Ming Resources plc

Proposed to be Renamed

Matra Petroleum plc

Registered Number 5375141

Proposed Acquisition of Inke Petroleum, Placing and Re-Admission to AIM

March 2006

Nominated Adviser

RFC Corporate Finance Ltd

Broker

Westhouse

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document, you should consult an independent professional adviser authorised under the Financial Services and Markets Act 2000 (the "FSMA") who specialises in advising on the acquisition of shares and other securities before taking any action **The whole of the text of this document should be read. An investment in the Company is speculative and involves a high degree of risk. In particular, your attention is drawn to the section headed "Risk Factors" in part 2 of this document**.

MING RESOURCES PLC

Proposed to be renamed

Matra Petroleum plc

(Incorporated in England and Wales with Registered Number 5375141)

Proposed Acquisition of Inke Petroleum

Placing of 100,000,000 Placing Shares at 5p to raise £5,000,000 before expenses with a Minimum Subscription of 60,000,000 Placing Shares and a Maximum Subscription of 160,000,000 Placing Shares

Re-Admission to trading on AIM

Notice of Extraordinary General Meeting

Nominated Adviser	Broker
RFC Corporate Finance Limited	**Westhouse Securities LLP**

Issued Share capital immediately following Re-Admission (and assuming full subscription to the Placing):

Authorised			**Issued and fully paid**	
Amount	*Number*		*Amount*	*Number*
£10,000,000	10,000,000,000	Ordinary Shares of £0.001 each	£202,000	202,000,000
		Converting Shares of £0.001 each	£32,000	32,000,000

The Ordinary Shares issued pursuant to the Acquisition and the Placing Shares will, on issue, rank pari passu with the Existing Shares and will rank in full for all dividends or other distributions declared after their issue in respect of the Ordinary Shares.

IMPORTANT NOTICES

Application will be made for the Shares to be re-admitted to trading on the Alternative Investment Market of the London Stock Exchange plc ("AIM"). It is emphasised that no application is being made for admission of these securities to the Official List of the UK Listing Authority or to trading on the London Stock Exchange's market for listed securities. The Shares are not dealt in on any regulated market and, apart from the application for admission to AIM, no application has been or is intended to be made for the Shares to be admitted to trading on any such market. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. London Stock Exchange plc has not itself examined or approved the contents of this Admission Document. This document is an Admission Document in relation to the AIM. This document does not constitute a prospectus for the purposes of the Prospectus Rules of the Financial Services Authority and a copy of it has not been, and will not be, reviewed by the Financial Services Authority or the UK Listing Authority. This document contains no public offer within the meaning of section 102B of FSMA, the Companies Act 1985 or otherwise. It is expected that Re-Admission will become effective and dealings in the Shares will commence on AIM on or about 7 April 2006.

Ming Resources plc ("Ming" or the "Company") and the Existing and Proposed Directors whose names appear in the Corporate Directory of this Admission Document, accept responsibility for the information contained in this Admission Document, including individual and collective responsibility for compliance with the AIM Rules. To the best of the knowledge and belief of the Company, the Existing and the Proposed Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Admission Document is in accordance with the facts and does not omit anything likely to affect the import of such information. In connection with this Admission Document, no person is authorised to give any information or make any representation other than as contained in this document.

RFC Corporate Finance Limited ("RFC") is the Company's nominated adviser for the purpose of the AIM Rules. RFC's responsibilities as the Company's nominated adviser under the AIM Rules are owed solely to the London Stock Exchange plc and are not owed to the Company or to any Director or any other person. RFC is acting for the Company and no one else and will not be responsible to any other person for providing the protections afforded to customers of RFC nor for providing advice in relation to the arrangements described in this Admission Document.

Westhouse Securities LLP ("Westhouse") is the Company's broker and is authorised and **regulated** in the United Kingdom **by the Financial Services Authority.** Westhouse is acting for the Company and no one else and will not be responsible to any other person for providing the protections afforded to customers of Westhouse nor for providing advice to any other person in connection with the arrangements described in this Admission Document.

Without limiting the statutory rights of any person to whom this Admission Document is issued, no representation or warranty, express or implied, is made by RFC or Westhouse as to the contents of this Admission Document and no liability is accepted by RFC or Westhouse for the accuracy or opinions contained in this Admission Document or for the omission of any material information from this Admission Document, for which the Company and the Directors, and, in respect of their reports contained in Parts 3 and 4 of this document, RPS Energy and BDO Chartered Accountants & Advisers, respectively, are solely responsible. The distribution of this Admission Document in jurisdictions other than the United Kingdom may be restricted by law, and therefore persons into whose possession this Admission Document comes should inform themselves about and observe any such restrictions.

A notice convening an Extraordinary General Meeting of the Company to be held at the offices of Verona Capital Pty Ltd, Ground Floor, 8 Colin St West Perth Australia at 3.00pm WST on Thursday 6 April 2006 and, by video link, at the Company's registered office at Adderbury Hill Barn, Milton Road Adderbury at 8:00 am on Thursday 6 April 2006 is set out at the end of this document. To be valid the Form of Proxy accompanying this Admission Document must be completed and returned in accordance with the instructions printed thereon so as to be received by the Company as soon as possible but, in any event, not later than 48 hours before the time fixed for the meeting. Pursuant to regulation 41 of the Uncertified Securities Regulations 2001, the time by which a person must be entered in the register of members in order to have the right to attend and vote at the meeting is 48 hours prior to the time vote at the meeting. Completion of a Form or Proxy will not preclude a member from attending the meeting and voting in person.

Contents

Investment Summary

The following information should be read in conjunction with the full text of this Admission Document from which it is derived.

- The Company announced on 13 March 2006 that it has entered into a conditional agreement to acquire all of the issued capital of Inke Petroleum, which owns the 2,297km^2 Inke oil and gas Concession in south-west Hungary.

- The Company will be a Central Europe focussed oil and gas company. Hungary is prospective for the discovery of small to medium oil and gas fields (less than 35 million bbls of oil equivalent or 200 bcf of gas equivalent). These opportunities are typically too small for the "Majors" and there are few mid tier companies pursuing them. Fields of this size are potentially highly profitable in today's energy price environment.

- The Directors and Proposed Directors believe the Inke Concession is an excellent foundation asset for the Company:

  - The Concession covers a substantial area and is one of the largest individual oil and gas concessions/permits in Hungary. The Concession is located within the Western Pannonian Basin. The basin contains a large number of known oil and gas fields. For historical reasons the Concession is under-explored given its location and prospectivity.

  - There are several oil and gas fields immediately bordering the Concession. Most notable are the Inke field (~100BCF) and the Savoly field (~14mmbbl) on the western boundary and the Mezocsokonya field (~150BCF) that is surrounded by the Concession. These fields and the large number of fields in the region illustrate the prolific nature of this part of the Western Pannonian Basin and its ability to generate and trap oil and gas.

  - There is evidence to suggest that the application of modern seismic processing techniques will greatly facilitate the identification of new structures and the presence of hydrocarbon reservoirs. There is also evidence to suggest that the use of modern drilling and completion techniques will reduce the damage to reservoirs seen in previous wells.

  - The Concession contains a number of reported existing discoveries: Nagyatad oil field; Somogysamson-3 gas discovery; Pat and Vese gas discoveries; and the Nagyszakacsi-3 oil occurrence. Some of these discoveries appear likely to be economic using modern drilling and completion techniques and the current oil and gas price. The Company intends to fully evaluate the current economic potential of these discoveries.

  - A large amount of data has been collected over the Concession resulting from magnetic surveys, an estimated 1,600kms of seismic and reportedly 36 wells. A total of 17 prognosed structures have been drilled and, even without the benefit of modern seismic, 7 oil or gas discoveries were made, with the remaining 10 wells reported to have encountered hydrocarbon shows. In recent years a 110 sq km of 3D seismic was acquired, and this is currently being reprocessed by Inke Petroleum.

- Subject to the successful completion of the Acquisition, the Company plans to drill a highly prospective target identified late last year on the Inke Concession, known as Blue Topaz 9. Drilling of this well is expected to commence in April 2006. This prospect is covered by good quality 3D seismic recently reprocessed by Inke Petroleum, and interpretation of the seismic shows that it is updip in time from the Som -3 gas discovery. The Competent Person's Report in Part 3 of this document provides a best (mid) estimate of prospective gas resources from the Blue Topaz 9 Miocene objective of 44bcf of gas and the Triassic objective of 5.8 million bbls of oil. The Directors and Proposed Directors believe Blue Topaz 9 is a high quality target with an excellent chance of success. If successful in either target zone this well is likely to a have positive effect on the value of the Company.

- Hungary represents a favourable operating environment, with the country actively promoting the development of its natural resources. The country also has an attractive fiscal regime, with a corporate tax rate of 16% and provisional tax rates of 2%. Within the Inke Concession, there is also a State royalty of 12% and a privately held royalty of 6%.

- The Company will have a strong, expert Board with many years experience in the oil and gas sector and successful development of junior resource companies. The new Board and management team following Re-Admission will comprise Craig Burton, Peter Hind and Peter Gunzburg. It is intended that the Company will appoint a European based Independent Non-Executive Chairman in due course.

- Peter Hind will be the Company's Managing Director. Mr Hind, a qualified Petroleum Engineer, has extensive technical and operational background having held senior positions in the oil industry since 1972. Most recently he was General Manager of Business Development for Premier Oil plc.

  Following the Acquisition and Placing (assuming subscription of 100,000,000 Placing Shares), the Company will have a market capitalisation of approximately £10.1 million at the Placing Price with £4.7million in cash. A total of £479,000 has been spent by Inke since its acquisition of the Concession, including £259,356 on development of the Blue Topaz 9 target.

There are significant risks associated with oil and gas exploration, production and marketing, and with investment in securities in general. Your attention is drawn to the Risk Factors set out in Part 2 of this Admission Document, including Section C of Part 2 which addresses the risk of continuity of title over the Inke Concession.

Placing, Re-Admission Statistics and Expected Timetable

Placing and Re-Admission Statistics

Placing Price per Placing Share	**5p**
Shares on issue prior to the Acquisition and Placing	**50,000,000**
Number of Ordinary Shares being issued to Inke Petroleum Shareholders	**52,000,000**
Number of Converting Shares being issued to Inke Petroleum Shareholders[1]	**32,000,000**
Proposed number of Placing Shares[2]	**100,000,000**
Proposed gross proceeds from the Placing[2]	**£5,000,000**
Number of Shares on issue following the Acquisition and Placing[3]	**202,000,000**
Percentage of enlarged share capital being issued as consideration for the Acquisition of Inke Petroleum (undiluted) (excludes Converting Shares)	**25.7%**
Percentage of enlarged share capital being placed (undiluted) (before Converting Shares)	**49.5%**
Market capitalisation on Re-Admission (undiluted, post Placing at the Placing price)	**£10,100,000**
Number of Shares in issue following the Placing (fully diluted)[4]	**262,020,000**

Notes:

1. *The Converting Shares issued to Inke Shareholders are convertible to Ordinary Shares on the achievement of certain milestone events, including the successful completion of a well and commercial production of hydrocarbons from the Inke Concession. Further details on the terms of the Converting Shares can be found in section 3 of Part 6.*
2. *The Company intends to undertake a placing of 100,000,000 Placing Shares at 5 pence each to raise £5,000,000 before expenses.*

   The proposed Placing details are indicative only. Re-Admission to AIM is conditional on raising a Minimum Subscription of £3,000,000. The Company may elect to place the Maximum Subscription of 160,000,000 Shares to raise £8,000,000 should sufficient interest be received from potential investors.
3. *Assumes no conversion of Converting Shares and that no Options are exercised.*
4. *The fully diluted share capital figures above are calculated on the basis that all of the Company's outstanding issued Share Options are exercised and that all outstanding Converting Shares are converted.*

Expected Timetable

Date of publication of Admission Document	**13 March 2006**
Last time and date for receipt of Forms of Proxy	**3.00pm WST 4 April 2006**
Time and date of Extraordinary General Meeting	**3.00pm WST on Thursday 6 April 2006**
Cancellation of trading in Ming Resources Shares	**6 April 2006**
Dealing of the Shares to re-commence on AIM	**7 April 2006**

Exchange Rates

Exchange rates of £1.00 = €1.472 and £0.42 = A$1.00 (being the approximate market rates as at March 2006) have been used throughout this document.

