

THIS DOCUMENT IS IMPORTANT. PLEASE READ IT IMMEDIATELY. If you are in any doubt about the action you should take, you are recommended to consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Doriemus Plc (the “**Company**”), please send this Document, together with the accompanying Form of Proxy, at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the person who now holds the shares.

DORIEMUS PLC

(incorporated and registered in England and Wales under number 03877125)

PROPOSED CONSOLIDATION OF ORDINARY SHARES

PROPOSED ADOPTION OF NEW INVESTING POLICY

PROPOSED ADOPTION OF NEW ARTICLES

NOTICE OF GENERAL MEETING

Notice of a General Meeting of the Company to be held on 28 July 2017 at the offices of Hill Dickinson LLP, The Broadgate Tower, 8th Floor, 20 Primrose Street, London, EC2A 2EW is set out on page 5 of this Document.

A Form of Proxy for use at the General Meeting is enclosed and, to be valid, the Form of Proxy must be completed in accordance with the instructions set out on it and returned to the Company at Suite 3B, 38 Jermyn Street, London, SW1Y 6DN, as soon as possible, but in any event not later than 11am on 26 July 2017. The completion and depositing of a Form of Proxy will not preclude you from attending and voting in person at the General Meeting should you wish to do so. Your attention is drawn to the notes to the Form of Proxy.

Your attention is also drawn to the letter from the Chairman of the Company which is set out on page 3 of this Document.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<u>EVENT</u>	<u>EXPECTED DATE</u>	<u>EXPECTED TIME</u>
General Meeting	28 July 2017	11am
Deadline for Proxy Form for General Meeting	26 July 2017	11am
Record time and date for the consolidation	28 July 2017	Close of Business
Dealings in the new Ordinary Shares NEX Exchange	31 July 2017	8.00am
Crediting of CREST accounts with new Ordinary Shares	31 July 2017	8.00am
Despatch of definitive share certificates in respect of new Ordinary Shares in certified form	4 August 2017	

Notes:

(1) All times shown in this document are London times unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change. If any of the times and/or date above changes. The revised times and/or dates will be notified to Shareholders by announcement through a Regulated Information Service provider.

Doriemus Plc

(incorporated and registered in England and Wales with registered number 03877125)

Directors

Mr David Lenigas – Executive Chairman
Mr Hamish Harris – Executive Director
Mr Donald Strang – Non-Executive Director
Mr Grant Roberts - Non-Executive Director

Registered office

Suite 3B
Princes House
38 Jermyn Street
London
SW1Y 6DN

To the Shareholders and, for information only, to the holders of options over Ordinary Shares

LETTER FROM THE EXECUTIVE CHAIRMAN

13 July 2017

Dear Shareholder,

1. Introduction

There is attached to this document the Notice convening a General Meeting of the Company to be held on 28 July 2017.

It is proposed that the issued share capital of the Company will be restructured, in order to reduce the number of Ordinary Shares in issue, by consolidating them on a four hundred for one basis (the “Consolidation”) and amendment of the Company’s memorandum and articles of association (the “**Articles**”). All of the existing Ordinary Shares of 0.001p each will be consolidated into Ordinary Shares of 0.4p each on the basis of one new Ordinary Share for every four hundred existing Ordinary Shares in issue. It is furthermore proposed that the Company’s existing investing policy be substituted for a new investing policy, further details as set out below. Finally it is proposed that the Company amend its existing Articles of Association in order to comply with the Australian Securities Exchange (“ASX”) Listing Rules.

2. Background to and reasons for Consolidation

The Company proposes to undertake the Consolidation principally to facilitate the cross listing (“Cross Listing”) of the Company’s shares on the ASX. The Directors believe that whilst NEX Exchange Growth Market (“NEX”) serves the Company and its shareholders well, a listing on one of the world’s senior markets will assist the Company with the implementation of its growth strategy. Having considered various options, the Directors believe that the ASX is the most suitable choice for the Company to pursue the next stage of its growth. The Directors also believe that any such cross listing should also provide shareholders with greater trading liquidity than currently experienced on the NEX.

In terms of the Consolidation 14,383,428,279 existing Ordinary Shares of 0.001p each will be consolidated and divided into 35,958,570 new Ordinary Shares of 0.4p each. Such new Ordinary Shares will have the same rights and be subject to the same restrictions (save as to par value) as the existing Ordinary Shares. The consolidation may result in fractional entitlements because the number of Ordinary Shares held by individual shareholders is not a multiple of 0.4p. These fractional amounts will be aggregated to create single Ordinary Shares which will then be allocated by the directors.

Where options and other rights have been granted in relation to the Ordinary Shares, the numbers of Ordinary Shares to which these rights apply will be adjusted to take account of the consolidation.

Share Certificates in respect of the new Ordinary Shares will be issued following the consolidation or, in the case of uncertificated holders, Euroclear UK and Ireland Limited will be instructed to credit the CREST participant's account with new Ordinary Shares.

