

To the shareholders in Rocksource ASA

SUMMONS TO EXTRAORDINARY GENERAL MEETING IN ROCKSOURCE ASA

An Extraordinary General Meeting will be held

Wednesday, 23 February 2011 at 1100 CET

at Shippingklubben, Haakon VIIIs gate 1, 0161 Oslo, Norway.

ON THE AGENDA IS:

- 1. Opening by the Chairman of the Board, including registration of the attending shareholders and shares represented by proxy**
- 2. Election of Chairman of the meeting and a person to co-sign the minutes from the meeting together with the Chairman**
- 3. Approval of the summons and the agenda**
- 4. Private Placement**

Pursuant to authorisation given by the General Meeting 26 May 2010, the Board of Directors resolved on 1 February 2011 a private placement. Further, the Board of Directors has, subject to the approval from the General Meeting, entered into subscription agreements with investors for a private placement on the terms and conditions set out below.

The main purpose of the private placements is to strengthen the capital base of Rocksource ASA (Company) for the current and future engagements the Company are involved in. Shareholders as of close of business on the Oslo Stock Exchange on 1 February 2011 will be given the right to participate in the private placement on the same terms and conditions as offered to the investors participating in the private placement, ref item 5 below. Consequently, the Board of Directors proposes that the shareholders' preferential right to subscribe shares is waived.

The Board of Directors proposes that the General Meeting passes the following resolution:

"The Company's share capital is increased pursuant to § 10-1 of the Public Limited Liabilities Act on the following terms and conditions:

- 1. The share capital of the Company is increased with NOK 57,110,113 by issuing 57,110,113 new shares.*
- 2. The nominal value of each share is NOK 1.*
- 3. The subscription price is NOK 3 per share.*
- 4. The shares shall be subscribed for by the persons set out in Schedule 1 in accordance to the allocation stated in the schedule. Oversubscription is not allowed.*
- 5. The existing shareholders' preferential right to subscribe shares is waived.*
- 6. The shares shall be subscribed for in these minutes.*

7. *The contribution shall be paid immediately to an account established by the Company specific for this private placement.*
8. *The shares will carry right to dividend with effect from the date of registration of the share capital increase with the Register of Business Enterprises."*

As a consequence, the Board of Directors proposes that the General Meeting resolves to amend Article 4 of the Article of Association to read:

"The Company's share capital is NOK 345,947,031 divided on 345,947,031 shares, each with a nominal value of NOK 1. The shares of the Company shall be registered in the Norwegian Registry of Securities."

5. Repair Issue

The Board of Directors proposes that the General Meeting resolves a repair issue towards the shareholders as of end of business on Oslo Stock Exchange on 1 February 2011 who were not allocated shares in the private placement. Consequently, the Board of Directors proposes that the shareholders' preferential right to subscribe shares is waived.

The Board of Directors proposes that the General Meeting passes the following resolution:

"The Company's share capital is increased pursuant to § 10-1 of the Public Limited Liabilities Act on the following terms and conditions:

1. *The share capital of the Company is increased with minimum NOK 1 and maximum NOK 16,667,000 by issuing up to 16,667,000 new shares.*
2. *The nominal value of each share is NOK 1.*
3. *The subscription price is NOK 3 per share.*
4. *The shares may be subscribed by shareholders that owned shares in the Company as of end of business on Oslo Stock Exchange on 1 February 2011 and who were not allocated shares in the private placement resolved by the Board of Directors on 1 February 2011.*
5. *Non tradeable subscriptions rights will be issued.*
6. *The shareholders' preferential right to subscribe shares is waived.*
7. *The Company shall issue a prospectus to be approved by the Norwegian FSA (Finanstilsynet). The subscription period will be decided by the Board of Directors. The subscription period shall, however, not end later than 15 April 2011. The further terms and conditions for the subscription will be determined by the Board of Directors and will be described in the prospectus.*
8. *The contribution shall be paid to an account established by the Company specific for this placement. The Board of Directors shall determine the further terms and conditions for the settlement and such conditions shall be described in the prospectus. The due date for the payment shall be no later than 2 May 2011.*