Corporate Directory

Existing Directors until Re-Admission	Craig Burton – *Chairman* Claire Poll – *Non-Executive Director* Mark Freeman – *Non-Executive Director* *All of Adderbury Hill Barn, Milton Road, Adderbury, Oxon OX17 3HN and Ground Floor, 8 Colin St, West Perth Western Australia 6005*	
Proposed Directors following Re-Admission	Craig Burton – *Chairman* Peter Hind – *Managing Director* Peter Gunzburg – *Non-Executive Director* *All of Adderbury Hill Barn, Milton Road, Adderbury, Oxon OX17 3HN*	
Secretary	Katie MacDonald Keen	
Registered Office and Directors' business address	*Registered Office:* *Adderbury Hill Barn* *Milton Road* *Adderbury* *Oxon OX17 3HN*	
Nominated Adviser	RFC Corporate Finance Ltd Level 14 19-31 Pitt Street Sydney, New South Wales 2000 Australia	*and* Level 8, QV1 Building 250 St George's Terrace Perth 6000, Western Australia
Broker	Westhouse Securities LLP Clements House 14-18 Gresham Street London EC2V 7NN	
Competent Person	RPS Energy Level 3, 41- 43 Ord St West Perth 6005, Western Australia	
Reporting Accountant	BDO Chartered Accountants & Advisers Level 8, 256 St George's Terrace Perth 6000, Western Australia	
Auditor	Everitt Kerr and Co Ltd EK & Co 2003 Ltd 12B Talisman Business Centre Bicester Oxon OX26 6HR	
Solicitors to the Company	*As to Australian Law:* Steinepreis Paganin Level 4, Next Building 16 Milligan Street Perth 6000, Western Australia	*As to English Law:* Watson, Farley & Williams LLP 15 Appold Street London EC2A 2HB
Registrars	Computershare Investor Services PLC PO Box 82, The Pavilions Bridgwater Road Bristol BS99 7NH	

Definitions

The following definitions apply throughout this Admission Document, unless the context requires otherwise:

Acquisition	the conditional acquisition of Inke Petroleum by the Company pursuant to the Acquisition Agreement
Acquisition Agreement	the conditional agreement dated 23 December 2005 and made between Inke Petroleum and the Company relating to the acquisition of the entire issued capital of Inke Petroleum, details of which are set out in Section 7 of Part 6 of this document
Act or **Companies Act**	the Companies Act 1985
Admission Document	this Admission document issued by the Company
AIM	the AIM market of the London Stock Exchange
AIM Rules	the rules governing the operation of AIM as published by the London Stock Exchange from time to time
Articles	the Articles of Association of the Company
ASX	the Australian Stock Exchange Limited
Board or **Directors**	the existing directors of the Company whose names are set out in the Corporate Directory of this Admission Document
Broker	the Company's broker as defined in the AIM Rules, being Westhouse Securities LLP
City Code	the City Code on Takeovers and Mergers
Company or **Ming** or **Ming Resources plc**	Ming Resources plc, a company incorporated in England and Wales with Registered Number 5375141, proposed to be renamed Matra Petroleum plc and, following the Acquisition, its subsidiaries as the context requires
Consideration Shares	the 52,000,000 Ordinary Shares and the 32,000,000 Converting Shares to be issued pursuant to the Acquisition of Inke Petroleum
Converting Shares	converting shares with a par value of £0.001 each to be issued by the Company that will convert to Ordinary Shares upon the completion of certain milestone events, as further described in Section 3 of Part 6 of this Admission Document
CREST	the computerised system for trading securities in uncertificated form in the UK operated by CRESTCo Limited
EU	the European Union
Existing Directors, Directors or **Board**	the existing directors of the Company, whose names are set out in the Corporate Directory
Existing Share(s)	the existing 50,000,000 Shares in issue as at the date of this document
Extraordinary General Meeting	the extraordinary general meeting of the Company to be held on 6 April 2006, notice of which is attached to this Admission Document
GBP or **£** or **pence** or **p**	UK currency
Group	the Company and its subsidiaries
GST	Australian Goods and Services Tax
Independent Directors	the Directors excluding Mr Burton (who is a related party), namely Mr Freeman and Ms Poll
Inke Concession or **Concession**	an area totalling 2,297km^2 over which Inke Petroleum has a contract with the Republic of Hungary for the exploration and production of hydrocarbons

Inke Petroleum or **Inke**	Inke Petroleum Pty Ltd, a company incorporated in Australia
London Stock Exchange or **LSE**	London Stock Exchange plc
Maximum Subscription	the maximum subscription under the Placing being the subscription of 160,000,000 Placing Shares at 5 pence per Share to raise £8,000,000 before expenses
Minimum Subscription	the minimum subscription under the Placing being the subscription of 60,000,000 Placing Shares at 5 pence per Share to raise £3,000,000 before expenses
New Shares	the Consideration Shares and the Placing Shares
Nomad or **Nominated Adviser**	the Company's nominated adviser as defined in the AIM Rules, being RFC
Official List	the Official List maintained by the UK Listing Authority pursuant to the Financial Services and Markets Act 2000
Options	options to subscribe for fully paid Ordinary Shares in the Company
Panel	the Panel on Takeovers and Mergers
Placee(s)	a party who is issued Shares in the Placing
Placing	the Placing of between the Minimum Subscription and the Maximum Subscription by the Company pursuant to this document
Placing Agreement	the agreement between the Company, the Directors and Proposed Directors and Westhouse setting out the terms and conditions of the Placing, details of which are set out in Section 7 of Part 6 of this Admission Document.
Placing Price	the price at which Shares are issued in the Placing, being 5 pence per Share
Placing Shares	the Shares which are the subject of the Placing
Proposed Directors	the proposed directors of the Company following Re-Admission, whose names are set out in the Corporate Directory
Re-Admission	the Re-Admission of the Shares and admission of the Placing Shares and the Ordinary Shares issued pursuant to the Acquisition to trading on AIM becoming effective in accordance with the AIM Rules
Resolutions	the resolutions set out in the notice of Extraordinary General Meeting attached to this Admission Document
RFC	RFC Corporate Finance Ltd, a company incorporated in Australia
RPS	RPS Energy plc
Shareholder(s)	holder(s) of Shares
Shares or **Ordinary Shares**	fully paid ordinary shares with a par value of £0.001 each in the capital of the Company
UK	the United Kingdom of Great Britain and Northern Ireland
VAT	Value Added Tax
Westhouse	Westhouse Securities LLP, a company incorporated in England and Wales
WST	Western Standard Time, i.e. the time in Perth, Western Australia

Glossary of Selected Technical Terms

A detailed glossary of technical terms is provided in the Competent Person's Report in Part 3 of this Admission Document.

Part 1 – Letter from the Independent Directors

Ming Resources plc

(Incorporated in England and Wales with Registered Number 5375141)

Craig Burton – *Chairman*
Claire Poll – *Non-Executive Director*
Mark Freeman – *Non-Executive Director*

Adderbury Hill Barn
Milton Road
Adderbury
Oxon OX17 3HN

To the holders of Existing Shares

13 March 2006

Dear Shareholder

Proposed Acquisition of Inke Petroleum
Proposed Placing of 100,000,000 Placing Shares with a Minimum Subscription of 60,000,000 Placing Shares and a Maximum Subscription of 160,000,000 Placing Shares
Proposed change of name to Matra Petroleum plc
Re-Admission to trading on AIM
Notice of Extraordinary General Meeting

1 Introduction and Background

The Company was incorporated on 24 February 2005 and admitted to the AIM in March 2005. The Company was established for the purpose of making investments in the mining and minerals sector. On 13 March 2006, the Company announced that it had entered into a conditional agreement to acquire the whole of the issued capital of Inke Petroleum, a private exploration company which holds the Inke oil and gas Concession in Hungary.

The consideration for the purchase of Inke Petroleum is 52,000,000 Shares and 32,000,000 Converting Shares in the Company. The Converting Shares convert to Ordinary Shares on the achievement of certain milestone events, further details of which can be found in the Notice of Extraordinary General Meeting attached to this Admission Document.

The Company also proposes to undertake a placing of 100,000,000 New Shares to raise £5,000,000 (before expenses) and to change its name to Matra Petroleum plc to better reflect the step change in the Company's activities to being an active oil and gas explorer. The Minimum Subscription required by the Company to satisfy its working capital requirements is £3,000,000, with a Maximum Subscription of 160,000,000 Placing Shares to raise £8,000,000.

Pursuant to the AIM Rules, the Acquisition constitutes a reverse takeover of the Company and, as Mr Craig Burton is a substantial shareholder of Inke, and a Director of the Company, it will also constitute a related party transaction. The Acquisition therefore requires the approval of Shareholders, to be sought at the Extraordinary General Meeting to be held at the offices of Verona Capital Pty Ltd, Ground Floor, 8 Colin St West Perth Australia and, by video link, at the Company's registered office at Adderbury Hill Barn, Milton Road Adderbury on 6 April 2006.

On the basis Resolutions 1-6 are duly passed at the Extraordinary General Meeting, the Company's existing quotation on AIM will be cancelled and the Company will apply to be immediately re-admitted to trading on AIM.

The purpose of this document is to provide you with information on the Acquisition and to explain why the Board considers it to be in the best interests of the Company and the Shareholders as a whole, and why they recommend that Shareholders vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting.

The Company's objective, on completion of the Acquisition, is to establish a Central Europe focused oil and gas business with the Inke Concession as the foundation asset. This will include drilling the Blue Topaz-9 well in April 2006, maturing several existing discoveries on the Inke Concession, planning further wells to be drilled and, where appropriate, attracting farm-in partners, and pursuing opportunities to acquire further acreage in Central Europe prospective for oil and gas.

2 Overview of Inke Concession

An overview of the Inke Concession is set out below and full details are set out in the Competent Person's Report prepared by RPS Energy contained in Part 3 of this Admission Document.

Oil and Gas in Hungary

Extensive oil and gas operations have taken place in Hungary and 75% of Hungary is considered to be prospective for hydrocarbons. A total of 140 oil and gas fields have been discovered, collectively containing 700-800 million barrels of oil and 20 trillion cubic feet of gas. Notwithstanding this historical success, current production provides for only 23% of domestic oil requirements and 19% of gas consumption, and continues to decline.

Following the end of communism in 1989, the Hungarian oil and gas sector was reopened to foreign investment in 1995. Typically Hungarian discoveries have been less than 35 million barrels of oil equivalent and therefore typically not of interest to major oil companies.

Hungarian fiscal terms (12% royalty and 16% corporate tax) are attractive and even small discoveries can provide attractive economic returns at current oil and gas prices. In 2003, in anticipation of entry to the EU, liberalising gas legislation was introduced, effectively allowing gas to be marketed and sold at prevailing European market prices, provided it meets EU gas quality requirements. Hungary's membership of the EU provides for a stable political and economic environment and access to EU market pricing.

Past exploration in Hungary has not fully benefited from modern seismic acquisition or processing techniques. It is anticipated that the application of modern techniques will substantially improve both exploration for and exploitation of oil and gas discoveries in Hungary.

Recent controversy regarding supplies of Russian gas to European countries has highlighted Hungary's dependence on imported gas. There is a heightened awareness in Hungary and the EU generally that governments need to encourage the development of domestic energy sources.

The Pannonian Basin - Hungary

Although hydrocarbon production In Hungary dates back to the 19th century, significant exploration was not commenced until 1921 when a subsidiary of Anglo Persian Oil Company (a British concern) began operation in the area.

In 1933 the Hungarian American Oil Company (MOART), largely owned by Standard Oil of the USA, began a more extensive exploration campaign which resulted in production from the Budafapuszta and Inke fields in 1936. During the second world-war British and American interests were requisitioned by the government and MOART was eventually nationalised in 1949. MOART drilled 15 wells on the Inke Concession during the period 1949-1969.

In 1992 MOL, the national oil enterprise of Hungary, was formed to hold the bulk of Hungary's oil and gas interests. MOL was privatised in 1996 and in 1995 several large foreign companies, including Occidental and Mobil acquired concessions in Hungary. Subsequent exploration by larger companies indicated that the country was unlikely to yield discoveries sufficiently large to be material to them. Currently a few smaller foreign companies hold exploration acreage in the area and some now produce small quantities of hydrocarbons.

The majority of exploration concessions in the region remains under the control of MOL which is now one of Hungary's largest companies and provides almost all domestic production.

The Inke Concession

General

On completion of the acquisition of Gemstone, Inke Petroleum will hold a 100% working interest in the Inke Concession through its subsidiary Gemstone. Gemstone has a 100% interest in the Inke Concession, with all operating activities on the Concession performed by Gemstone's 95% held subsidiary, Blue Star 95.

Inke Petroleum has agreed to acquire Gemstone on 3 November 2005 and, of the consideration paid, an amount of €500,000 is outstanding and payable by Inke Petroleum to the previous vendor as deferred consideration upon the achievement of certain milestones. A royalty of 6% of the value of the wellhead quantity of hydrocarbons produced from the Inke Concession is held by private interests. Further details of this agreement are contained in section 7 of Part 6.

Overview and Previous Exploration

The Concession covers 2,297km^2 of the Western Pannonian Basin which is bounded to the North by the Carpathian mountains and contains up to 5000m of Tertiary sediments that overlie Mesozoic and Paleozoic sediments and basement.

A large amount of data has been collected through exploration activities by previous operators over the Inke Concession, including magnetic surveys, an estimated 1,600kms of seismic surveys and the results of 36 exploration wells. Previous exploration saw a total of 17 structures drilled, resulting in 7 discoveries (although none were considered to be economic under the prevailing economic conditions of the time). The remaining 10 structures all reportedly encountered hydrocarbon shows. In recent years 110 sq km of 3D seismic was acquired and one well drilled. The majority of this data is available to the Company and is in the process of being analysed.

The main targets in the Concession are Lower Miocene clastics which provide most of the reservoirs in the basin and sub-cropping Mesozoic horsts.

Four main play types are intended to be progressed:

- Mounded or ponded fans;
- Onlapping Lower Miocene sandstones or slope fans;
- Karstified Triassic Horst blocks; and
- Miocene channel systems.

As further experience and knowledge of the Concession is gained and combined with reprocessing of existing seismic data it is considered a reasonable expectation that further play types will be identified.

There are several oil and gas fields in the immediate area bordering the Concession. Most notable are the Inke field (~100BCF) and the Savoly field (~14mmbbl) on the western boundary and the Mezocsokonya field (~150BCF).

These fields, together with the oil and gas discoveries on the Concession and the large number of fields in the region identify the prolific nature of this part of the basin and its ability to generate and trap oil and gas. The application of modern seismic processing techniques is expected to facilitate the identification of new structures and new plays for exploratory drilling.

The use of modern drilling and completion techniques is also anticipated to enable a reduction to the damage to reservoirs seen in previous wells.