The record date for the capital reorganisation will be close of business on 28 July 2017. The ISIN for the new ordinary shares will be notified to Shareholders by announcement through the Regulatory News Service of the NEX Exchange. Subject to the passing of the resolution at the General Meeting, CREST accounts will be credited by Share Registrars Limited on 31 July 2017 and new share certificates are expected to be posted by Share Registrars Limited to certificated shareholders in their new form by 4 August 2017.

New Certificates in respect of new Ordinary Shares will be dispatched to all Shareholders by first class post at the risk of the Shareholder. No fractional payments will be made.

Accordingly, a resolution is to be proposed at the General Meeting to consolidate the issued share capital of the Company in accordance with section 618 of the Companies Act 2006 and the Company's Articles of Association.

3. Existing Investing Policy and proposed new Investing Policy

The Company's current investing policy ("Current Investing Policy") is to invest in and/or acquire companies and/or projects within the oil and gas sector in Europe with potential for growth and/or if the Board considers there is an opportunity to generate an attractive return for Shareholders.

In anticipation of the Cross Listing on the ASX, the Directors believe a new investing policy ("New Investing Policy") is appropriate to facilitate the Cross Listing and to take advantage of new investment opportunities that may arise following the Cross Listing. The Company's proposed New Investing Policy, which is subject to Shareholder approval at the General Meeting, is set out below:

"The investment objective of the Company is to provide Shareholders with an attractive total return achieved primarily through capital appreciation. Further, the Directors intend to take an active approach to investments made by the Company and to adhere to the following guidelines:

- a) **Geographic focus:** *While the Company's principal focus is on projects or businesses with part or whole connection or relationship to Europe the Company will also consider projects or businesses in the Asia Pacific Region.*
- b) **Sector focus:** *The Company intends to invest in, or acquire, companies or projects within the oil and gas sector with the potential for growth if the Board considers that there is an opportunity to generate an attractive return for Shareholders. The Directors believe that opportunities exist to create value for Shareholders through a properly executed, acquisition led strategy in the oil and gas sector.*
- c) **Types of investment and control of investments:** *In selecting investment opportunities in line with the Investing Policy, the Board will focus on companies, projects, businesses, joint ventures or production agreements that are available at attractive valuations and hold opportunities to unlock embedded value. Where appropriate, the Board may seek to invest in businesses where they can add their expertise to the management of the business and to utilise their significant industry relationships and access to finance. The ability to work alongside a strong management team to maximise returns through revenue growth will be something the Board will focus upon initially. The Company's interest in a proposed investment or acquisition (as the case may be) may range from a minority position to full ownership. Additionally, the proposed investments:*
 - i. *may be in either quoted or unquoted companies;*
 - ii. *may be made in companies, partnerships, equity, debt or other loan structures, joint ventures or direct or indirect interests in assets or projects; and*
 - iii. *may be made by direct investment or acquisition.*

- d) **Investment number and size:** Taking into account the Company's available resources, there is no limit on the number or size of investments which the Company may make. Accordingly, the Company's financial resources may be invested in a number of propositions or in just one investment, which may be deemed to be a Reverse Takeover under the NEX Rules or the rules of another stock exchange as the case may be. Therefore, there shall be no restriction on the amount of such available financial resources the Company may invest in any one investment. Any transaction constituting a Reverse Takeover under the NEX Rules will also require Shareholder approval and re-admission to the NEX Growth Market of the enlarged entity under NEX Rule 60.

The Board expects that investments will typically be held for the medium to long term, although short term disposal of assets cannot be ruled out if there is an opportunity to generate an attractive return for Shareholders. The Board will place no minimum or maximum limit on the length of time that any investment may be held and in most circumstances, it will be dependent on market conditions. The Company may be both an active and a passive investor depending on the nature of the individual investment.

Where the Company builds a portfolio of related investments, it is possible that there may be cross holdings between such assets. The Board considers that as investments are made, and new promising investment opportunities arise, further funding of the Company may also be required. The Company does not currently intend to fund any investments with debt or other borrowings but may do so in future, if appropriate. The Articles do not contain any restrictions on borrowing and/or leverage limits. The Board may also offer new Shares by way of consideration as well as cash, thereby helping to preserve the Company's cash for working capital and as a reserve against unforeseen contingencies (including, for example, delays in collecting accounts receivable, unexpected changes in the economic environment and operational problems).

The Company will not have a separate investment manager. Through the Investment Committee, the Company proposes to carry out a comprehensive and thorough project review process in which all material aspects of a potential project or business will be subject to rigorous due diligence, as appropriate.

It is anticipated that returns to Shareholders will be delivered primarily through an appreciation in the Company's share price rather than capital distribution via regular dividends. In addition, there may be opportunities to spin out businesses in the form of distributions to Shareholders or make trade sales of business divisions and therefore contemplate returns via special dividends. Given the nature of the Investing Policy, the Company does not intend to make additional regular periodic disclosures or calculations of net asset value outside of the requirements for an NEX quoted company. It is anticipated that the Company will hold investments for the medium to long term although where opportunities exist for shorter term investments the Company may undertake these.

The Company will at all times implement its investing policy in accordance with the requirements of NEX and the Australian Securities Exchange Listing Rules as applicable".