9. *Subscriptions exceeding assigned subscription rights are allowed. The shares shall in case of over-subscription be allotted in accordance with the principles of the Norwegian Public Companies Act section 10-4 (3).*
10. *The shares will carry right to dividend with effect from the date of registration of the share capital increase with the Norwegian Register of Business Enterprises."*

As a consequence, the Board of Directors proposes that the General Meeting resolves to amend Article 4 of the Article of Association to read:

"The Company's share capital is NOK [increased with between NOK 1 and NOK 16,667,000 divided on [increased with between 1 and 16,667,000 shares] shares, each with a nominal value of NOK 1. The shares of the Company shall be registered in the Norwegian Registry of Securities."

6. Authorisation to the Board of Directors to increase the share capital through private placements

The Annual General Meeting on 26 May 2010 granted the Board of Directors an authorisation to issue shares in the Company. The authorisation was used in the private placement resolved by the Board of Directors on 1 February 2011. The Board of Directors proposes that the General Meeting grants a new authorisation.

The reason for the proposal is to give added flexibility in relation to raising capital and for investment opportunities that may arise. The Board of Directors proposes that the authorisation shall be valid until 30 June 2011.

The total number of shares that may be issued pursuant to the proposed authorisation in this section 6 is 34,600,000 being approximately 13 % of the total number of shares at the time of this summons and approximately 10 % of the total number of shares post the private placement described in section 4.

The Board of Directors proposes that the General Meeting passes the following resolution:

"The Board of Directors in Rocksource ASA is authorised to resolve one or several share capital increases by issuing up to 34,600,000 shares, equal to approximately 10 % of the total number of shares in the Company post the private placement described in section 4. Consequently, the share capital can be increased by NOK 34,600,000.

This authorisation can be used in the following situations: (1) Private placement and issue of shares to suitable investors for raising further capital to the Company; or (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 may be deviated.

If the Board of Directors resolves to issue shares for cash consideration pursuant to this authorisation 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.

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.

This authorisation to the Board of Directors is valid until 30 June 2011.”

The situations where the authorisation can be used will be voted for individually.

The Board of Directors is not aware of circumstances of importance, other than information set out above and information previously communicated to the market, that have to be considered when assessing whether to authorise the Board of Directors to increase the share capital. Further, the Board of Directors is not aware of circumstances of importance, other than information set out above and information previously communicated to the market, that have incurred after the last balance date.

* * *

There are at the date of this summons 262,612,031 shares in the Company. Each share has one voting right. Rocksource ASA hereby informs the shareholders that all shareholders have the right to attend the General Meeting.

In accordance with section 5-15 of the Public Limited Liability Companies Act, a shareholder may demand that any member of the Board of Directors and/or the Chief Executive Officer provides any available information to the General Meeting which may have an effect on the General Meeting's assessment on any issues on the agenda or the assessment of the Company's financial position, unless the information requested regarding the Company's financial position is of such a nature that it cannot be given without inflicting a disproportionate damage to the Company.

Shareholders that either by themselves, or by representative, plans to attend the General Meeting, have to give notice to the Company as soon as possible and at latest within 24:00 (CET) 18 February 2011 by using the enclosed reply fax with attendance notice. Shareholders who have not given notice within the above mentioned deadline may be denied entrance to the General Meeting, ref article 9 of the Company's Articles of Association.

The Company's annual report, the Directors report and the auditor's report for 2009 and the Articles of Association are available at the Company's office and website, www.rocksource.com. Shareholders who want to receive a physical copy of the mentioned documents free of charge may contact the Company.

Oslo, 2 February 2011

(sign.)
Mimi K. Berdal
Chairman

Encl.: Reply fax including notice of attendance and proxy.

Notice of Annual General Meeting

Extraordinary General Meeting in Rocksource ASA will be held 23 February 2011 at 1100 CET at Shippingklubben, Haakon VII's gate 1, 0161 Oslo, Norway

INNKALLING PÅ NORSK ER TILGJENGELIG PÅ WWW.ROCKSOURCE.COM ELLER VED HENVENDELSE TIL SELSKAPET.