Work Programme

Subject to the successful completion of the Acquisition, the initial work programme for the Inke Concession will consist of:

- The drilling of Blue Topaz-9 exploration well;
- The reprocessing of the 3-D seismic data plus specialised processing to identify potential gas bearing reservoirs;
- The evaluation of reservoir data in existing discoveries;
- The contingent drilling of an oil production well in the Nagyatad Field;
- The contingent drilling of further exploration targets within the existing 3-D seismic area; and
- Evaluation of acquisition or farm-in opportunities of proven gas fields in the areas surrounding the Inke Concession.

It is anticipated that the results of this initial phase will merit further reprocessing on the 2-D seismic data and extension of the 3-D acquisition area and subsequent additional drilling.

Blue Topaz 9 Exploration Well

The Blue Topaz Prospect is located in the northwest corner of the Inke Concession that is covered by the 3-D seismic survey. The well will test two independent targets – gas in the Miocene and oil in the Triassic.

Miocene

The 3-D survey has identified a number of small structures in the Blue Topaz area, two of which are up-dip from the Somogysamson-3 discovery well. This well tested gas at a rate of 1.27mmscfd and test interpretation showed the well to be highly damaged such that it might be capable of production at a higher rate.

In addition, a larger feature (Blue Topaz 9) was identified and is interpreted to be a mound shaped stratigraphic trap consisting of Lower Pannonian bar sands deposited in shallow water overlying an eroded high of Triassic carbonates. These Pannonian sands are the producing reservoirs in adjacent fields. The top seal is provided by extensive regional marls and lateral seal is interpreted to be provided by pinch-out.

The Miocene objective exhibits seismic characteristics which may be indicative of gas bearing reservoirs. This objective is at approximately 1,500m.

The Competent Person's Report provides a best (mid) estimate of prospective gas resources from this Miocene objective of 44 bcf, with a low estimate of 25.7bcf and a high of 67.5bcf.

Triassic

Underlying the Miocene objective, but separated and sealed by argillaceous marls and volcano-clastics, is an eroded and structurally high fault block. The reservoir is prognosed to be a limestone with enhanced or secondary porosity and permeability. These reservoirs are common in the Western Pannonian Basin and demonstrated in the adjacent Savoly field where wells produce at rates of 300-550 bopd.

The Competent Person's Report provides a best (mid) estimate of prospective oil resources from this Triassic objective of 5.8 million bbls, with a low estimate of 3.8 million bbls and a high of 8.5 million bbls.

Success in either objective is likely to create substantial value for the Company.

The Directors and Proposed Directors consider the chance of success, particularly for the Miocene gas prospect, to be high by industry standards due to the high occurrence of oil and gas in the Pannonian Basin and the quality of the prospect. The Blue Topaz-9 well represents a relatively low cost exposure to a quality prospect that will have substantial value in the case of success.

The Blue Topaz -9 well-site has been constructed and the surface casing set. A drilling rig is booked to commence drilling in April 2006, with the well expected to take 25-30 days to reach total depth. The total well cost is estimated to be £1.72 million.

Seismic Reprocessing

Although the 3-D seismic data was acquired relatively recently it has not been processed using specialised techniques that are now commonly used to predict the presence of gas bearing reservoirs.

A project has now commenced to reprocess this data which will be completed by mid-2006. This will be combined with the results from Blue Topaz-9 and specifically with sonic log data obtained from the well to better understand the specific seismic attributes that are indicative of hydrocarbons in this area.

The Directors and Proposed Directors believe this information combined with the better structural definition resulting from the reprocessing, will better define drilling prospects within the 3-D area and help delineate the extent of existing discoveries.

Evaluation of Existing Discoveries

An overview of the most significant discoveries made by previous operators includes:

- ***Somogysamson***. The Somogysamson-3 is estimated to have a productive capacity of approximately 4mmscfd, assuming existing damage can be remediated. At current gas prices the Directors and Proposed Directors believe this represents an economic rate. Further reservoir engineering evaluation is required in combination with the reprocessed seismic to confirm the merits of this field. This well will need to be re-drilled.

- ***Nagyatad Field***. 4 wells have discovered oil and estimates suggest that 1.8mmbbls is recoverable if commercial flow rates can be established. Existing data suggest that commercial flow rates may be established if reservoir quality is sufficient and formation damage is avoided or can be removed. Further reservoir engineering evaluation is required to establish the best techniques to be used. The re-drilling of this reported oil discovery using modern drilling and completion techniques is a high priority for the Company.

- ***Other***. The **Nagyzakacsi-3** well produced 60bbl from the Miocene – further work is required to evaluate formation damage and the extent of the reservoir. Pat and Vesa discovered low quality gas and have been the subject of previous studies for use in power generation. The Directors and Proposed Directors consider further review of this area is merited in the light of substantially higher oil and gas prices now available.

Overview of Title

The term of the Inke Concession is 35 years, expiring on 3 August 2030. Within the term there is a 4 year exploration period and the remainder is an exploitation period. The exploration period expired on 31 December 2005, although exploration activities may continue throughout 2006. The drilling of Blue Topaz-9 will complete the Company's exploration obligations under the Concession and a final report setting out the exploration activities undertaken on the Concession must be filed by 30 June 2006. The Company will then be entitled to apply for one or more Mining Plots within the Concession area by 31 December 2006.

A two year extension to the exploration period is currently under consideration by the Bureau of Mining and all areas not covered by Mining Plot applications may be preferentially reapplied for by the Company as new exploration licenses. For more information on the Concession see Part 5 of this document.

Summary

The Directors and Proposed Directors consider the Inke Concession provides relatively low cost exposure to:

- A high chance "ready to drill" prospect;
- Commercialisation of existing discoveries through application of latest technology;
- Ongoing exploration and further drilling over a large area in a proven province; and
- Located adjacent to undeveloped proven gas fields.

3 The Proposed Acquisition

The Company has entered into a conditional agreement to acquire all of the issued capital of Inke Petroleum in consideration of the issue of 52,000,000 Shares and 32,000,000 Converting Shares. The Converting Shares convert to Ordinary Shares on the achievement of certain milestones, namely:

- The successful completion of a well and commercial production of hydrocarbons from the Inke Concession; or
- The sale of a greater than 50% interest in the Inke Concession (or part thereof) by the Company for greater than US$4,000,000.

The Acquisition is conditional on the passing of Resolutions 1 to 6 at the Extraordinary General Meeting, the Company completing a capital raising of at least £1,500,000 and on Re-Admission. Further details of the Acquisition Agreement can be found in section 7 of Part 6.

On execution of the Acquisition Agreement, the Company paid Inke Petroleum a deposit of £250,000. In the event that the acquisition conditions are not met, this deposit will be treated as a payment by the Company for the subscription of 10,000,000 Inke Petroleum shares.

Based on the closing price of 4.6 pence per Ming Share on 3 November 2005 (being the date after which trading in Ming Shares was suspended to enable the Company to undertake the Acquisition), the Acquisition consideration totals £2,392,000 based on the issue of 52,000,000 Ordinary Shares, with total potential consideration of £3,864,000 (assuming all Converting Shares are converted).

In assessing the Acquisition, the Independent Directors of the Company have valued Inke Petroleum at £5,000,000, which corresponds to 9.6p per new Share to be issued, and 5.9p per Share after conversion of Converting Shares.

Based on the net asset value of the Company of 2.0p per Share as at 31 December 2005, the Independent Directors believe the Acquisition is fair and reasonable to the Company's shareholders not associated with Mr Burton.

4 Prospects, Future Strategy and Objectives

The Company was established and admitted to AIM as an investing company, and as such has had no trading activity to date. Since admission, the Existing Directors have assessed investment opportunities in the mining and minerals sector, and believe that the proposed Acquisition offers the best outcome for Existing Shareholders.

The Acquisition will provide the Company with exploration and development rights to a prospective petroleum Concession in a region where several significant producing fields are already established.

The primary objective for the Company on completion of the Acquisition is to establish a successful oil and gas company focussed in Central Europe. It will offer investors immediate exposure to the Blue Topaz-9 well with prospective gas resources of 25.7 to 67.5 bcf and prospective oil resources of 3.8 to 8.5 million bbls and further exposure to a large acreage highly prospective for oil and gas. The Company intends to:

- Advance exploration on the Inke Concession by:
  - Completing drilling on the Blue Topaz-9 structure as soon as practical, and progress any discovery made to commercial production;
  - Evaluating other known hydrocarbon discoveries within the Inke Concession, including the Somgysamson-3 gas discovery, Nagyatad oil field, Pat and Vese gas discoveries and the Nagyszakacsi-3 oil occurrence; and
  - Subject to sufficient funds being raised, proceed with the drilling of the Fockton-1 exploration well targeting the Nagyatad oil field.
- Actively assess and explore the remainder of the Inke Concession, including further seismic interpretation and surveys;
- Review and potentially acquire further petroleum interests, with an initial focus on Hungary and Central Europe; and
- Utilise the collective experience and skills of the Proposed Directors to progress any future discoveries to commercial production.

5 Reasons for the Re-Admission to AIM

The Directors and Proposed Directors consider that the Placing and Re-Admission to AIM will broaden the Company's investor base and enhance the profile and status of the Group in international capital markets and in the oil & gas industry. This will improve the Group's ability to attract funding to advance its Hungarian exploration activities, attract farm-in partners, develop projects and to pursue further oil & gas growth opportunities.

6 The Placing and Use of Proceeds

The Company proposes to undertake a Placing of 100 million Placing Shares at 5 pence per share prior to the Extraordinary General Meeting to be held on Thursday, 6 April 2006, conditional on Shareholder approval of the acquisition of Inke Petroleum and Re-Admission of the Company to AIM. The Directors and Proposed Directors believe that a Minimum Subscription of £3,000,000 (before expenses) will provide the Company with sufficient working capital for at least 18 months from the date of Re-Admission, and the Re-Admission is conditional on this minimum amount being raised. The Directors and Proposed Directors may elect to accept the Maximum Subscription of 160,000,000. to raise £8,000,000.

A summary of the proposed application of the net proceeds from the proposed Placing over the 18 months from Re-Admission under the minimum and maximum placing amounts is set out in the table below. The expenditure proposals are based on the current intentions and estimates of the Company and remain subject to reassessment.

£ millions (amounts shown are subject to rounding)	Minimum Subscription £3,000,000	**Proposed Placing £5,000,000**	Maximum Subscription £8,000,000
Funding Sources			
Existing Ming cash	1.0	**1.0**	1.0
Existing Inke cash	0.6	**0.6**	0.6
Proposed Gross Placing proceeds[1]	3.0	**5.0**	8.0
Total Funds Available	4.6	**6.6**	9.6
Use of Funds			
Exploration			
- Drilling of Blue Topaz 9 (balance)	1.6	**1.6**	1.6
- Review of Inke Concession	0.2	**0.2**	0.2
- Drilling of Flockton 1	0.0	**0.0**	1.7
- Concession management	0.3	**0.3**	0.3
Total Exploration Expenditure	2.1	**2.1**	3.8
Ongoing administration & corporate	0.8	**0.8**	0.8
Final acquisition payment[2]	0.3	**0.3**	0.3
Repayment of Inke loans[3]	0.6	**0.6**	0.6
AIM Re-Admission related expenditure	0.2	**0.2**	0.2
Less: Commissions[4]	0.2	**0.3**	0.4
Unallocated working capital	0.3	**2.2**	3.3
Total Sources	4.6	**6.6**	9.6

Notes:

1. The Company proposes to undertake a placing of 100,000,000 Placing Shares at 5 pence to raise £5,000,000, with a Minimum Subscription of 60,000,000 Placing Shares at 5 pence to raise £3,000,000 and a Maximum Subscription of 160,000,000 Placing Shares to raise £8,000,000.
2. €500,000 of the consideration payable by Inke Petroleum to the vendors of Gemstone remains outstanding. This consideration is payable on the award of an extension of the exploration period or mining plots or new exploration licences covering 1,250km^2 of the current area of the Inke Concession.
3. Inke Petroleum has an outstanding loan of A$1,289,910 (£541,762) owed to Hercules Energy Pty Ltd. It is intended that part of the Placing proceeds be used to discharge this loan. Further details can be found in section 7 of Part 6.
4. The Company has agreed to enter into a Placing Agreement with Westhouse as set out in section 7 of Part 6 in relation to prospective investors located in the United Kingdom. The Company intends to to pay commissions of up to 5% to agents used in conducting the Placing outside the United Kingdom. Argonaut Limited, a significant shareholder of the Company, is expected to participate in the Placing as an agent to the Company.