4. Amendments to the Articles

The Company proposes to amend the articles of association of the Company so that in the event of a successful cross listing on the ASX the articles of association will comply with the requirements of the ASX Listing Rules. The proposed new articles of association are available to view on the Company's website at www.doriemus.co.uk or can be inspected at the offices of Hill Dickinson LLP, the Broadgate Tower, 20 Primrose Street, London, EC2A 2EW, up until the date of the General Meeting ("**Proposed New Articles**").

5. GENERAL MEETING

You will find set out at the end of this Document, the Notice convening the General Meeting to be held at the offices of Hill Dickinson LLP, the Broadgate Tower, 20 Primrose Street, London, EC2A 2EW at 11am on 28 July 2017, at which the following Resolutions will be proposed:

Resolution 1 (Ordinary Resolution):

Resolution 1 seeks approval of the Consolidation.

Resolution 2 (Ordinary Resolution):

Resolution 2 seeks approval of the New Investing Policy.

Resolution 3 (Special Resolution):

Resolution 3 seeks to adopt the Proposed New Articles.

6. RECOMMENDATION

The directors consider that the resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole. The directors will be voting in favour of them, and unanimously recommend that you do so as well.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

If you would like to vote on the Resolutions set out in the Notice but are unable to attend the AGM in person, a Form of Proxy for use by Shareholders at the General Meeting is enclosed. If you are unable to be present at the General Meeting, please complete and sign the Form of Proxy and return it to the Company, to be received as soon as possible, and in any event by no later than 11am on 26 July 2017.

You are entitled to appoint a proxy to attend and to exercise all or any of your rights to vote and to speak at the General Meeting instead of you. However, the completion and return of the Form of Proxy will not prevent you from attending the General Meeting and voting in person if you wish to do so. Your attention is drawn to the notes to the Form of Proxy.

Yours faithfully

Mr David Lenigas
Executive Chairman

Doriemus Plc

(the “Company”)

(incorporated and registered in England and Wales with registered number 03877125)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at 11am on 28 July 2017 at the offices of Hill Dickinson LLP, The Broadgate Tower, 8th Floor, 20 Primrose Street, London, EC2A 2EW (the “Meeting”) to consider and if thought fit, to pass the following resolutions, of which Resolution 1 and 2 is proposed as ordinary resolutions and Resolution 3 will be proposed as a special resolution:

Resolution 1: THAT pro rata between the existing holders thereof, the existing 14,383,428,279 Ordinary Shares of 0.001p in issue in the capital of the Company be consolidated into 35,958,570 Ordinary Shares of 0.4p each, with effect from the close of business on 28 July 2017, provided that no shareholder will be entitled to a fraction of a share and all fractional entitlements resulting from the consolidation are to be aggregated into whole shares and such numbers of shares so arising are to be sold by the Company and the net proceeds of sale retained by the Company.

Resolution 2: THAT the New Investing Policy (as set out in this Document) be and is hereby approved and that the Directors be and are hereby authorised to take all such steps as they may consider necessary or desirable to implement same.

Resolution 3: THAT with effect from the conclusion of the meeting, the Proposed New Articles produced to the meeting and, and for purposes of identification, initialled by the Chairman, be adopted as the new articles of association of the Company in substitution of the existing articles of association of the Company.

Dated: 13 July 2017

By order of the Board

Donald Strang
Company Secretary

Notes:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out below and in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To be valid, a form of proxy and the power of attorney or other written authority, if any, under which it is signed, or an office or notarially certified copy in accordance with the Powers of Attorney Act 1971 of such power or written authority, must be delivered to the Company at Suite 3b, Princess House, 38 Jermyn Street, London, SW1Y 6DN no later than 11am on 26 July 2017 (or 48 hours before the time fixed for any adjourned meeting or, in the case of a poll taken more than 48 hours after it was demanded, not less than 24 hours before the time appointed for taking the

poll at which the proxy is to attend, speak and vote provided that in calculating such periods no account shall be taken of any part of a day that is not a working day and where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, at the meeting at which the poll was demanded).

4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy complete and submit more than one proxy form and make it clear how many shares the proxy has voting rights over. Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by you on the record date will result in the proxy appointment being invalid.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
6. Use of the proxy form does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
7. 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 the Company (in the case of a member which is a company, the revocation notice must be executed in accordance with note 10 below).

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. The revocation notice must be received by the Company no later than 48 hours before the time fixed for the holding of the Meeting or any adjourned meeting (or in the case of a poll before the time appointed for taking the poll) at which the proxy is to attend, speak and vote.

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

8. 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.
9. 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).
10. In the case of a member which is a company, the form of proxy must be executed pursuant to the terms of section 44 of the Companies Act 2006 or under the hand of a duly authorised officer or attorney.
11. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all of its powers as a member provided that no more than one corporate representative exercises power over the same share.
12. Except as provided above, members who have general queries about the Meeting should call the Company on 020 7440 0642 (no other methods of communication will be accepted).
13. You may not use any electronic address provided either in this notice of general meeting or any related documents (including the Chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.