

THE FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS
ACT 2004

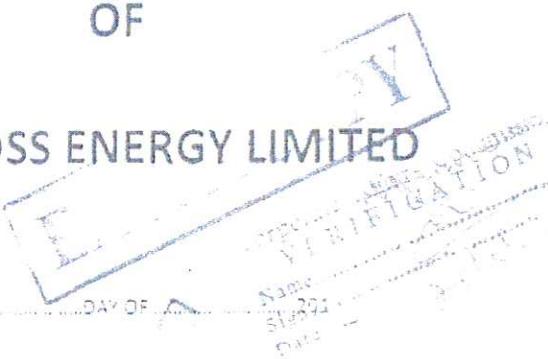
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

~~NEWCROSS ENERGY LIMITED~~

INCORPORATED ON THE _____ DAY OF



THE FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT 2004

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

NEWCROSS ENERGY LIMITED

DULY SIGNED

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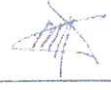
DATE:

14/3/04

1. The name of the Company is NEWCROSS ENERGY LIMITED
2. The registered office of the company is situated in Nigeria
3. The objects for which the Company is established are:
 - a. To engage in and carry on the petroleum and various branches thereof, including the exploration for and production and exploitation of crude oil, gas and other hydrocarbons, the transportation and storage thereof by pipeline or in any other manner, for itself or hire, the purchase and sale of crude oil, gas and other hydrocarbons and their products and by-products, and also to engage in prospecting and exploring for and production and exploitation of any other mineral(s) of any kind whatsoever, and to carry on the general business of mining and the various branches thereof.
 - b. To acquire, construct, install and use all equipment necessary to explore, produce, treat, store, transport (whether by way of pipeline or otherwise), sell, export and otherwise deal with any and all substances referred to in the last preceding sub-clause of this clause.
 - c. To engage in the production of all kinds of derivatives of petroleum, petrochemicals, gas and other hydrocarbons, as well as related products. To buy and sell, to transport and store, and import and export any and all of the aforesaid substances, products and derivatives.
 - d. To acquire and undertake all or any part of business, property and liabilities, of any person or company carrying on any business which may seem capable of being advantageously combined with any activity of the company or possessed of property suitable for any purpose of the company.
 - e. To implement, if it so desires, its business activities through affiliate companies and joint ventures and enter into inter-company agreements and collaboration agreements, to do all or any of the above in any part of the world and either as principals, agents, trustees and otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, interest or otherwise.
 - f. To do all such things as may be considered to be incidental or conducive to the attainment of the above objects or any of them.
 - g. To borrow or raise money in any manner, and to secure the same or the repayment of performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the company and in particular by the issue of debentures secured on all or any of the company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off and such securities.

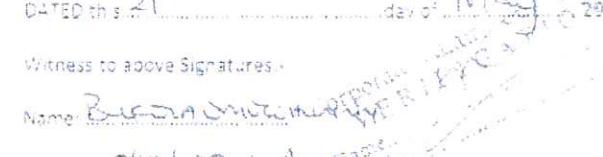
4. The company is Private Company.
 5. The liability of the members is limited by shares
 6. The share capital of the company is N10,000,000
 Divided into 10,000,000 ordinary shares of N1.00 each

We the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

S/N	Names Addressas & Description of Subscribers	No. Of Shares	Signature
1	NEWCROSS PETROLEUM LIMITED PLOT 17, ARK TOWERS, IGALE AYORINDE STREET, VICTORIA ISLAND, LAGOS REPRESENTED BY DR. BOLAJI OGUNDARE DIRECTOR	9,000,000	
2	DR. FESTUS ALANI FADEM 14, IKOYI CRESCENT IKOYI LAGOS DIRECTOR	1,000,000	

DATED this 21st day of May, 2014

Witness to above Signatures:-

Name: 
BENJAMIN OLUWAFEMI ADEGBOLA

Address: 13/14 Igale Ayorinde,
Victoria Island, Lagos

Occupation: Legal Practitioner

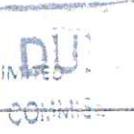


THE FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT 2004

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF
NEWCROSS ENERGY LIMITED



Commissioner

PURSUANT TO SECTIONS 33 AND 34 OF THE COMPANIES AND ALLIED MATTERS ACT NO. 1, 1990.

The form and content of the Articles of Association of this company is in accordance with:

- Part I (Public Company Limited by shares)
- Part II (Private Company Limited by shares)
- Part III (Unlimited Company)

Respectively of Table A in schedule 1 of this Act, with additions, omissions or alterations as may be required in the circumstances.