7 Summary Capital Structure

Following the Acquisition of Inke Petroleum, the proposed Placing and Re-Admission, the Company's capital structure will be as follows:

Type of Security	Exercise Price	Expiry Date	Number in Issue (Minimum)	**Number in Issue (Proposed)**	Number in Issue (Maximum)
Fully Paid Ordinary Shares					
Existing Shares in issue (quoted)			50,000,000	**50,000,000**	50,000,000
Shares to be issued to Inke Petroleum Shareholders[1]			52,000,000	**52,000,000**	52,000,000
Shares to be issued pursuant to the proposed Placing[2]			60,000,000	**100,000,000**	160,000,000
Total Shares in issue following Re-Admission			162,000,000	**202,000,000**	262,000,000
Converting Shares					
Converting Shares to be issued to Inke Petroleum Shareholders[3]			32,000,000	**32,000,000**	32,000,000
Options[4]					
Unlisted Options	2p	30 June 2008	10,000,000	**10,000,000**	10,000,000
Unlisted Options	2.5p	30 June 2008	1,000,000	**1,000,000**	1,000,000
Unlisted Options - granted to RFC on Re-Admission[5]	6.25p	31 March 2009	1,620,000	**2,020,000**	2,620,000
Unlisted Options - granted to					
P Hind					
Tranche 1[5]	0.1p	5 years from the date of grant	5,000,000	**5,000,000**	5,000,000
Tranche 2[6]	5p	5 years from the date of grant	10,000,000	**10,000,000**	10,000,000
Total Options in issue following Re-Admission			27,620,000	**28,020,000**	28,620,000
Fully diluted share capital			221,620,000	**262,020,000**	322,620,000

Notes:

1. As part of the Acquisition of Inke Petroleum, the Company will issue 52,000,000 New Shares to Inke Shareholders.
2. As part of the Acquisition of Inke Petroleum, the Company will issue 32,000,000 Converting Shares to Inke Shareholders.
3. No application is being made for admission of any of the Options or Converting Shares to trading on AIM. However, if and when the Converting Shares are converted to Ordinary Shares, application will be made for them to be admitted.
4. The actual number of Options issued to RFC will be dependent on the number of Shares issued under the proposed placing, further details of the Company's agreement with RFC can be found in section 7 of Part 6.
5. To be granted on the date shareholder approval is obtained for the grant of the options (proposed to occur at the Extraordinary General Meeting), and vesting as follows: 800,000 on the date of grant, 2,100,000 on the first anniversary of employment and 2,100,000 on the second anniversary of employment. Further details of these options can be found in Section 5 of Part 6.
6. To be granted on the date shareholder approval is obtained for the grant of the options (proposed to occur at the Extraordinary General Meeting), and vesting as follows: 1,600,000 on the date of grant, 4,200,000 on the first anniversary of employment and 4,200,000 on the second anniversary of employment. Further details of these Options can be found in Section 5 of Part 6.

Further information about the rights and liabilities attaching to the Shares, Converting Shares and Options is provided in Part 6 of this Admission Document.

Shareholders

To the best of the knowledge of the Directors, Shareholders that will have an interest, directly or indirectly, jointly or severally, in 3% or more of the share capital of the Company or who may exercise control over the Company as at 6 February 2006 (being the last practicable date before the issue of this Admission Document but reflecting the issue of Consideration Shares for the acquisition of Inke Petroleum and assuming the Placing is of 100,000,000 Placing Shares) is as follows:

	As at the date of this document			Immediately Following Re-Admission					
	No. Shares	**% of issued share capital**	**Number of Options**	**No. Shares**	**% of issued share capital (minimum placing of 60m Shares)**	**% of issued share capital (Proposed Placing of 100m Shares)**	**% of issued share capital (maximum placing of 160m Shares)**	**No. of Converting Shares**	**No. of Options**
Mr Craig Burton	10,000,000	20.0	4,000,000	18,400,000	11.3	9.1	7.0	8,400,000	4,000,000
Argonaut Limited[1]	4,000,000	8.0	-	12,400,000	7.7	6.1	4.7	8,400,000	-
Seaspin Pty Ltd	-	-	-	8,400,000	5.2	4.2	3.2	8,400,000	-
Mr William Brownlie Fairweather[2]	8,000,000	16.0	-	8,000,000	4.9	4.0	3.1	-	-

Notes:

1. Argonaut Limited's interests are held through subsidiary Argonaut Investments Pty Limited <Argonaut Investment Trust A/C> (8,400,000 Shares and 8,400,000 Converting Shares) and AFM Perseus Fund Limited (a company managed by AFM Zues Pty Ltd, an Argonaut Limited subsidiary) (4,000,000 Shares).
2. Mr Fairweather's interests are held directly (4,000,000) and through Brownlie Developments Pty Ltd (4,000,000), an associated entity.

8 Financial Information

Key financial information of the Company is provided in the Accountant's Report and Pro Forma Statement of Net Assets included at Part 4 of this Admission Document.

9 Dividend Policy

The nature of the Company's business means that it is unlikely that the Directors will recommend a dividend in the early years following Re-Admission. The Directors believe the Company should seek to generate capital growth for its Shareholders but may recommend distributions at some future date, depending upon the generation of sustainable profits, when it becomes commercially prudent to do so. No dividends have been declared as at the date of this Admission Document.

10 Directors and Senior Management

Prior to Re-Admission, Ms Claire Louise Poll (age, 38, neé Marshall) and Mr Mark Freeman (age 30) have agreed to resign as directors of the Company.

The new Board of the Company will comprise a Managing Director and two non executive directors including the Chairman. Brief biographies for the Proposed Directors are set out below:

Mr Craig Ian Burton (Aged 42) Bjuris, LLB, MAICD
(Non-Executive Chairman)

Mr Burton has extensive business experience in the natural resources sector and in managing publicly listed companies. He has a track record of providing corporate and financial backing to resource projects and technical teams. Over the past 12 years, he has co-founded and assisted the public listing of numerous resource companies, including several oil and gas companies, and he remains a substantial and active investor in the resources sector.

Mr Burton is currently a director of ASX listed companies Livingstone Petroleum Limited, Mirabela Nickel Limited, Exco Resources NL and Liberty Gold NL and AIM listed Albidon Limited and Isis Resources plc. He has a

Bachelor of Law degree from the University of Western Australia and prior to pursuing business interests practised as a corporate lawyer. He is a member of the Australian Institute of Company Directors.

Mr Peter James Hind (Aged 54) BSc.
(Managing Director)

Mr Hind is a qualified Petroleum Engineer who has held senior positions in the oil industry since 1972. After extensive technical and operational background, Mr Hind has specialised in business development in recent years, focussing on South East Asia, Australasia and the Middle East. Mr Hind has been responsible for technical and project management, significant acquisitions and divestments, inter-company and inter-government commercial negotiations, company strategy, finance and investor relations.

Mr Peter Lynton Gunzburg (Aged 53) B. Comm
(Non-Executive Director)

Mr Gunzburg has 20 years experience as a stockbroker. He has a Commerce Degree from the University of Western Australia and has previously been a director of Resolute Ltd, the Australian Stock Exchange (Perth) Limited, Eyres Reed Ltd and CIBC World Markets Australia Limited. He is the Chairman of Australian listed Fleetwood Corporation Limited and PieNetworks Limited, and is Executive Chairman of dual Australian Stock Exchange and AIM listed Eurogold Limited.

11 Related Party Transaction

The Acquisition is a related party transaction pursuant to the AIM Rules (Rule 13). The related party is Mr Burton who is a director of the Company and a substantial shareholder of Inke Petroleum. The Acquisition is on arms length terms. Neither the Company nor Inke Petroleum currently generates any material turnover or profit.

Under the Acquisition, Mr Burton will sell his 8,400,000 shares and 8,400,000 converting shares in Inke Petroleum to the Company for consideration of 8,400,000 Shares and 8,400,000 Converting Shares in the Company. Based on the price per Share of 4.6p on 11 November 2005, being the date after which trading in Ming shares was suspended, this consideration totals £386,400 prior to conversion of the Converting Shares, with a total potential consideration of £772,800.

Inke has incurred substantial costs in acquiring the Inke Concession, initial seismic processing, and preliminary costs of the Blue Topaz 9 well. Inke raised equity of A$1,400,000 to partially pay such costs. In addition, Hercules Energy Pty Ltd, a company of which Mr Burton is a director and shareholder, provided Inke with an interest free working capital loan of A$1,289,910 (£541,762). The Hercules loan will be repaid from the proceeds of the Placing.

12 Lock-in Arrangements

Pursuant to the AIM Rules, all of the Proposed Directors and their related parties, and applicable employees whose interests in Shares and Options are detailed in Section 5 of Part 6 of this Admission Document, will enter into a Lock-In Agreement (details of which are set out in Section 7 of Part 6 of this Admission Document) under which they will undertake not to dispose of any Shares or Options in the Company that they or their related parties own for a period of 12 months from Re-Admission.

The Existing Directors who will not remain on the Board following the Acquisition and Re-Admission will still be bound by the lock-in agreements each entered into when the Company listed on AIM in March 2005.

The Company has no other related parties or "applicable employees", as defined in the AIM Rules, who would be required to be subject to any lock-in arrangements pursuant to the AIM Rules.

13 Corporate Governance

The Existing and Proposed Directors recognise the importance of sound corporate governance commensurate with the size of the Company and the interests of Shareholders. As the Company grows, the Proposed Directors intend that it should develop policies and procedures which reflect the Combined Code on Corporate Governance which was published in July 2003 (the "Combined Code"), so far as is practicable, taking into account the size and nature of the Company.

The Company will adopt and operate a share dealing code consistent with Rule 21 of the AIM Rules and will take all proper and reasonable steps to ensure compliance by the Proposed Directors and relevant employees.

14 Re-Admission, Settlement (CREST) and Dealings

CREST is a paperless settlement system enabling securities to be evidenced otherwise than by written instrument. The Articles permit the Company to issue shares in uncertificated form in accordance with the Uncertificated Securities Regulations 2001. The Ordinary Shares have been admitted to CREST. Accordingly, settlement of transactions in the Ordinary Shares following Re-Admission may take place in the CREST system if the relevant Shareholders wish.

CREST is a voluntary system and holders of Ordinary Shares who wish to receive and retain certificates will be able to do so.

Further details in relation to trading in the Company's Shares are outlined in the Risk Factors in Part 2 of this Admission Document.

15 The City Code

As present, the City Code does not apply to the Company on the basis that the Company's place of central management and control is not in the UK, the Channel Islands or the Isle of Man. The City Code will not apply to the Company following Re-admission. The Proposed Directors intend to make changes to the management structure which may bring the Company's central management and control into the UK. Once these proposed changes are implemented, the Existing Directors and the Proposed Directors will consult with the Panel to establish whether the City Code will apply to the Company. If the Panel subsequently opines that the Company falls within its jurisdiction, then the Company will make an appropriate announcement at that time. Accordingly, the Company is not currently subject to takeover regulation in any jurisdiction.

There are provisions in the Company's Articles which state that, if at any time when the City Code does not apply to the Company, a person (together with any persons held to be acting in concert with him) acquires shares in the Company which would have obliged them to extend an offer (a "mandatory offer") to the holders of all other shares in the Company had the City Code applied, the Directors have the power to disenfranchise such person until a compliant mandatory offer is made. However, Shareholders should be clear that these provisions will not be enforced by the Panel.

As the Independent Directors are recommending the Acquisition, they do not propose to use the discretion afforded by the Articles set out above.

16 Extraordinary General Meeting of Shareholders

Shareholders will find set out at the end of this document a notice convening the Extraordinary General Meeting to be held at the offices of Verona Capital Pty Ltd, Ground Floor, 8 Colin St West Perth Australia at 3.00pm WST on Thursday, 6 April 2006 and, by video link, at the Company's registered office at Adderbury Hill Barn, Milton Road Adderbury on 8.00am on Thursday 6 April 2006, at which the Resolutions will be proposed for the purpose of approving the Acquisition and Placing.

At this meeting, the following resolutions will be proposed:

1. to approve the Acquisition as a reverse takeover for the purposes of Rule 14 of the AIM Rules;

2. to authorise the Directors pursuant to section 80 of the Act to allot relevant securities, including, amongst others, the Placing Shares and the Consideration Shares;

3. to approve the Acquisition as a substantial property transaction with a director for the purposes of section 320 of the Act;

4. to vary the share capital by the redesignation of Ordinary Shares to Converting Shares;

5. to authorise the Directors pursuant to section 95(1) of the Act to allot relevant securities for cash as if the statutory pre-emption rights set out in section 89 of the Act did not apply to such allotment;

6. to amend the Company's Articles to create Converting Shares in the Company to be issued as part of the

consideration for the Acquisition; and

7. to change the name of the Company to Matra Petroleum plc.

Resolutions 1-4 will be proposed as ordinary resolutions, and resolutions 5-7 will be proposed as special resolutions.

17 Action To Be Taken by Shareholders

Shareholders will find enclosed with this document a Form of Proxy, for use in connection with the Extraordinary General Meeting. Whether or not you intend to be present at the Extraordinary General Meeting, you are asked to complete and return the Form of Proxy in accordance with the instructions printed on it so as to be received by the Company as soon as possible but in any event no later than 3.00pm WST on 4 April 2006. Completion and return of the Form of Proxy will not preclude you from attending and voting at the meeting in person should you wish to do so.

18 Recommendation of the Existing Directors

The Independent Directors, having consulted with the Company's nominated adviser, believe that the terms of the Acquisition are fair and reasonable insofar as the Company's Shareholders are concerned. In determining this assessment, the Existing Directors have taken into account the Accountant's Report as appears in Part 4, an independent valuation of the Inke Concession conducted by RPS, along with the Existing Directors' own commercial assessments.

Accordingly, the Independent Directors recommend Shareholders vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting as the Independent Directors have irrevocably undertaken to do so in respect of their own beneficial holdings.

Yours faithfully,

Claire Poll
Non-Executive Director

Mark Freeman
Non-Executive Director

Part 2 - Risk Factors

Any investment in Shares or other securities in the Company involves a high degree of risk and should only be made by those with the necessary expertise to appraise the investment. Prospective investors should carefully consider the risks described below (which are considered by the Existing Directors and the Proposed Directors to be the risk factors which are specific to the Group and its industry and which are material to taking investment decisions) together with all other information contained in this Admission Document or subsequently released to the market and their own personal investment objectives and financial circumstances before deciding whether to invest in Shares or other securities in the Company. If in any doubt, investors should consult with an independent financial adviser who specialises in advising on the acquisition of shares and other securities.

