granted to subscribe for or convert any security into shares after such expiry, and the Directors may allot shares or grant such rights in pursuance of any such offer or agreement as if the power conferred by this Resolution had not expired.

4. That, subject to the passing of Resolution 2 above, the Directors be generally and unconditionally empowered for the purposes of section 570 of the Companies Act to allot equity securities (within the meaning of section 560 of the Companies Act) for cash pursuant to the authority conferred by Resolution 2 above as if section 561 of the Companies Act did not apply to any such allotment, provided that this power shall be limited to:

- (i) 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 paragraph (b) of Resolution 2, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only) to:
 - (A) the holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them; and
 - (B) 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 it considers 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; and

- (ii) the allotment of equity securities, other than pursuant to paragraph (i) above of this Resolution, up to an aggregate nominal amount of £323,007.90, or, if less, the nominal value of 15 per cent. of the issued share capital of the Company as enlarged by the First and Second Placing Shares.

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.

By order of the Board

Colin Hutchinson
Company Secretary
28 October 2016

Registered Office:
Taylor Wessing, 5 New Street Square, London EC4A 3TW
Registered in England and Wales No. 05239285

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 11 November 2016 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 amended instructions is any time up to the time of the General Meeting.

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.