

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action to be taken, you should consult your stockbroker or other financial advisor authorised pursuant to the Financial Services and Markets Act 2000 immediately.

If you have sold or transferred all of your ordinary shares (“**Ordinary Shares**”) or depositary interests (“**Depositary Interests**”) in Mayan Energy Limited please forward this document and the accompanying form of proxy 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.

The distribution of this document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy shares in Mayan Energy Limited.

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## **MAYAN ENERGY LIMITED**

*(Incorporated and registered in the British Virgin Islands  
under the BVI Business Companies Act with registered number 1585070)*

### **Notice of Annual General Meeting**

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Notice of Annual General Meeting of Mayan Energy Limited to be held at 10:00 a.m. on 27 September 2018 at the offices of Hill Dickinson LLP, 105 Jermyn Street, St. James’, London, SW1Y 6EE is set out on page 4 of this document.

A Form of Proxy for holders of Ordinary Shares is also attached at the end of this document for use at the meeting. Forms of Proxy should be completed and returned to the Company’s Registrars, Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ as soon as possible and in any event so as to be received not later than 10:00 a.m. on 25 September 2018 or 48 hours before any adjourned meeting .

A Form of Instruction for holders of Depositary Interests for use at the meeting accompanies this document and, to be valid, must be completed and returned to Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ as soon as possible but in any event to be received not later than 10:00 a.m. on 24 September 2018 or 72 hours before any adjourned meeting.

The return of one or more completed Forms of Proxy or Forms of Instruction will not prevent you from attending the meeting and voting in person if you wish to do so (and are so entitled).

# LETTER FROM THE CHAIRMAN Mayan Energy Limited

*(Incorporated and registered in the British Virgin Islands with registered number 1585070)*

*Directors:*

Charles Wood                      Chairman  
Eddie Gonzalez                  Chief Executive Officer  
J.D. McGraw                      Non-Executive Director

*Registered Office:*

Mayan Energy Limited  
Nemours Chambers  
Road Town, Tortola  
VG1110  
British Virgin Islands

To the Shareholders and, for information only, to the Option Holders

Dear Shareholder

## 1. Introduction

I am writing to you to explain the resolutions (“**Resolutions**”) to be proposed at this year’s Annual General Meeting (the “**AGM**”) to be held at 10:00 a.m. on 27 September 2018 at the offices of Hill Dickinson LLP, 105 Jermyn Street, St. James’, London, SW1Y 6EE, and which are set out in the notice of Annual General Meeting on page 4 of this document. You will find a copy of the Company’s Annual Report and Financial Statements for the year ended 31 December 2017 on the Company’s website at [www.mayanenergy.co.uk](http://www.mayanenergy.co.uk).

## 2. Business of the AGM – Resolutions

### *Resolution 1 – Receiving and adopting the Accounts*

This Resolution relates to the receiving and adopting of the audited accounts for the financial period ended 31 December 2017, together with the Report of the Directors and the Auditors Report.

### *Resolution 2– Re-appointment of Director*

The Board recommends the re-election of a current director of the Company, C Wood who retires by rotation in accordance with current UK corporate best governance practice. C Wood, being eligible, offers himself for re-election.

### *Resolution 3– Re-appointment of Director*

The Board recommends the re-election of a current director of the Company, H Gonzalez who retires by rotation in accordance with current UK corporate best governance practice. H Gonzalez, being eligible, offers himself for re-election.

### *Resolution 2– Re-appointment of Director*

The Board recommends the re-election of a current director of the Company, J.D. McGraw who retires by rotation in accordance with current UK corporate best governance practice. J.D. McGraw, being eligible, offers himself for re-election.

### *Resolution 3 – Auditor’s Re-appointment and Remuneration*

This Resolution relates to the Auditors’ re-appointment and authorising the Directors to determine their remuneration.

### **3. Action to be taken by Shareholders**

Shareholders will find enclosed with this document a Form of Proxy, and the holders of Depositary Interests will find enclosed a Form of Instruction, for use at the AGM.

Whether or not you intend to be present at the AGM, shareholders are requested to complete, sign and return your Form of Proxy to with Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ. The Form of Proxy must be returned as soon as possible but, in any event, so as to arrive no later than 10:00 a.m. on 25 September 2018. The completion and return of a Form of Proxy will not preclude you from attending the AGM and voting in person should you wish to do so.

Holders of Depositary Interests are requested to complete, sign and return your Form of Instruction appointing Computershare Company Nominees Limited (the “**Custodian**”) to vote the underlying Ordinary Shares on their behalf at the AGM to Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ as soon as possible but, in any event, so as to arrive no later than 10:00 a.m. on 24 September 2018. If holders of Depositary Interests or their representative do wish to attend and/or vote at the AGM they should request a Letter of Representation from the Custodian in accordance with the instructions on the Form of Instruction.

### **4. Board Recommendation**

The Board considers that each of the Resolutions is in the best interest of the Company and they unanimously recommend to the shareholders that they should vote in favour of each of them as they intend to do so in respect of their own beneficial holdings of Ordinary Shares representing at the date of this letter approximately 2.58% of the issued Ordinary Shares of the Company.

Yours faithfully

Charles Wood  
**Chairman**

# Mayan Energy Limited

*(Incorporated and registered in the British Virgin Islands with registered number 1585070)*

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of the Shareholders of Mayan Energy Limited (the “**Company**”) will be held at 10:00 a.m. on 27 September 2018 at the offices of Hill Dickinson LLP, 105 Jermyn Street, St. James’, London, SW1Y 6EE to consider, and, if thought fit, pass the following ordinary resolutions:

### ORDINARY RESOLUTIONS

1. To receive and adopt the audited accounts for the financial period ended 31 December 2017, together with the Report of the Directors and the auditors thereon.
2. To re-appoint C Wood, as a Director of the Company.
3. To re-appoint H Gonzalez, as a Director of the Company.
4. To re-appoint J.D. McGraw, as a Director of the Company.
5. To re-appoint PKF Littlejohn LLP as auditors to the Company, to hold office until the conclusion of the next annual general meeting and to authorise the Directors to determine their remuneration.

*Registered Office*  
Mayan Energy Limited  
Nemours Chambers  
Road Town, Tortola  
VG1110  
British Virgin Islands

**By Order of the Board**  
**Charles Wood**  
**Chairman**

**22 August 2018**

## NOTES

- i. A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- ii. A Form of Proxy is enclosed with this Notice for use in connection with this business set out above. To be valid, Forms of Proxy and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ by not later than 48 hours prior to the time fixed for the AGM.
- iii. A Form of Instruction to appoint the Custodian to vote on behalf of the holders of Depositary Interests is enclosed with this Notice for use in connection with the business set out above. To be valid, Forms of Instruction and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ by not later than 72 hours prior to the time fixed for the AGM.
- iv. Completion and return of a Form of Proxy does not preclude a member from attending and voting at the AGM or at any adjournment thereof in person (if so entitled).
- v. In the case of joint holders of Ordinary Shares, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.
- vi. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), a member of the Company must be entered in the register of members of the Company at close of business on 25 September 2018.
- vii. As at the close of business on 9 August 2018, the Company's issued share capital comprised 1,412,964,592 shares of no par value. 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 the time and date given above is 1,412,964,592.