The following risks may have a material adverse effect on the Group's business, financial condition, results of operations and/or Share price. In such case, an investor may lose all or part of his or her investment. An investment in the Company is therefore only suitable for financially sophisticated investors who are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses which may arise therefrom (which may be equal to the whole amount invested).Additional risks and uncertainties not currently known to the Existing Directors or the Proposed or which they currently believe to be immaterial may also have an adverse effect on the Group's business. Neither the Company nor the Proposed Directors or the Existing Directors provide any assurances or guarantees of future profitability, distributions, payment of dividends, return of capital or performance of the Company or its Shares.

a) General Securities Risks

- **Securities investments and share market conditions**

The prices at which the Shares trade may rise or fall in response to a number of factors affecting the market for equities in general which are unpredictable and unrelated or disproportionate to the operating performance of the Company. Such factors include changes in the general economic outlook, interest and inflation rates, currency exchange rates, investor sentiment and the demand and supply for capital.

The past performance of the Shares is not necessarily an indication as to future performance and there can be no guarantee that prevailing trading prices will be sustained. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

- **Liquidity of the Company's Shares**

Re-Admission of the Shares to trading on AIM should not be taken as implying that there will be an ongoing liquid market for the Shares.

b) Risks Specific to Oil & Gas Exploration Companies

- **Exploration risks**

Exploration for hydrocarbon resources is speculative and involves significant degrees of risk. There is no guarantee that exploration on the Inke Concession, or on other Concession areas that may be acquired in the future, will lead to the discovery of hydrocarbon resources that can be economically exploited. Estimates of the possible hydrocarbon resources that might be hosted by the Blue Topaz prospect, Nagyatad Field, Evergreen and Sycamore leads and other target structures on the Inke Concession areas should not be taken to imply that any hydrocarbon resources are definitely present in these structures.

The evaluation (eg through new seismic surveys) and drilling of exploration targets may be delayed or disrupted by the availability of drilling rigs or other technical contractors, adverse weather and ocean conditions, or technical hazards such as unusual or unexpected formations or pressures. Drilling may result in unprofitable efforts, not only with respect to dry wells, but also with respect to wells which, though yielding some hydrocarbons, are not sufficiently productive to justify commercial development. Furthermore, the successful completion of a well does not assure a profit on investment or recovery of drilling, completion and operating costs.

- **Resource and reserve estimates**

Hydrocarbon resource and reserve estimates are expressions of judgment based on knowledge, experience and industry practice. They are therefore imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Estimates that were reasonable when made may change significantly when new information from additional drilling and analysis becomes available. This may result in alterations to development and production plans which may, in turn, adversely affect operations.

- **Project development and operating risks**

If the Company achieves exploration success that leads to a decision to develop production operations, the development and ongoing production from such operations may be adversely affected by various factors, including failure to achieve predicted well production flowrates, mechanical failure or plant breakdown, unanticipated reservoir problems, adverse weather conditions, industrial and environmental accidents, industrial disputes, delays due to government actions, infrastructure availability and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

No assurances can be given that the Company's prospects and projects will achieve commercial viability through the successful exploration and/or production from the Inke Concession. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.

- **Environmental risks**

The operations and proposed activities of the Company in Hungary will be subject to Hungarian laws and regulations concerning the environment. As with most exploration projects and production operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or field development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws. Nevertheless, there are certain risks inherent in the Company's activities such as accidental leakages or spills, or other unforeseen circumstances which could subject the Company to liability.

- **Economic and price risks**

Changes in the general economic climate may adversely affect the financial performance (ie future costs and revenues) of the Group and the value of its exploration assets. In particular, changes in the current and expected future price of oil and gas can occur rapidly and significantly and this may lead to a substantial effect on the value of the Group's exploration assets and the potential future revenue and profits that might be earned from any successful development of those assets.

Oil and gas prices are influenced by many factors affecting their demand and supply including global industrial production levels and economic sentiment, inflation and interest rates, industrial disputes, wars and other military activity, technological advancements, forward selling activities, government environmental policies, oil and gas infrastructure investment, weather conditions and general exploration success.

- **Foreign exchange risk**

The Group operates internationally and is therefore exposed to the effects of changes in currency exchange rates. In particular, oil & gas prices (and therefore the potential future revenues of the Group) are typically denominated in USA dollars, whereas a portion of the Group's costs (capital and revenues) are incurred in the currency of Hungary. The Group does not currently hedge these currency risks.

- **Competition**

The Company competes with other companies, including major oil & gas exploration and production companies. Some of these companies have greater financial and other resources than the Company, including substantial global refining and downstream processing and marketing operations. As a result, such companies may be in a better position to compete for future business opportunities and there can be no assurance that the Company can compete effectively with these companies.

c) Risks Specific to the Company

- **Continuity of Title to the Inke Concession**

The principal asset of the Company following the Acquisition will be the Inke Concession. The Concession requires:

- the drilling of one more exploration well (to be Blue Topaz 9);
- filing of a closing report by 30 June 2006; and
- applications for mining plots by 31 December 2006.

The grant of mining plots requires the Company to establish the presence of economic hydrocarbons over concession areas the subject of mining plots. The Existing and Proposed Directors expect that mining plots will be granted over a substantial portion of the Concession area based upon previous hydrocarbon discoveries in the

Concession area. Further, the Company intends to apply for new exploration licenses over the balance of the prospective Concession areas. See Part 5 for more details.

The approval of the closing reports, and the grant of mining plots and new exploration licenses over the Concession area is ultimately at the discretion of the relevant Hungarian authorities. The Company cannot guarantee that its closing report will be approved, or that it will be successfully granted mining plots or new exploration licenses.

- **Minimum work commitments**

The Group is required to expend the funds necessary to meet the minimum work commitments attaching to the Inke Concession. Failure to meet these work commitments will render the Concession liable to be revoked. Further, if any contractual obligations are not complied with when due, in addition to any other remedies which may be available to other parties, this could result in dilution or forfeiture of interests held by the Group.

- **Reliance on key personnel**

The loss of any one or more of the Proposed Directors could have an adverse impact on the performance and prospects of the Company.

- **Retention of key business relationships**

The Company relies on strategic relationships with other entities, such as joint venture parties, and also on good relationships with regulatory and governmental departments. It will also rely upon third parties to provide essential contracting services.

While the Existing and Proposed Directors have no reason to believe otherwise, there can be no assurance that its existing relationships will continue to be maintained or that new ones will be successfully formed and the Company could be adversely affected by changes to such relationships or difficulties in forming new ones. Any circumstance, which causes the early termination or non-renewal of one or more of these key business alliances or contracts, could adversely impact the Company, its business, operating results and prospects.

- **Exploration costs**

The proposed exploration expenditure set out in Section 6 of Part 1 of this Admission Document are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

- **Insurance**

Insurance against all risks associated with petroleum exploration is not always available or affordable. The Company will maintain insurance where it is considered appropriate for its needs. However, it will not be insured against all risks either because appropriate cover is not available or because the Directors consider the required premiums to be excessive having regard to the benefits that would accrue.

- **Future capital needs and funding**

Further funding may be required by the Company to support its activities and operations. There can be no assurance that such funding will be available on satisfactory terms or at all. Any inability to obtain finance may adversely affect the business and financial condition of the Company and, consequently, its performance.

- **Status of Company**

The City Code does not currently apply to the Company and the Company may not be subject to takeover regulation in any jurisdiction.

- **Forward Looking Statements**

Certain statements in this document including but not limited to statements, estimates and projections of future trends and of the anticipated future performance of the Company constitute "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the Company, or industry results, to differ materially from any future results, performance or achievement implied by such forward-looking statements.

Statements in this document that are forward-looking and involve numerous risks and uncertainties that could cause actual results to differ materially from expected results are based on the Company's current beliefs and assumptions regarding a large number of factors affecting its business. Actual results may differ materially from expected results. There can be no assurance that (i) the Company has correctly measured or identified all of the factors affecting its business or the extent of their likely impact, (ii) the publicly available information with respect to these factors on which the Company's analysis is based is complete or accurate, (iii) the Company's analysis is correct or (iv) the Company's strategy, which is based in part on this analysis, will be successful.

Neither the delivery of this document nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of delivery of this document.

RPS Energy

Independent Evaluation of Inke Concession

West Pannonian Basin

Republic of Hungary

Prepared for
Ming Resources Plc

Date: January 06

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24 January 2006

Gentlemen,

Ming Resources Plc - Evaluation of Inke Concession

Ming Resources Plc ("The Company") has requested that RPS Energy ("RPSE") provide an independent evaluation of the Blue Topaz-9 prospect, the Nagyatad Field and a brief overview on the prospectivity of the Inke Concession located in Hungary as part of the application for the admission to trading on the AIM Market of London Stock Exchange Plc of the entire issued and to be issued share capital of Ming Resources Plc.

The Company holds a 100% interest and operates the Inke Concession. The Company intends to explore for oil and gas by initially drilling the Blue Topaz-9 feature, and to interpret existing 3D and 2D seismic over the concession to further delineate prospects for drilling. The Company will also evaluate the potential to establish production from the Nagyatad discovery which may contain 1.02 to 2.28 million barrels of recoverable oil. It is believed a possible formation damage issue is limiting oil flow rates from existing wells.

RPSE consider that the Inke Concession is prospective for hydrocarbons with the identification of four major regional petroleum play types in the area. The current concession expired on 31 December 2005. The Blue Topaz-9 well was spudded in December 2005 and suspended after setting the surface casing. The drilling is expected to resume in March 2006. The operator is currently in negotiating renewal terms, and these were not available at the time of this report.

The current work programme includes:

- Drilling the Blue Topaz -9 prospect commencing in first half of 2006
- Evaluating the Nagyatad field in the first half of 2006.
- Seismic reprocessing.
- Review the Somogysamson-3, Pat and Vase gas discoveries and Nagszakacsi-3 oil discovery
- Drilling the Flockton-1 well in the second half of 2006,

The company will also conduct a review of the overall prospectivity of the concession, investigate reprocessing options on the seismic, and actively develop a risk covered exploration portfolio.

Basis of Opinion

The evaluation presented herein has been undertaken using SPE / WPC guidelines on the classification of petroleum deposits. Petroleum volumes have been assigned as 'Reserves', 'Contingent Resources' and 'Prospective Resources'. 'Reserves' have been assigned to fields with current production or a history of production from a particular zone. 'Contingent Resources' have been assigned to those fields or zones which, although have known petroleum accumulations, have not been proved to be commercial. This definition includes fields which are currently sub-commercial or fields which have no proven development plan or economic study. 'Prospective Resources' have been assigned to those prospects or incremental zones which are undiscovered.

This report reflects our informed judgement based on accepted standards of professional investigation, but is subject to generally recognised uncertainties associated with the interpretation of geological, geophysical and engineering data. The evaluation has been conducted within our understanding of petroleum legislation, taxation and other regulations that currently apply to these interests. However, RPSE is not in a position to attest to the property title, financial interest relationships or encumbrances related to the property.

It should be understood that any evaluation, particularly one involving exploration and future petroleum developments may be subject to significant variations over short periods of time as new information becomes available. RPSE has not verified the Company’s title to any of the licences nor verified the technical competence of the current operator of any of these licences. For the Prospects, the RPSE’s estimates of chance of success (risk factors) are quoted.

The work was undertaken by a team of RPSE's professional petroleum engineers, geoscientists and economists based on data supplied by the Company. The data comprised some details of licence and acreage interests, basic exploration and geological and engineering data, interpreted data, technical reports, limited cost and commercial data, and a proposed work programme. Detailed work was only undertaken on the Blue Topaz-9 prospect and the Nagyatad field. The Pat and Vase gas discoveries and Nagszakacsi-3 oil discovery were not reviewed. The overall prospectivity of the block was briefly reviewed as were the Evergreen and Sycamore leads and the Blue Topaz-1 to -8 prospects. Estimates of hydrocarbons in place and resources contained herein are RPSE’s estimates unless otherwise stated.

RPSE has given and not withdrawn its written consent to the issue of this document with their names included within it and with inclusion therein of its report and references thereto in the form and context in which they are included for the purposes of Annex I to the AIM PD Rules. RPSE accepts responsibility for the information contained in the RPSE Report set out in this part of this document and to the best knowledge and belief of RPSE, having taken all reasonable care to ensure that such is the case, the information containing in such report is in accordance with the facts and does not omit anything likely to affect the import of such information.

Qualifications

RPS Energy is an independent consultancy specialising in petroleum reservoir evaluation and economic analysis. Except for the provision of professional services on a fee basis, RPSE does not have a commercial arrangement with any other person or company involved in the interests that are the subject of this report. Mr. F. Boundy, Technical Director of RPS Energy, has supervised the evaluation.

Mr. Boundy has fourteen years of petroleum engineering experience. He is a technical director of RPSE, a Chartered Petroleum Engineer, a Member of the Energy Institute, a Past Chairman of the London Section of the Society of Petroleum Engineers and a member of the Society of Petrophysicists and Well Log Analysts. Other RPSE employees involved in this work hold at least a Masters degree in geology, geophysics, petroleum engineering or a related subject and have at least five years of relevant experience in the practice of geology, geophysics or petroleum engineering.

