

COMPANIES ACTS, 1963 TO 2009 ACT
2014

**PUBLIC COMPANY LIMITED BY
SHARES**

MEMORANDUM

AND

~~ARTICLES OF ASSOCIATION~~

~~-OF-~~

CONSTITUTION

**~~-~~
OF-**

U.S. OIL AND GAS PUBLIC LIMITED COMPANY

O'Grady's Solicitors,
4th Floor,
8-34 Percy Whitney Moore
Wilton Park House
Wilton Place,
Dublin 4

COMPANIES ACTS 1963 to 2009

2

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

U.S. OIL AND GAS PUBLIC LIMITED COMPANY

(Amended by Special Resolution dated 20112016)

1. The name of the Company is U.S. OIL AND GAS PUBLIC LIMITED COMPANY
2. The Company is a Public Limited Company.
3. The objects for which the Company is established are:-
 - a) ~~(a)~~ To carry on the business of oil and gas exploration in the United States and worldwide, test drilling, consulting, labour recruitment, project management, construction and developments, buying and selling commodities and stocks, and anything ancillary.
 - b) ~~(b)~~ To carry on any other business of any description which may be capable of being advantageously carried on in connection with and ancillary to the objects of the Company or any of them.
 - c) ~~(c)~~ To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock in trade, and any real or personal property of any kind necessary or convenient for the purpose of or in connection with the Company's business or any branch or department thereof.
 - d) ~~(d)~~ To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, and to grant rights thereon.
 - e) ~~(e)~~ To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
 - f) ~~(f)~~ To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
 - g) ~~(g)~~ To enter into partnership or into any arrangement for sharing profits, union of interest, co- operation, reciprocal concessions or otherwise, with any person or company, carrying on business within the objects of the Company.
 - h) ~~(h)~~ To sell or otherwise dispose of the whole or part of the business or property of the Company.

h) ~~(i)~~

i) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or Company carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of properly suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.

j) ~~(j)~~ To lend and advance money or give credit to any persons, firms or companies and to give credit to or to become surety or guarantor for any person or company, and to give all descriptions of guarantees and indemnities and either with or without the Company receiving any consideration to guarantee or otherwise secure (with or without a mortgage or charge on all or any part of the undertaking, property and assets, present and future, and the uncalled capital of the Company) the performance of the obligations and the repayment or payment of the capital or principal of and dividends or interest on any stocks, shares, debentures, debenture stock, notes, bonds or other securities or indebtedness of any person, authority (whether supreme, local, municipal or otherwise) or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company (as defined by ~~Section 155 of~~ [the Companies Act 1963](#) ~~2014~~ or any other statutory modification or re-enactment thereof) or other subsidiary (as defined by the said section) of the Company's holding company or a subsidiary of the Company or otherwise associated with the Company in business.

k) ~~(k)~~ To borrow and raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, mortgages, charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) and undertaking, including its uncalled capital.

l) ~~(l)~~ To draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments of all kinds.

m) ~~(m)~~ To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debentures stock or other securities of the Company or in or about the formation or promotion of the aforementioned Company or the conduct of its business.

n) ~~(n)~~ To grant pensions, allowances, gratuities and bonuses to officers, or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such person and to establish and maintain or concur in maintaining trusts, funds or schemes (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.

o) ~~(o)~~ To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.

p) ~~(p)~~ To distribute among the members holding ordinary shares in the company in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

~~(q)~~ To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

~~q) (r)~~

~~r)~~ To procure the Company to be registered or recognised in any country or place abroad.

~~s) (s)~~ To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

~~t) (t)~~ To do all such other things as are incidental or conducive to the above objects or any of them. To do any and all lawful business for which a public limited company may transact under the Companies Acts, 1963 to 2009 Act 2014 and any subsequent amendment applicable at the time of transacting such business. It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub- Clause hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

NOTE: It is hereby declared that the word "company" in this clause (except where it refers to this Company) shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in the Republic of Ireland or elsewhere, and the intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be in no way limited or restricted by reference to, or inference from the terms of any other paragraph.

~~4. 4.~~ The liability of the members is limited.

~~5.~~ The Company's share capital is:

~~5. (a)~~ €2,000,000.00 divided into 20,000,000,000 Ordinary shares of €0.0001 each.

The shares in the original or any increased share capital may be divided into several classes and there may be attached thereto respectively and preferential, deferred or other special rights, privileges, conditions or restrictions.

We, the persons whose names and addresses are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association, and we agree to take the number of shares in the Capital of the Company set opposite our respective names

**Name and Address of
taken by
Subscribers
subscriber**

**Number of Ordinary shares of €0.01 each
each**

KAYE ABRAM

1

31 MAXWELL STREET
DUBLIN 8
SHAREHOLDER

BARBARA CONWAY
39 DUNLUCE ROAD
CLONTARF
DUBLIN 3
Company Director

1

JOANIE DARCY
16 THOMAS MOORE ROAD
WALKINSTOWN
DUBLIN 12
Company Director

1

PAULA HORAN
85 CASTLEFARM
SHANKILL
CO. DUBLIN
Company Director

1

ANDREW LAMBE
55 MOUNT PROSPECT DRIVE
CLONTARF
DUBLIN 3.
Company Director

1

SINEAD MCCARRON
BLOCK A UNIT 9
THE TRAM YARD
INCHICORE
DUBLIN 8
Company Director

1

EOIN MORRIS
39 LARCHFIELD ROAD
GOATSTOWN
DUBLIN 14

1

Accountant

Total Shares

7

Dated: 2 June 2009.

Witness to the above signatures:

Stephanie Carey,
10, Treepark Avenue,
Kilnamanagh
Dublin 24