

**MINUTES
FROM
EXTRAORDINARY GENERAL MEETING
IN
ROCKSOURCE ASA**

On 20 October 2009 at 09:00 an Extraordinary General Meeting was held in Rocksource ASA in Thon Conference Vika Atrium, Munkedamsveien 45, 0250 Oslo.

Present or represented by proxy were the shareholders listed in Attachment 1. 56 411 263 shares representing 31.6 % of the share capital was thus represented.

The Acting Chairman of the Board, Mimi K. Berdal, the Chief Executive Officer Trygve Pedersen, the Chief Financial Officer Tommy Sundt, and Merete Klavenes from the administration of Rocksource were present. In addition the company's auditor Jon-Michael Grefsrød and the company's legal counsel Robert Romansky were also present.

On the agenda was:

1. Opening by the Acting Chairman of the Board of Directors, including registration of the attending shareholders and shares represented by proxy

The resolution was passed with 56 101 265 votes. 309 998 abstained from voting.

2. Election of the Chairman of the meeting and a person to co-sign the minutes from the meeting together with the Chairman

Mimi K. Berdal was elected Chairman of the meeting. Merete Klavenes was elected to co-sign the minutes together with the Chairman.

3. Approval of the summons and the agenda

The summons and the agenda were approved.

4. Election of member to the Board of Directors

The General Meeting elected Bjarte Fagerås as a new Director of the Board until the Annual General Meeting in the company in 2011.

The General Meeting also elected Mimi K. Berdal as Chairman of the Board until the Annual General Meeting in the company in 2010.

Subsequent to the election, the Board of Directors is composed of the following:

<i>Name</i>	<i>Position</i>	<i>End of Term</i>
Mimi K. Berdal	Chairman	AGM 2010
Anne-Grete Ellingsen	Board member	AGM 2010
Helge Ringdal	Board member	AGM 2010
Ole Nygaard	Board member	AGM 2010
Anne Dæhlie	Board member	AGM 2010
Bjarte Fagerås	Board member	AGM 2011
John Howell	Deputy Board member	AGM 2010

5. Amendment of the company's articles of association – Publishing of General Meeting documents on the company's website

The General Meeting passed the following resolution:

A new article 8 is added to the articles of association with the following wording:

"If a document that relates to an issue that the General Meeting shall decide on is made available to the company's shareholders on the company's website, then such a document does not have to be physically sent to the shareholders of the company. However, such a document shall be sent to the shareholder free of charge if a shareholder requests it."

6. Amendment of the company's articles of association – Notice of attending to General Meetings

The General Meeting passed the following resolution:

A new article 9 is added to the articles of association with the following wording:

"Shareholders that plan to attend a General Meeting have to give notice to the company within 5 days of the General Meeting. Shareholders who have not given such notice within 5 days of the General Meeting may be denied entrance to the General Meeting."

The resolution was passed with 54 711 263 votes against 1 700 000 votes.

7. Amendment of the company's articles of association – Registered office

The General Meeting passed the following resolution:

The company's registered office shall be in Bergen, however, General Meetings may still be held in Oslo. As a consequence, article 2 of the company's articles of association is amended to have the following wording:

"The registered office of the company is in Bergen. General Meetings may also be held in Oslo."

8. Amendment of the company's articles of association – Purpose

The General Meeting passed the following resolution:

Article 3 of the company's articles of association is amended to have the following wording:

"The object of the company is to carry out exploration for and production of oil and gas, among other by application of advanced technology, and all other activities that may reasonably be associated therewith, hereunder participation in other companies world-wide, including debt financing of subsidiaries and associates."

9. Authorisation to increase the share capital through private placements

The General Meeting passed the following resolution:

“The Board of Directors in Rocksource ASA (the “company”) is authorised to resolve one or several share capital increases by issuing up to 53.532.695 shares, equal to approximately 30 % of the total number of shares in the company at the time of this authorisation. Consequently, the share capital can be increased by NOK 53.532.695.

This authorisation can be used in the following situations:

- (1) Private placement and issue of shares to suitable investors for raising of further capital to the company.*
- (2) As full or partial compensation in case of full or partial acquisitions/investments.*

The Board of Directors may, pursuant to this authorisation, offer shares to persons or companies that are not shareholders in the company.

Payment of share contribution in connection with a capital increase under this authorisation may be made by contribution in kind or by other ways as set out in Section 10-2 of the Norwegian Public Limited Liabilities Act.

The existing shareholders' preferential right is deviated. If the Board of Directors resolves to issue shares for cash consideration pursuant to this section 9 where as a consequence, (1) the share capital of the company is increased with more than 10 % or (2) where the interest of the existing shareholders requires a subsequent offering, the Board of Directors shall within reasonable time resolve a subsequent offering to the existing shareholders in the company where they are offered the possibility to subscribe for shares on the same terms (repair issue).

The Board of Directors may amend article 4 of the articles of association – the size of the share capital of the company - in accordance with the increases of capital resolved by the Board of Directors pursuant to this authorisation.

The authorisation to the Board of Directors, according to this section 9, is valid for 9 months as from the date of this resolution.

This authorisation replaces the authorisation given to the Board of Directors by the Ordinary General Meeting on 20 May 2009, ref section 12 of the minutes from the meeting.

This authorisation does not replace or change the authorisation given to the Board of Directors by the Ordinary General Meeting on 7 May 2008 to issue shares under the company's incentive scheme.”

The resolution was passed with 54 680 928 votes against 1 730 335 votes.

10. Authorisation to issue convertible loans

The General Meeting passed the following resolution:

"The Board of Directors in Rocksource ASA (the "Company") is authorised to issue loans that give the creditor a right to have shares issued against a contribution by offsetting claims, ref. the Public Limited Liabilities Act section 11-8.

The authorisation can be used to resolve the issuance of one or more convertible loans.

The aggregate amount of the loans that can be issued is NOK 850 million. The share capital of the Company can be increased by up to NOK 71 million.

The shareholder's preferential right to subscribe for the loan(s) may be deviated at the discretion of the Board of Directors.

The Board of Directors may amend article 4 of the articles of association – the size of the share capital of the company – in accordance with any increases of capital resolved as a consequence of the issuance of convertible loans pursuant to this authorisation.

The authorisation to the Board of Directors, according to this section 10, is valid for 9 months as from the date of this resolution."

The resolution was passed with 54 680 928 votes against 1 730 335 votes.

Except from the resolutions in section 1, 6, 9 and 10, all of the resolutions were unanimous. There were no further matters on the agenda, and the Annual General Meeting was adjourned.

Oslo, 20 October 2009

Mimi K. Berdal
(sign.)

Merete Klavenes
(sign.)