Yours faithfully,

RPS Energy

Francis Boundy

Technical Director

Independent Evaluation of Inke Concession

West Pannonian Basin

Republic of Hungary

Prepared for Ming Resources Plc

	REPORT NUMBER:	**REPORT TITLE: INDEPENDENT EVALUATION OF INKE CONCESSION**	
DATE	January 2006	PROJECT REFERENCE: INK-958	
	PREPARED:	**CHECKED:**	**APPROVED:**
NAME			
SENT	EDITION	DESCRIPTION	COMMENT
24th Jan 2006	REV C	Final	Final Document
14th Dec 2005	REV.B	Draft	For Client Comments
29th Nov 2005	REV.A.	Draft	For Client Comments
FILE LOCATION: ::Odma\Pcdocs\London\16900183\1			

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1. INTRODUCTION

RPSE was contracted to conduct a review of the Blue Topaz-9 prospect, and the Nagyatad field in Inke Concession in Hungary. A review of the overall prospectivity is not within the scope of work and will be subject to future assessments. Brief reviews based primarily on the operators evaluations were conducted on Evergreen and Sycamore as well as the Blue Topaz-1 to -8 prospects. The reviews consisted of validating the structures on seismic, and confirming areas and parameters used by the operator. No evaluation was undertaken on the Pat and Vase gas discoveries or the Nagszakacsi-3 oil discovery.

Ming Resources Plc provided a data set comprising:

1. 170 km^2 3D seismic over the Blue Topaz area
2. Limited 2D seismic lines
3. Digital well data for the Somogysamson wells, however velocity data was only available for two wells.
4. Well completion reports (Hungarian with brief English translations.)
5. Regional maps
6. Various interpretive reports
7. Numerous paper seismic lines
8. Numerous pre-fold well logs.
9. Numerous well completion reports from the permit area

RPSE did not review the permit terms or fiscal information for the block, and has reported the operator’s volumes for the leads other than Blue Topaz-9 and Nagyatad.

2. OVERVIEW ON HUNGARY

The Hungarian Republic is a parliamentary democracy which joined the European Union in 2004. Hungary covers an area of 93,000 km^2 and borders seven countries: Austria, Croatia, Romania, Serbia, Slovakia, Slovenia and Ukraine. The current population is approximately10 million.

Over 10,000 petroleum wells have been drilled in Hungary as 75% of Hungary's land area is regarded as prospective for hydrocarbon exploration. This has led to discovery of in excess of 140 oil and gas fields, including the Algyo Field, which accounts for approximately 50% of national output and the Nagyengyel group of fields. Total discovered resources are estimated between 700 – 800 MMbbls of oil (STOIIP) and 20 Tcf of gas (GIIP).

Hungary has declining oil and gas production and is a net importer of hydrocarbons including gas from the Former Soviet Union. Petroleum infrastructure is shown in (Figure 1). This includes a gas network with 4,400 km of gas pipelines which cross the concession and 1,000 km of crude oil and refined oil pipelines. There are three petroleum refining companies at Szazhalombatta, Tizaujvaros, and Zalaegerzeg.

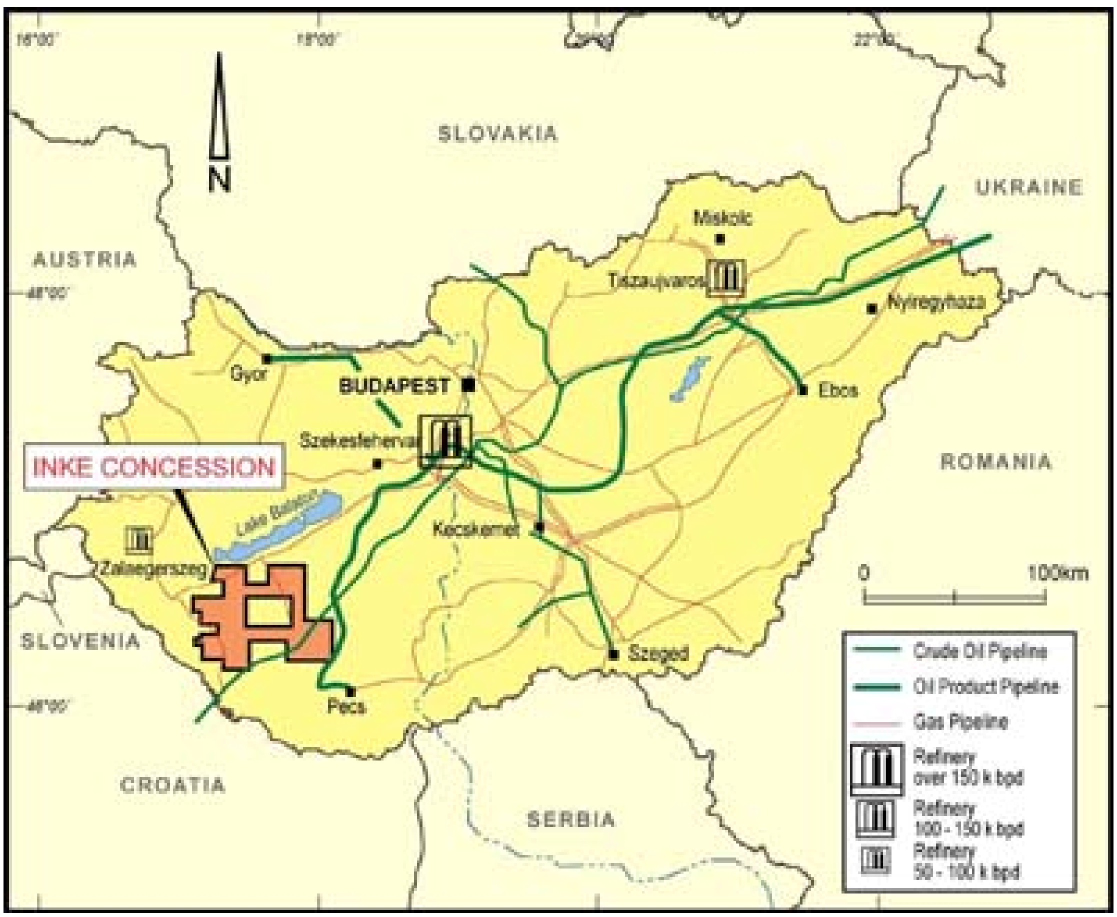

Figure 1 – Hungarian Oil and Gas Infrastructure

3. INKE CONCESSION

The Inke Concession covers an area of 2,297 km^2 in south-west Hungary, south of Lake Balaton. The Concession contains Tertiary sediments and volcanics of the Pannonian Basin which unconformably overlay Triassic or older sequences below the Carpathian unconformity. The Inke concession has been explored for oil and gas since 1936 and is considered prospective for further exploration for oil and gas.

A current summary of the full exploration activities in the permit was not available, and the various reports which were provided lacked dates, and did not reflect changes that should have occurred based on the work programmes. It was not within the scope of this study to fully review previous work.

An evaluation report of the concession, which was presumably written in 1996 (based on the dates suggested for the proposed work) reports that 36 wells were drilled on 17 structures resulting in seven hydrocarbon discoveries, four of which are oil. These are: Nagyatad, Somogysamson, Gorgeteg and Nagyszakacsi. The operator reports that collectively they have contingent resources of 3.9 MMbbls which may be recoverable at some time in the future. RPSE did not conduct an independent evaluation of Somogysamson, Gorgeteg and Nagyszakacsi fields. An additional ten wells are reported to have encountered hydrocarbon shows.

The exact amount of 2D seismic available in the Inke Concession is unclear. It was estimated at 1,600 line km in the evaluation report. However, according to the proposed work programme additional data acquisition was planned for 1997. Recent work includes the Sika-1 well which was drilled to 3,074 m in 1999 and the acquisition of 110 km^2 of 3D seismic in the current exploration term, which expired 31st December 2005. This later work was funded by Hungary Oil and Gas Company to earn an option for equity under a farmin arrangement.

4. REGIONAL GEOLOGY

The Pannonian Basin is an extensional basin, developed in the back-arc region of the Carpathian Thrust Belt. The basin is bounded by mountains including the Carpathians, Dinarides and the Eastern Alps. To the east, the Apuseni Mountains separate the Pannonian Basin from the smaller Transylvanian Basin (Figure 2).

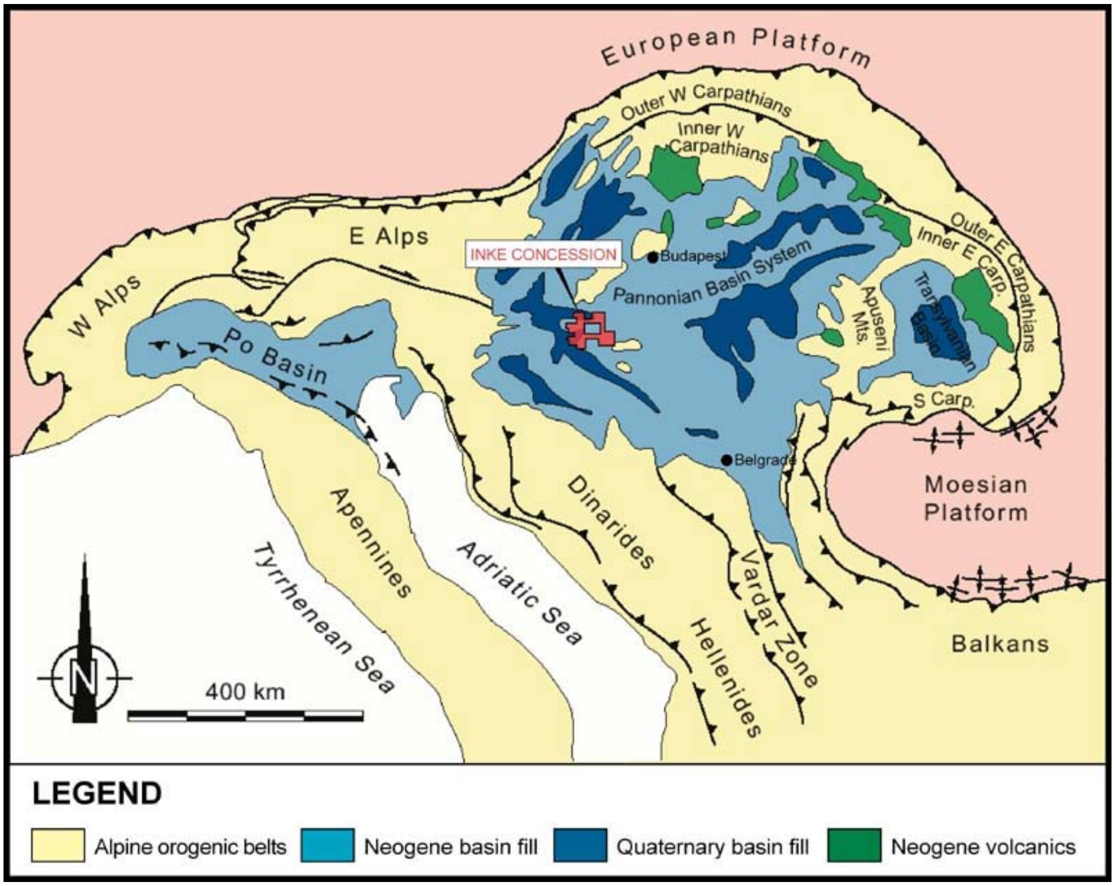

Figure 2 - Pannonian Regional Tectonic Elements

The Pannonian Basin is one of a system of basins in the Paratethian Province which developed during the Neogene in the back-arc region of the Alpine-Carpathian orogenic belt. The Paratethys is sub-divided into three regions which are: Western, Central and Eastern. The major basins of the Central Paratethian Basin are the Pannonian, Vienna, Transcarpathian and Transylvanian Basins. These basins spread between the Carpathians and the European Platform to the north and the Alpine-Dinarides and Balkanides-Caucasus thrust belts to the south. By the Middle Miocene the Pannonian Basin had become completely separated from the open ocean and evolved as an inland basin, referred to as Lake Pannon.

The maximum sediment thickness is more than 4,000 m in the deepest sub-basins, with an additional 3,000 m of subsequent alluvial sequence accumulated in the depocenters associated with several smaller Quaternary sub-basins (Figure 3).

Neogene sedimentary and volcanic deposits unconformably overlay Mesozoic and Palaeozoic sedimentary rocks or metamorphosed basement in the Pannonian Basin. In the Inke concession Tertiary deposits unconformably overlay Triassic shallow water carbonates. Both the Tertiary and the Triassic contain potential reservoirs. The Triassic carbonates are heavily eroded and fractured and locally develop enhanced reservoir characteristics as a result of karst development. They are difficult to image on seismic due to a wide spread overburden of Karpatian volcanic sequences.

The youngest Neogene deposits are a series of Early-Middle Miocene (Karpatian) coarse grained clastics, which were deposited in isolated grabens and erosive channels. In many areas the early channel fills are overlain by thick volcanic and volcano-clastic sequences and alternating sandstones, marls and minor limestones of Middle Miocene age. These were accumulated in relatively shallow depositional environments within a rapidly subsiding basin.

The volcano-clastics are associated with intense calc-alkaline volcanism that accompanied the Neogene evolution of the Carpathian-Pannonian region. Effusive rocks and accompanying volcano-clastics are widespread in the Pannonian Basin.

Following the cessation of volcanism in the Middle Miocene a series of marine sandstones marls and limestones were deposited prior to uplift associated with compressional-transpressional tectonics in the Tortonian (Locally referred to as the Pannonian).

During the period from the Tortonian to Recent the Pannonian Basin has been a non-marine depositional environment. Lower Tortonian lacustrine deposits overlay unconformably the Middle Miocene. The main reservoirs in Algyo field are terrestrial clastics. These were deposited as lacustrine fan deltas in Lower Tortonian valleys and lakes. In the Inke Concession the Lower Pannonian basal sandstone is a major reservoir in the area. The basal sandstone is overlain by marls with sandstone interbeds. These are overlain by Pliocene shales, sandstones and siltstones deposited in deeper water, delta slope and delta plain environments.

The uppermost part of the Pliocene consists of fine-grained sandstones and siltstones with minor coals, gravels and shales. Locally basalts, associated volcanic clasts and shallow water carbonates developed though these are not present in the Inke concession. The Pliocene succession is overlain by fluvial and alluvial deposits of Quarternary age.

