

INDEPENDENT OIL & RESOURCES PLC

Registered Number HE319278
(the "Company")

**Minutes of an Annual General Meeting of the Company held at 205 Christodoulou
Chatzipavlou, Loulloupis Court, Office 401, Limassol, Cyprus, on the 24th day of June 2020 at
11.00 hrs Cyprus time**

Member of the Board of Directors, Mrs. Anastasia Demosthenous opened the meeting and registered the shareholders present. Mrs. Anastasia Demosthenous requested that Mr. Demos Demou take the attendees through the business of the meeting. Mr. Demos Demou accepted the request and addressed the meeting on the affairs of the Company and NOTED THAT:

- (a) Notices to convene the meeting were duly served to all members of the Company.
- (b) All proxy forms were duly delivered to the address stated in the notice.
- (c) A quorum was present and the meeting could proceed to business.
- (d) It was noted that representatives from Ernst & Young, auditors of the Company, were present at the meeting. Representatives of the secretary of the Company were also present.
- (e) A list of shareholders present by proxy and number of shares and votes is enclosed to the minutes constituting the 91.75% of the issued share capital (59,053,211 shares), as at the date of the meeting.
- (f) It was proposed that the agenda to the meeting and notice be taken as read. No request to the contrary was made.

Ordinary Business:

1. Appointment of Chairperson of the AGM

It is proposed that Mrs. Anastasia Demosthenous be appointed as Chairperson of the meeting.

ORDINARY RESOLUTION No. 1

THAT Mrs. Anastasia Demosthenous be appointed as Chairperson of the meeting.

The decision was passed unanimously.

2. Approval of the Annual Reports for 2019

The annual accounts and the annual reports (including director's report and auditor's report) for the financial year 2019 were presented for consideration and approval.

ORDINARY RESOLUTION No. 2

***THAT** the annual accounts and the annual reports (including director's report and auditor's report) for the financial year 2019 be approved.*

The decision was passed unanimously.

3. Re-Appointment of EY as Auditors of the Company

The Board of Directors has proposed that EY be re-appointed as Auditors of the Company for the financial year 2020.

ORDINARY RESOLUTION No. 3

***THAT** EY be re-appointed as Auditors of the Company for the financial year ending 31.12.2020.*

The decision was passed unanimously.

4. Remuneration of the Auditors

It is proposed that the Board is authorized to negotiate with EY and fix the auditors remuneration for the financial year 2020.

ORDINARY RESOLUTION No. 4

***THAT** the Board is authorized to negotiate with EY and fix the auditors remuneration for the financial year 2020.*

The decision was passed unanimously.

5. Re-election of retiring member of the Board of Directors, Robert Arnott

Robert Arnott, member of the Board retires in accordance with the provisions of Article 76 & 77 of the Company's Memorandum and Articles of association – Rotation of Directors – and offers himself for re-election.

Robert Arnott (62) is a British citizen and is currently Chairman of IOT AS and Petrolia NOCO AS. He has previously held board-level positions at various E&P companies, most recently with Hurricane Energy plc, Rocksource ASA, Core Energy AS, Spring Energy AS and DNO ASA. He worked as a senior fellow at the OIES from 2001 to 2005, focusing on all aspects of mature oil and gas provinces, as well as the corporate strategies of the major upstream energy companies. He has a strong background in all aspects of exploration and production and is recognized for his research into the oil and gas industry. After working as a geologist and economist with Royal Dutch Shell, he began working in the City of London in 1991, holding senior positions as an oil and gas equity analyst at Goldman Sachs and Morgan Stanley for 10 years.

The Board proposes a re-election of Robert Arnott as Director of the Company.

ORDINARY RESOLUTION No. 5

***THAT** Mr. Robert Arnott of Britain be re-appointed as a member of the Board of Directors with effect as of the conclusion of the Annual General Meeting.*

The decision was passed unanimously.

6. Approval of remuneration to members of the Board of Directors

It is proposed that the General Meeting resolves the annual remuneration to be given to each of the members of the Board of Directors for the year 2020 as follows:

- Each member of the Board of Directors shall receive remuneration of EUR 5,000 (other than the chairperson of the Board of Directors)
- Chairman of the Board of Directors shall receive remuneration of EUR 15,000

The proposed remuneration is the same with the Director's remuneration for 2019.

ORDINARY RESOLUTION No. 6

***THAT** the annual remuneration to be given to each of the members of the Board of Directors be and are hereby approved as follows:*

- *Each member of the Board of Directors shall receive remuneration of EUR 5,000 (other than the chairperson of the Board of Directors)*
- *Chairman of the Board of Directors shall receive remuneration of EUR 15,000*

The decision was passed unanimously.

Special Business:

7. Approval for an authorization to the Board of Directors to acquire own shares (treasury shares)

If the share price according to the Board of Directors deviates from the values in the Company, the Board proposes to have the possibility to acquire own shares (treasury shares) under the relevant provisions of section 57 of the Cyprus Companies Law, Cap 113, on the following terms:

1. The Board is authorized to acquire treasury shares. Such authorization shall be valid until the Annual Meeting of the Company of the year 2021, but no later than 30 June 2021.
2. The company may acquire shares up to 4.000.000 shares, of a nominal value of NOK 1.00 for a price between NOK 1.00 - NOK 6.00 per share.
3. The company may at no time own treasury shares which exceed 10 % of the company's total Share Capital.
4. Own shares acquired under this authorisation may be held for a maximum period of 2 years.
5. The Board of Directors may freely decide how to acquire and sell treasury shares.
6. The Board is authorized to use own shares for acquiring assets including interests in other companies.

SPECIAL RESOLUTION No. 7

***THAT** if the share price according to the Board of Directors deviates from the values in the Company the Board is authorized to acquire own shares (treasury shares) under the relevant provisions of section 57 of the Cyprus*

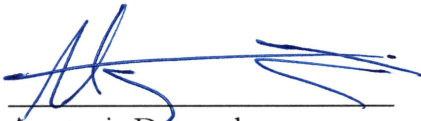
Companies Law, Cap 113, on the following terms:

1. *The Board is authorized to acquire treasury shares. Such authorization shall be valid until the Annual Meeting of the Company of the year 2021, but no later than 30 June 2021.*
2. *The company may acquire shares up to 4,000,000 shares, of a nominal value of NOK 1.00 for a price between NOK 1.00 - NOK 6.00 per share.*
3. *The company may at no time own treasury shares which exceed 10 % of the company's total Share Capital.*
4. *Own shares acquired under this authorization may be held for a maximum period of 2 years.*
5. *The Board of Directors may freely decide how to acquire and sell treasury shares.*
6. *The Board is authorized to use own shares for acquiring assets including interests in other companies.*

This authorization replaces the authorization granted at the Annual General Meeting 24 June 2019.

The decision was passed unanimously.

There being no other business the Chairperson declared the Meeting closed at 11.30 hrs.


Anastasia Demosthenous
Chairperson


Fideliuss Management Services Ltd
Company Secretary

