
LEED PETROLEUM PLC

110 Cannon Street
London
EC4N 6AR
(the “Company”)

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

To be held at 110 Cannon Street, London EC4N 6AR
on 29 October 2008 at 2 p.m.

This document is important and requires your immediate attention. If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all of your shares in Leed Petroleum PLC, please forward this document, together with the accompanying documents, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

**LETTER FROM ROBERT ADAIR
NON-EXECUTIVE CHAIRMAN OF**

LEED PETROLEUM PLC

(a public limited company registered in England and Wales with number 06034226)

To the holders of Shares

Date: 30 September 2008

Dear Shareholder

ANNUAL GENERAL MEETING 2008

I have pleasure in writing to invite you to our 2008 Annual General Meeting (the "AGM") which will be held at 110 Cannon Street, London EC4N 6AR on 29 October 2008 at 2 p.m. Full details of the meeting and the resolutions that will be put to shareholders are set out in the enclosed Notice of Annual General Meeting.

The business to be conducted at the AGM is summarised below.

Resolution 1 (Report and Accounts for year ended 31 March 2008)

Shareholders are being asked to receive the report and accounts of the Company for the year ended 31 March 2008 and the report of the auditors thereon.

Resolution 2 (Report and Accounts for period ended 30 June 2008)

The Company filed a notice to shorten its accounting reference date to 30 June and is therefore required to produce accounts for the three month period ending 30 June 2008. Shareholders are therefore being asked to receive the report and accounts of the Company for the period ended 30 June 2008 and the report of the auditors thereon.

Resolution 3 (Re-election of Ian Gibbs)

Under the Company's articles of association, one-third of the directors are required to retire by rotation at each annual general meeting. Ian Gibbs and Seiki Takahashi retire by rotation in accordance with the articles of association of the Company and it is proposed that Ian Gibbs be re-elected as a director for a term of 15 months or until the next annual general meeting, whichever is the earlier. Mr. Gibbs has wide business knowledge and brings valuable skills and experience to the board. The board is content that Mr. Gibbs is independent in character and there are no relationships or circumstances which are likely to affect his character or judgement. The remaining directors therefore unanimously recommend that Mr. Gibbs be re-elected as a director of the Company. Mr. Takahashi is not offering himself for re-election.

Resolution 4 (Election of Stephen Fleming)

Stephen Fleming is offering himself for election in order to fill the office being vacated by Seiki Takahashi. It is therefore proposed that Mr. Fleming be elected as a director for a term of 15 months or until the next annual general meeting, whichever is the earlier. Mr. Fleming is a senior analyst at ADM Capital, a US\$2.5 billion private equity and special situations fund management company based in Hong Kong. Mr. Fleming joined ADM Capital in 2005, and has eleven years of investment experience, having worked at Robertson Stephens as a senior equity research analyst, and at MRET, where he managed a portfolio of investments in venture-stage energy technology companies and clean energy projects. Mr. Fleming currently serves as an executive director of IB Daiwa Corporation, which at the date of this document is the holder of approximately 38 per cent. of the issued share capital of the Company. Mr. Fleming holds a BA degree in Government and East Asian Studies from Harvard College, and a Master of Business Administration degree from Harvard Business School. Mr. Fleming has wide business knowledge and brings valuable skills and experience to the board. The remaining directors therefore unanimously recommend that Mr. Fleming be elected as a director of the Company.

Resolution 5 (Re-appointment of auditors)

Resolution 5 seeks your approval to re-appoint Grant Thornton UK LLP as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company at which accounts are laid before the Company.

Resolution 6 (Auditors' Remuneration)

Shareholders are being asked to authorise the directors to determine Grant Thornton UK LLP's remuneration as auditors.

Resolution 7 (Authority to Allot Shares)

This ordinary resolution seeks to authorise the directors for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot equity securities of the Company up to an aggregate nominal amount of £207,015.60. The authority contained in this resolution will expire at the conclusion of the Company's next annual general meeting or, if earlier, the date which is 15 months after the date of this resolution.