The local stages are illustrated on the stratigraphic column; they are strongly influenced by the lithostratigraphy and basin evolution (Figure 3).

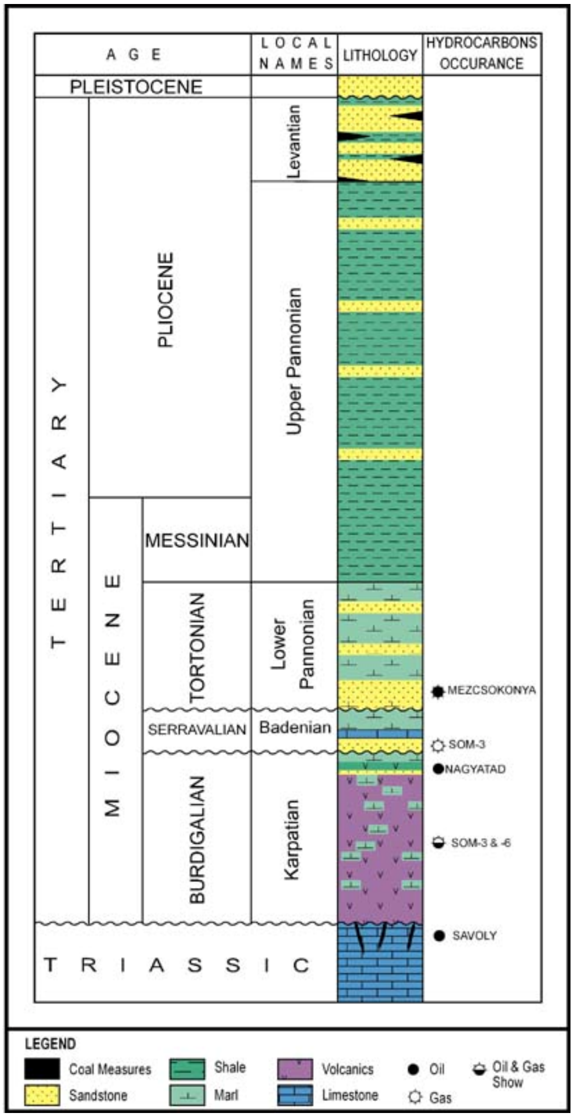

Figure 3 - Generalised Inke Stratigraphy

5. PROSPECTIVITY

5.1 Play Types

Approximately 75 per cent. of Hungary's land area is prospective for oil and gas exploration, and has been actively explored since the 1920's. The first discovery was the Budafa oil and gas field in 1935. There are over 140 discovered hyrdocarbon fields in Hungary. The Algyo Field, was discovered in 1965 and by 2002 had produced more than 220 MMbbls (30 million tonnes) of oil and 2.5 Tcf (70 billion m^3) of gas from lacustrine sandstones, making it the largest producer. The Nagyengyell group of fields contains the largest accumulation of oil and gas but by 2002 had only produced just in excess of 140 MMbbls.

There are several productive fields surrounding the Inke Concession. The Mezocsokonya gas field is surrounded by the concession, the Savoly, Savoly DX, Somogysamson and Inke fields are immediately to the west, and the Busak field is to the north (Figure 6).

RPSE was not requested to conduct a full in depth review of the petroleum systems. This is not necessary at this stage, as the basins potential for production of hydrocarbons is proved.

There are two main objective levels:

- The Lower Miocene clastics and limestones
- Triassic carbonates and clastics in subcropping Mesozoic horsts (Figure 4)

Regionally a variety of other plays are present.

Four main plays are currently being pursued in the Inke concession (Figure 4). As the operator's experience increases these will be refined and additional plays will be identified. The four plays are:

1. Mounded or ponded fans of Lower Miocene age
2. Onlapping Lower Miocene Sandstones or slope fans
3. Karstified Triassic Horst blocks
4. Lower Miocene channel systems

Regionally, other plays occur in a host of depositional environments. These include sheet turbidite sandstones and sublake fan distributary channels to point bars and crevasse splays. Although most existing discoveries are compactional anticlines or structural inversions, other combination tectonic-stratigraphic trap types are present.

Within the Inke Concession exploration has generally targeted structural plays. Stratigraphic and combined stratigraphic structural plays such as Blue Topaz-9 have been overlooked to date. The recently acquired 3D seismic has defined a possible mounded or ponded lacustrine fan, which is analogous to the detached turbidite lobes which form the AP 13 pool in the Algyo Field (Magyar et al. 2004). These are shown to pinch-out into marls against basinal topography. Mounded turbidites have been observed in higher sediment supply delta slopes, and more distally in the sediment starved basinal section of lakes.

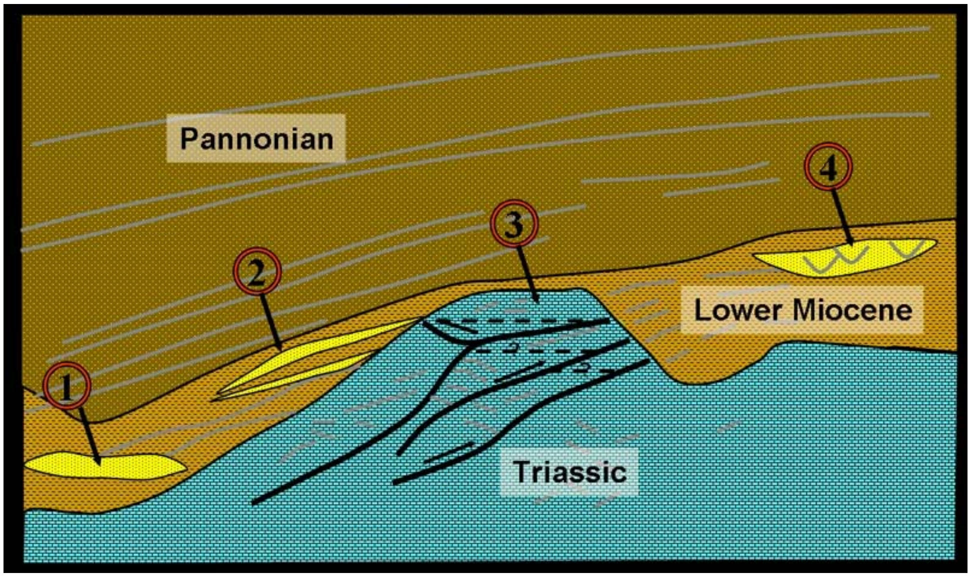

Figure 4- Schematic of Current Play-Types

5.2 Play Elements and Risks

5.2.1 Source and Maturity

The number of oil and gas fields in the Pannonian Basin and surrounding analogous basins confirms the presence of a working petroleum system. Potential sources are the Lower Middle Miocene and Mesozoic. The Miocene Sarmatian and Badenian sequences are the principal source rocks within the Hungarian portion of the basin, but are of poor quality and largely gas prone, containing primarily Type II and Type III kerogen. Neogene source rocks are principally Pre-Pannonian marine rocks and Lower Pannonian lacustrine rocks. The Triassic source is the Kossen Marl. This source is relatively lean in the Danube Basin but is rich in outcrop in the Transdanubia Range (USGS).

With the prevailing high geothermal gradient, source is generally thermally mature at around 2,000 m, although the level of maturity varies in different locations.

The Palaeozoic and Mesozoic generally have experienced a high degree of thermal alteration during rapid Pliocene burial and are now effectively over-mature, with vitrinite reflectance values over 2%. Thermal modelling of the Pannonian (Lenkey et al. 2002) demonstrates the surface heat flow distribution in the Pannonian basin typically ranges from 50 to 130 mW/m^2, with a mean value of 100 mW/m^2. The average heat flow in the basin is considerably higher than in the surrounding regions. The Bosarkany-1 well north of Lake Balaton demonstrates the significance of the Pliocene burial in thermal maturity, and the presence of recent, post generative structuring.

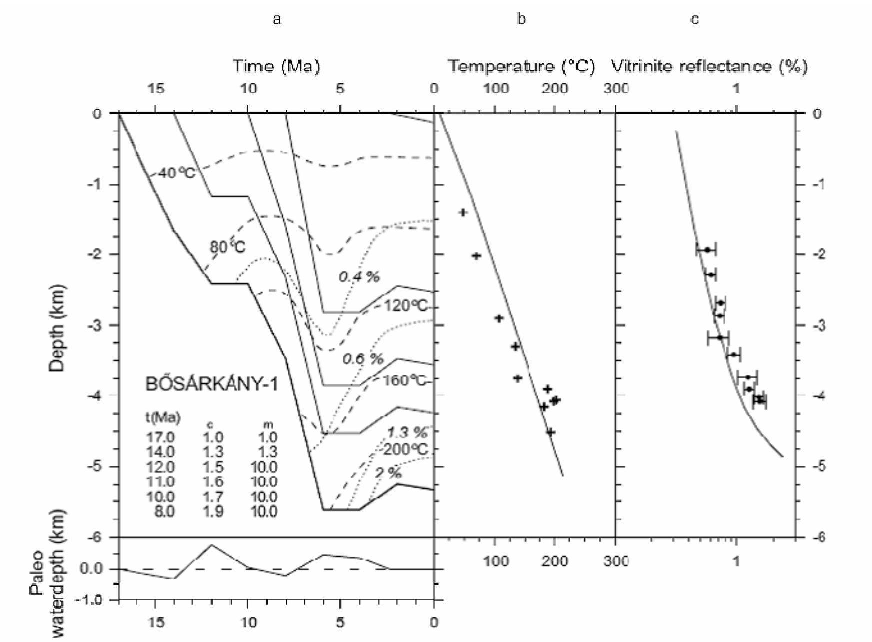

Figure 5 - Burial History Bosarkany-1 (after Lenkey et al. 2002)

Peak generation from the Triassic also occurred during rapid Pliocene burial. Consequently effective burial history modelling will play a crucial part in exploration, in particular the need to target Pre-Pliocene traps, and to avoid the recent uplift.

Two oils are recognised in the basin. They are heavy 17° API oil which is rich in sulphur, and lighter low sulphur crude. The heavy crude is believed to be sourced from the Mesozoic, where as the lighter crude is derived from a Miocene source.

Further work on oil geochemistry and fingerprinting to define the source affiliations will refine exploration. No source rock or geochemical data was provided. If such data exists it would improve systematic exploration, and an understanding of the petroleum systems, especially as there are a large number of high CO_2 fields in Hungary. Correct calibration of known hydrocarbon accumulations to potential sources will allow thermal modelling and reduce exploration risks associated with CO_2.

5.2.2 Seal

The overall seal risk is quite low. Lower to Middle Miocene marls provide seal over Mesozoic horsts and also form intra-formational seals. Thick Pannonian marls provide the seal over the basal Pannonian sandstone.

However, the seal integrity of Miocene marls over Triassic Horsts can be compromised by inter-bedded volcanic intervals or onlapping clastic intervals, resulting in lateral leakage. Fracturing of marls or volcanic intervals may also compromise vertical seal integrity. Conversely, lateral leakage has allowed hydrocarbons to migrate into a variety of traps.

5.2.3 Reservoirs

Regionally there are excellent potential reservoirs in the Mesozoic, Middle Miocene and Lower Pannonian. Over the Inke Concession the Mesozoic subcrop tends to comprise Triassic carbonates which have both fracture and vuggy porosity. Numerous clastic and carbonate reservoirs are identified in the Middle Miocene and Lower Pannonian. The basal marine section of the Lower Miocene contains sandstones and limestones. The Lower Pannonian lacustrine section contains a variety of potential reservoir facies as described above. Reservoir quality is highly variable and is dependent on facies. It ranges from excellent in lacustrine delta and fan facies to poor in volcanogenic sandstones.

Shallow marine Triassic limestones and dolomites are the major reservoir in the Pannonian Basin. The Triassic structures are eroded highs and fault-blocks. Consequently the Triassic has been subjected to secondary porosity modifications due to karstification and fracture development. This has enhanced porosity and permeability.

5.2.4 Traps

There are numerous trap configurations within the Pannonian basin. They range from structural plays such as horst blocks and anticlines to stratigraphic plays such as onlap and pinch-out plays, to combined structural and stratigraphic plays. The main regional targets are Mesozoic horsts blocks beneath Miocene Marls. The subcropping Mesozoic comprises Triassic or Cretaceous carbonates below a significant unconformity.

Remnant topography and local variations in volcanism play a very significant role in the distribution of Lower Miocene sandstones, limestones and the Basal Pannonian sandstones. These are targeted in anticlines and as onlap plays with combined structural and stratigraphic elements. Within the Inke Concession the focus has historically been to target structural highs, and to date the highly prospective stratigraphic plays have not been pursued. Stratigraphic plays in incised valleys and basinal locations are prolific in the nearby Adriatic region. They have been identified within the Pannonian on 3D seismic over the Algyo field with observable stratigraphic morphologies in lacustrine deltas and fans.

6. PROSPECTS AND LEADS

Prospects and leads are summarised in Figure 6 and Figure 7. At Ming's request, RPSE has only focused on the Blue Topaz-9 prospect and the Nagyatad field. The Blue Topaz-1 to -8 prospects were simply reviewed for structure on the 3D seismic to confirm the approximate dimensions quoted by the operator. The Evergreen and Sycamore Leads were briefly reviewed based on limited seismic and previous mapping. Information on the remaining leads was not available, and their evaluation was not within the project scope.