S/N	Names, Addresses & Description of Subscribers	No. Of shares Taken By Each Subscriber	Signature
3	NEWCROSS PETROLEUM LIMITED PLOT 17, ARK TOWERS, LIGALI AYORUNDE STREET, VICTORIA ISLAND, LAGOS, NIGERIA. REPRESENTED BY DR. SODEJI OGUNDARE AT 100% DIRECTOR. Name: Dr. Sodeji Ogundare Signature:	10,000,000	
4	DR. FESTUS ALANI RAEVY 14, KOYI CRESCENT, KOYI, LAGOS	1,000,000	

DIRECTOR

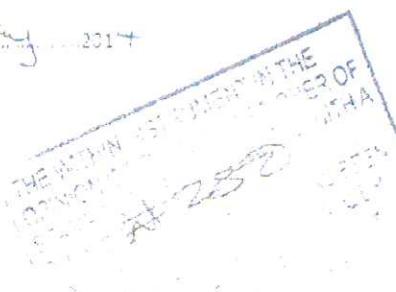
DATED this 21st day of May, 2014

Witness to above Signatures -

Name: BUKOLA OLUWADARE

Address: 13/14 Ligali Ayorunde

Occupation: Legal Practitioner





3577

FORM NO. 2

STATEMENT OF SHARE CAPITAL AND RETURN OF ALLOTMENT OF SHARES

Particulars in Section 15 & 129

Company Number

--

Company Name

--

A. STATEMENT OF SHARE CAPITAL

THE NOMINAL SHARE CAPITAL OF THE ABOVE NAMED COMPANY IS

--

AMOUNT IN WORDS

DIVIDED INTO

--

OPEN

--

B. RETURN OF ALLOTMENT OF SHARES

Number of shares allotted payable in cash
and amount of shares so allotted

Amount paid or due payable on each share

Number of shares allotted for consideration other than

amount to be treated as paid on each such share

The amount for which such shares have been allotted is as follows

--

Name of Director or Inc.

Signature of Director

NAME AND ADDRESS OF SHAREHOLDERS

Name:			
Address:			
City		State	
P.O. Box		Final	
Name:			
Address:			
City		State	
P.O. Box		Final	
Name:			
Address:			
City		State	
P.O. Box		Final	
Name:			
Address:			
City		State	
P.O. Box		Final	

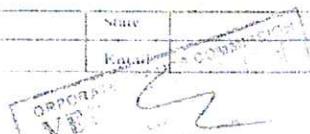
Signature of Director

Received and filed by _____

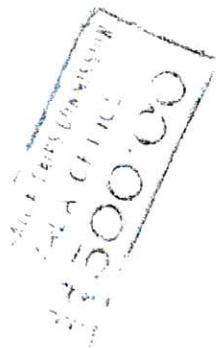
Date: _____ At office of _____

Name: _____

File No.: _____ Date: _____



DALE E. FRAZER
FRAZER FRAZER



55-3167

FORM NO. 7

PARTICULARS OF PERSONS WHO ARE FIRST DIRECTORS OF THE COMPANY

Pursuant to Section 55

Company Number:

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Company Name:

1321	2012	2012	2012
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PARTICULARS OF DIRECTORS

1

Surname:	John		
Other Names:	John		
Nationality:	Philippines		
Residential Address:	1321		
City:	Quezon City	State:	Philippines
Fax No.	E-mail:	Tel. No.	

I consent to be a director of the above named company

Signature:

Date: 10/10/2012

2

Surname:	John		
Other Names:	John		
Nationality:	Philippines		
Residential Address:	1321		
City:	Quezon City	State:	Philippines
Fax No.	E-mail:	Tel. No.	

I consent to be a director of the above named company

Signature:

Date: 10/10/2012

Surname:	John		
Other Names:	John		
Nationality:	Philippines		
Residential Address:	1321		
City:	Quezon City	State:	Philippines
Fax No.	E-mail:	Tel. No.	

I consent to be a director of the above named company

Signature:

1.			
Surname			
Other Names			
Nationality			
Residential Address			
P.O. Box			
City		State	
E-mail		Phone No.	

I consent to be a director of the above named company

Signature _____ Date _____

1.			
Surname			
Other Names			
Nationality			
Residential Address			
P.O. Box			
City		State	
E-mail		Phone No.	

I consent to be a director of the above named company

Signature _____ Date _____

1.			
Surname			
Other Names			
Nationality			
Residential Address			
P.O. Box			
City		State	
E-mail		Phone No.	

I consent to be a director of the above named company

Signature _____ Date _____

1.			
Surname			
Other Names			
Nationality			
Residential Address			
P.O. Box			
City		State	
E-mail		Phone No.	

I consent to be a director of the above named company

Signature P.S. 2008
Signature _____ Date _____
I declare that I have read and understood the above terms and conditions and that I am signing this document of my own free will without any undue influence or pressure being applied to me.



Presented by being BY:

Name _____ Position _____ Date _____

Name _____ Position _____ Date _____

Name _____ Position _____ Date _____