Resolution 8 (Pre-Emption Rights)

This special resolution authorises the directors to allot equity securities of the Company for cash as if the pre-emption provisions of section 89(1) of the Companies Act 1985 did not apply to any such allotment. Under section 89, when new equity securities are allotted, they must first be offered to existing shareholders pro-rata to their holdings. This provision was designed to prevent the holdings of existing shareholders being diluted against their wishes by the allotment of new shares. Shareholders may waive this right of pre-emption. The authority contained in this resolution would be limited to the allotment of equity securities in connection with an offer of equity securities by way of rights or, otherwise than pursuant to such an offer, up to an aggregate nominal amount equal to £207,015.60 (representing 1.5 per cent. of the issued share capital of the Company), which although limited in its scope will allow the Company to incentivise current and future employees. This authority will expire at the conclusion of the Company's next annual general meeting or, if earlier, the date which is 15 months after the date of this resolution.

Resolution 9 (Alteration to Articles of Association)

It is proposed that the Company's articles of association be amended, primarily to reflect the provisions of the Companies Act 2006. An explanation of the main changes between the proposed and the existing articles of association is set out in the Explanatory Notes on the Principal Changes to the Company's Articles of Association beginning at page 7 of this document.

Actions to be taken

Shareholders will find enclosed a Form of Proxy for use in relation to the AGM. Whether or not you intend to be present at the AGM, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon to the Company's registrars, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom as soon as possible and, in any event, so as to arrive no later than 2 p.m. on 27 October 2008. The completion and return of a Form of Proxy will not preclude you from attending the AGM and voting in person should you so wish.

Recommendation

The board of directors considers that Resolutions 1 to 9 are in the best interests of the Company and its members as a whole and unanimously recommends that you vote in favour of such resolutions. All of the directors intend to vote in favour of all the proposed resolutions in respect of their own beneficial holdings.

Yours sincerely



Robert Adair

Non-Executive Chairman

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Leed Petroleum PLC will be held at 110 Cannon Street, London EC4N 6AR on 29 October 2008 at 2 p.m. to transact the following business:

1. To receive the directors' report and accounts for the year ended 31 March 2008 and the auditors' report on the accounts.
2. To receive the directors' report and accounts for the three month period ended 30 June 2008 and the auditors' report on the accounts.
3. To re-elect, as a director, Ian Gibbs, who retires by rotation in accordance with the articles of association of the Company, for a term expiring 15 months from the date of this resolution or, if earlier, the date of the Company's next annual general meeting.
4. To elect, as a director, Stephen Fleming, for a term expiring 15 months from the date of this resolution or, if earlier, the date of the Company's next annual general meeting.
5. To re-appoint Grant Thornton UK LLP as auditors of the Company until the conclusion of the next annual general meeting.
6. To authorise the directors to fix the remuneration of the auditors of the Company.
7. To resolve as an ordinary resolution that the directors be and they are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £207,015.60 provided that this authority is for a period expiring at the conclusion of the Company's next annual general meeting or, if earlier, the date which is 15 months after the date of this resolution, but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all subsisting authorities, to the extent unused.
8. To resolve as a special resolution that the directors be and are hereby empowered pursuant to section 95(1) of the Act (in substitution for all subsisting powers to the extent unused, other than in respect of any allotments made pursuant to offers or agreements made prior to the passing of this resolution) to allot equity securities for cash as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
 - (a) in connection with an offer of equity securities by way of rights (or any other offer on a pre-emptive basis) where the equity securities are offered to the holders of ordinary shares in proportion to their respective holdings of ordinary shares on a fixed record date and (where applicable) to other holders of equity securities in accordance with the rights attaching to such equity securities, but subject, in each case, to such exclusions or other arrangements as the directors may deem to be necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - (b) otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount equal to £207,015.60;and shall expire at the conclusion of the Company's next annual general meeting or, if earlier, the date which is 15 months after the date of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if this power had not so expired. In this resolution the expression "equity securities" and references to allotment of equity securities shall have the same respective meanings as in section 94 of the Act.
9. To resolve as a special resolution to adopt the articles of association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

By order of the Board



Robert Adair

Non-Executive Chairman

Leed Petroleum PLC
110 Cannon Street
London EC4N 6AR

30 September 2008

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:

- 2 p.m. on 27 October 2008; or,
- if this Meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting,

shall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. Details of how to appoint more than one proxy are contained in the proxy form.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy using proxy form

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to the Company's registrars, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom; and
- received by the Company's registrars no later than 2 p.m. on 27 October 2008 or, in the case of an adjourned meeting, not less than 48 hours before the time appointed for the holding of the adjourned meeting.