In the event the shareholder is a legal entity it will be represented by: _____
Name of representative
(To grant proxy, use the proxy form below)

Attendance form

If you wish to attend the annual general meeting, we kindly ask you to send this form to Rocksource ASA's legal advisor Kvale Advokatfirma DA, Postboks 1752 Vika, 0122 Oslo, Norway, or fax to +47 21 05 85 85.

The form must be registered by Kvale Advokatfirma DA no later than **18 February 2011 24:00 CET**.

The undersigned will attend at Rocksource ASA's Extraordinary General Meeting on 23 February 2011 and vote for

_____ own shares
_____ other shares in accordance with enclosed proxy
In total _____ shares

Place Date Shareholder's signature
(If attending personally. To grant proxy, use the form below)

Proxy (without voting instructions)

If you are not able to attend the Extraordinary General Meeting, a nominated proxy holder can be granted your voting authority. Any proxy not naming proxy holder will be deemed given to **Mimi K. Berdal** or a person designated by her. The present proxy form relates to proxies without instructions. To grant proxy with voting instructions, please go to page 2 of this form.

We kindly ask you to send the proxy form to Rocksource ASA's legal advisor Kvale Advokatfirma DA, Postboks 1752 Vika, 0122 Oslo, Norway, or fax to +47 21 05 85 85.

The proxy must reach Kvale Advokatfirma DA no later than **18 February 2011 at 24:00 CET**.

The undersigned : _____
(Please use capital letters)
hereby grants : **Mimi K. Berdal** (or a person designated by her)
or : _____
Name of nominated proxy holder (Please use capital letters)

proxy to attend and vote at the Annual General Meeting of Rocksource ASA on 23 February 2011 for my/our shares

Place Date Shareholder's signature
(Signature only when granting proxy)

With regard to rights of attendance and voting we refer you to The Norwegian Public Limited Liability Companies Act, in particular Chapter 5. A written power of attorney dated and signed by the beneficial owner giving such proxy must be presented at the meeting.

Proxy (with voting instructions)

If you wish to give voting instruction to the proxy holder, please use the present proxy form. The items in the detailed proxy below refer to the items in the Annual General Meeting agenda. A detailed proxy with voting instructions may be granted a nominated proxy holder. A proxy not naming a proxy holder will be deemed given to **Mimi K. Berdal** or any person designated by her.

We kindly ask you to send the proxy with voting instructions by mail or fax to Rocksource ASA's legal advisor Kvale Advokatfirma DA, Postboks 1752 Vika, 0122 Oslo, Norway, or fax to +47 21 05 85 85.

The proxy must reach Kvale Advokatfirma DA no later than **18 February 2011 at 24:00 CET**.

The undersigned : _____

(Please use capital letters)

hereby grants : **Mimi K. Berdal** (or a person designated by her)

or : _____

Name of nominated proxy holder (Please use capital letters)

proxy to attend and vote at the Annual General Meeting of Rocksource ASA on 23 February 2011 for my/our shares. The votes shall be submitted in accordance with the instructions below. Please note that **any items below not voted for (not ticked off), will be deemed as an instruction to vote "in favour" of the proposals in the notice.** Any motion from the floor, amendments or replacement to the proposals in the agenda, will be determined at the proxy holder's discretion. In case the contents of the voting instructions are ambiguous, the proxy holder will base his/her understanding on a reasonable understanding of the wording of the proxy. Where no such reasonable understanding can be found, the proxy may at his/her discretion refrain from voting.

Agenda Extraordinary General Meeting 23 February 2011	In favour	Against	Abstention
3. Approval of the summons and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Private Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Repair Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Authorisation to the Board of Directors to increase the share capital through private placements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The abovementioned proxy holder has been granted power to attend and to vote for my/our shares at the Annual General Meeting in Rocksource ASA to be held 23 February 2011.

Place

Date

Shareholder's signature
(Only for granting proxy with voting instructions)

With regard to rights of attendance and voting we refer you to The Norwegian Public Limited Liability Companies Act, in particular Chapter 5. A written power of attorney dated and signed by the beneficial owner giving such proxy must be presented at the meeting.

If the shareholder is a company, please attach the shareholder's certificate of registration to the proxy.