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

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

Appointment of proxy by joint members

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

Changing proxy instructions

8. To change your proxy instructions simply submit a new proxy appointment using the method 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.

To obtain another proxy form, please contact the Company's registrars, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

9. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrars, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom. 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.

The revocation notice must be received by the Company's registrars, Computershare Investor Services PLC no later than 2 p.m. on 27 October 2008 or, in the case of an adjourned meeting, not less than 48 hours before the time appointed for the holding of the adjourned meeting.

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

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

Issued shares and total voting rights

10. As at 6.00 p.m. on 29 September 2008, the Company's issued share capital comprised 276,020,767 ordinary shares of 5 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on 29 September 2008 is 276,020,767.

Documents on display

11. The following documents will be available for inspection at 110 Cannon Street, London EC4N 6AR, United Kingdom from 30 September 2008 until 29 October 2008, for at least 15 minutes prior to the Meeting and during the Meeting:

- Copies of the service contracts and letters of appointment of the directors of the Company;
- A copy of the proposed new articles of association of the Company; and
- A copy of the existing articles of association of the Company marked to show the changes being proposed in resolution 9.

Communication

12. Except as provided above, members who have general queries about the Meeting should contact James Slatten, Chief Operating Officer of Leed Petroleum PLC, on +1 337 314 0700.

EXPLANATORY NOTES ON THE PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION

The notes on the following pages give an explanation of the proposed resolution to adopt new articles of association. It is proposed in resolution 9 to adopt new articles of association (the "**New Articles**") in order to update the Company's current articles of association (the "**Current Articles**") primarily to take account of changes in English company law brought about by the Companies Act 2006. The principal changes introduced in the New Articles are summarised below. The New Articles showing all the changes to the Current Articles are available for inspection at 110 Cannon Street, London EC4N 6AR from 30 September 2008 until 29 October 2008, for at least 15 minutes prior to the Meeting and during the Meeting, as noted on page 6 of this document.

1. Form of resolution

The Current Articles contain a provision that, where for any purpose an ordinary resolution is required, a special or extraordinary resolution is also effective and that, where an extraordinary resolution is required, a special resolution is also effective. This provision is being amended as the concept of extraordinary resolutions has not been retained under the Companies Act 2006.

2. Convening extraordinary and annual general meetings

The provisions in the Current Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are being amended to conform to new provisions in the Companies Act 2006. In particular, a general meeting to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.

3. Conflicts of interest

The Companies Act 2006 sets out directors' general duties which largely codify the existing law but with some changes. Under the Companies Act 2006, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The Companies Act 2006 allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The Companies Act 2006 also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The New Articles give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the position under the previous legislation.

There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the New Articles should contain provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the directors.

4. Notice of board meetings

Under the Current Articles, when a director is abroad he can request that notice of directors' meetings are sent to him at a specified address and if he does not do so he is not entitled to receive notice while he is away. This provision has been removed, as modern communications mean that there may be no particular obstacle to giving notice to a director who is abroad. It has been replaced with a more general provision that a director is treated as having waived his entitlement to notice, unless he supplies the Company with the information necessary to ensure that he receives notice of a meeting before it takes place.

5. Distribution of assets otherwise than in cash

The Current Articles contain provisions dealing with the distribution of assets in kind in the event of the Company going into liquidation. These provisions have been removed in the New Articles on the grounds that a provision about the powers of liquidators is a matter for insolvency law rather than the articles and that the Insolvency Act 1986 confers powers on the liquidator which would enable it to do what is envisaged by the Current Articles.

6. Directors' indemnities and loans to fund expenditure

The Companies Act 2006 has in some areas widened the scope of the powers of a company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors. In addition, the existing exemption allowing a company to provide money for the purpose of funding a director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies.

7. Provision for employees on cessation of business

The Companies Act 2006 provides that the powers of the directors to make provision for a person employed or formerly employed by the Company in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company may be exercised by the directors or by the Company in general meeting. However, if the power is to be exercised by the directors, the articles of association must include a provision to this effect. The New Articles provide that the directors may exercise this power.