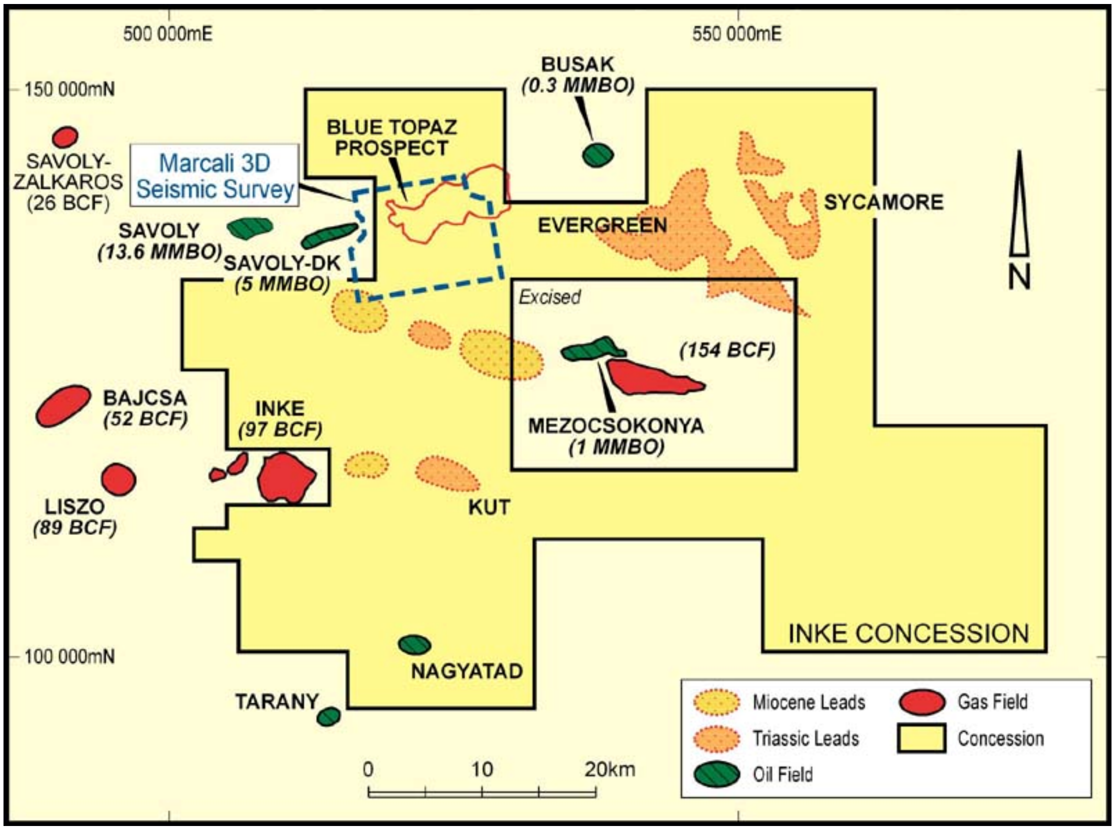

Figure 6 - Prospects and leads summary

6.1 Blue Topaz

The Blue Topaz prospects are located in the Marcali Block in north-western portion of the Inke Concession. The Blue Topaz prospects are delineated mostly by the Marcali 3D seismic survey, (which covers 110 km^2 of the Marcali Block) and by older vintage 2D seismic data. The Blue Topaz prospects are a series of closures mapped at the Middle Miocene level, and at top Triassic level (Figure 7). Nine Blue Topaz prospects have been identified. The Blue Topaz Miocene targets are follow-up targets of the Somogysamson-3 well which encountered non-commercial gas, and oil shows in Somogysamson-6. Gas flow rates in Somogysamson-3 during production test were low as a result of formation damage. The Triassic target is an established exploration objective, and the Blue Topaz Triassic prospect is on trend with the Savoly Field.

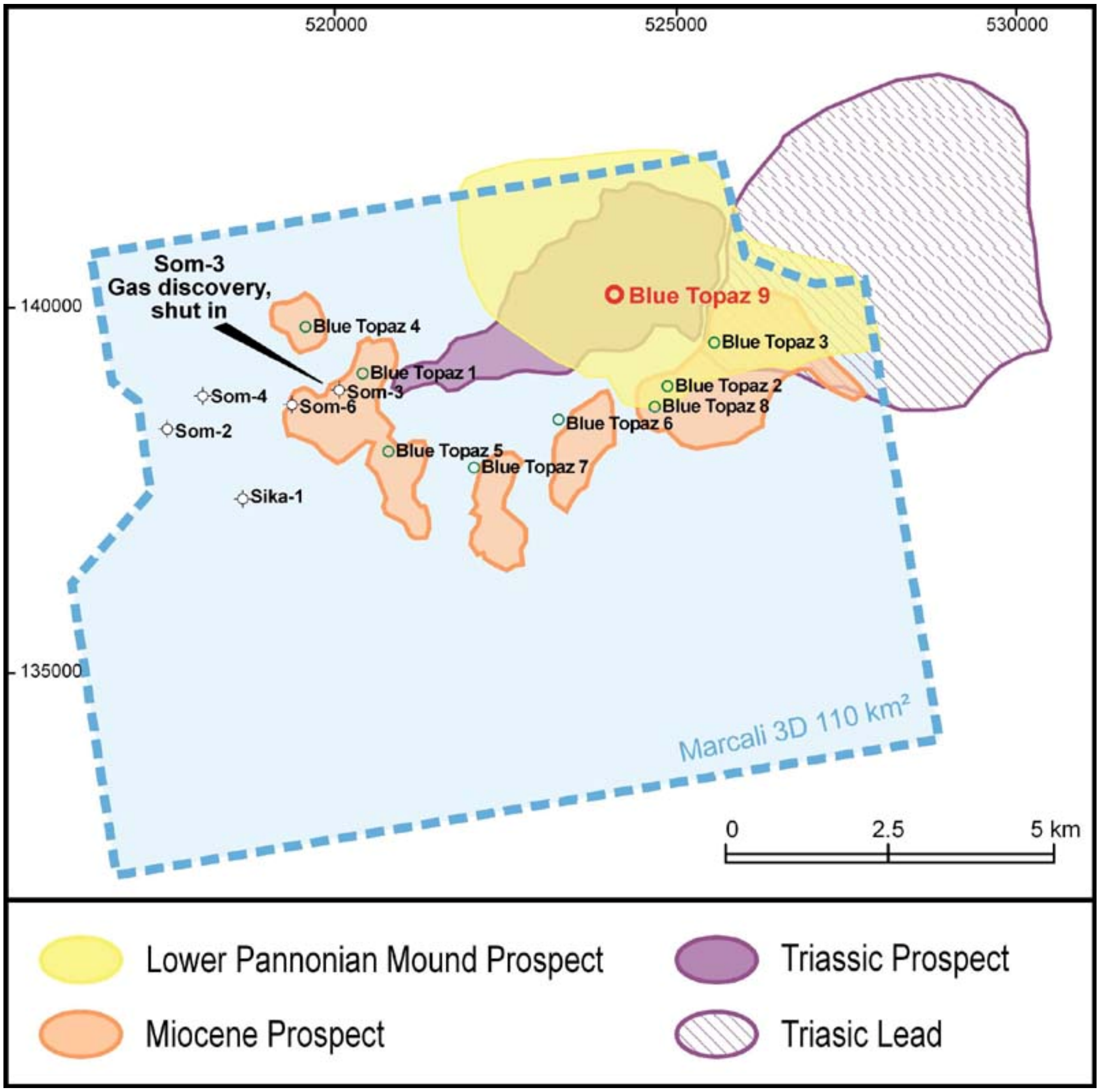

Figure 7 - Blue Topaz Leads and Prospects

Blue Topaz-1 to -8 are structural closures at Middle Miocene level mapped by the previous operator. These range in size from 100 acres to 895 acres (0.404 to 3.62 km^2). The prospects are summarized in Table 1. Blue Topaz-9 is a structural stratigraphic trap not previously recognized and is the target for the proposed exploration well (Figure 8). Blue Topaz-9 also overlays a Triassic closure defined on the 3D which is viewed as a secondary target.

Prospect	Approximate Depth (m)	Estimated GIIP	
		P_{10}	Mean
Blue Topaz-1	2,200	6.6	3.9
Blue Topaz-2	2,500	7.7	4.2
Blue Topaz-3	2,300	7.3	4.4
Blue Topaz-4	2,000	1.5	1
Blue Topaz-5	2,200	15.9	7.3
Blue Topaz-6	2,750	3.1	2
Blue Topaz-7	2,300	3	1.7
Blue Topaz-8	2,950	7.7	4.2

Table 1 - Miocene Prospect Summary (Operator's Estimates, Bscf, Un-risked)

Well	Formation at TD	Hydrocarbons
Somogysamson-1	Miocene tuffaceous volcanics. TD 1,600 m	No shows whilst drilling produced water on test
Somogysamson-2	Miocene (TD 2,336 m)	Recovered green high sulphur crude
Somogysamson-3	Triassic limestones. TD 2,600 m.	Oil show at 1,572 – 74 m in Miocene. DST-1 (1,594 – 1,622 m) 1.27 MMcfd 80.6% methane.
Somogysamson-4	Triassic limestones TD 1,971 m	
Somogysamson-5	Triassic limestones TD 2,052 m	Recovered traces of oil from Triassic and influx of gaseous water from Lower Pannonian.
Somogysamson-6	Miocene tuffaceous marls TD 2,400 m	Recovered traces of oil and gas from volcanics in DST -3 (1,633 m)

Table 2 - Somogysamson Well Summaries

The Blue Topaz (-1 to -8) prospects target the Karpatian, Badenian and Lower Pannonian sandstones. Karpatian sandstones are oil bearing in the Somogysamson-6 well and several oil shows are present in the Miocene of other wells (Table 2). The Lower Pannonian sandstones are the major reservoir target within the Miocene section. However they exhibit poor quality in the Somogysamson wells but are gas producing in the Mezocsokonya and Inke fields which are located in immediate vicinity of the Inke Concession. The mounded facies is expected to contain better quality reservoir at the Blue Topaz-9 location.

Whereas the Blue Topaz (-1 to -8) prospects target smaller structural closures on the 3D the Blue Topaz-9 targets a distinctive mounded package (Figure 9). The mounded package relies on an up-dip stratigraphic seal. The mounded interval clearly pinches out to the north and east along the M-10 and M-3 2D seismic lines. The exact nature of the mound is conjectural but it stratigraphic position at the base of the Pannonian is a likely location for development of sandstones. This is supported by seismic lines flattened on Intra-Pannonian events (to remove recent structure) which demonstrate the palaeogeographic basinal location of the feature.

The reservoir is provided by a stacked sequence of shallow water sandstones, deposited between topography associated with eroded Triassic paleo-highs. The mounded facies is likely to be sealed by intra-formational marls. The total area of the closure of Blue Topaz-9 is approximately 20 km^2 with a maximum net pay thickness of 18 m. A volumetric summary of the Blue Topaz-9 Miocene mounded prospect is shown in Table 3.

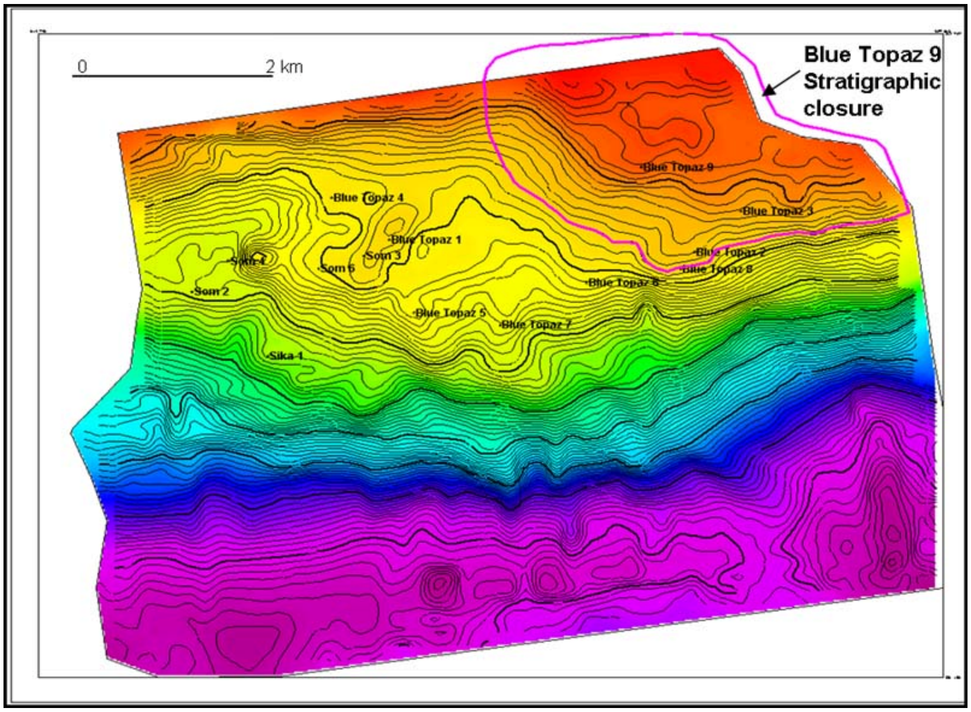

Figure 8 - Near Base Pannonian Time Structure Map

At the Blue Topaz-9 location the Triassic prospect is an eroded structurally high fault block where carbonates with enhanced porosity and permeability are expected to provide the reservoir. The Triassic is sealed by argillaceous marls and volcano-clastics.

The estimated Chance of Success for the Miocene mound is 20 per cent. with the main risk factors being integrity of the stratigraphic seal and reservoir development. The risks are summarised in Table 7. Estimates of prospective resources are included as Table 3 to Table 6.

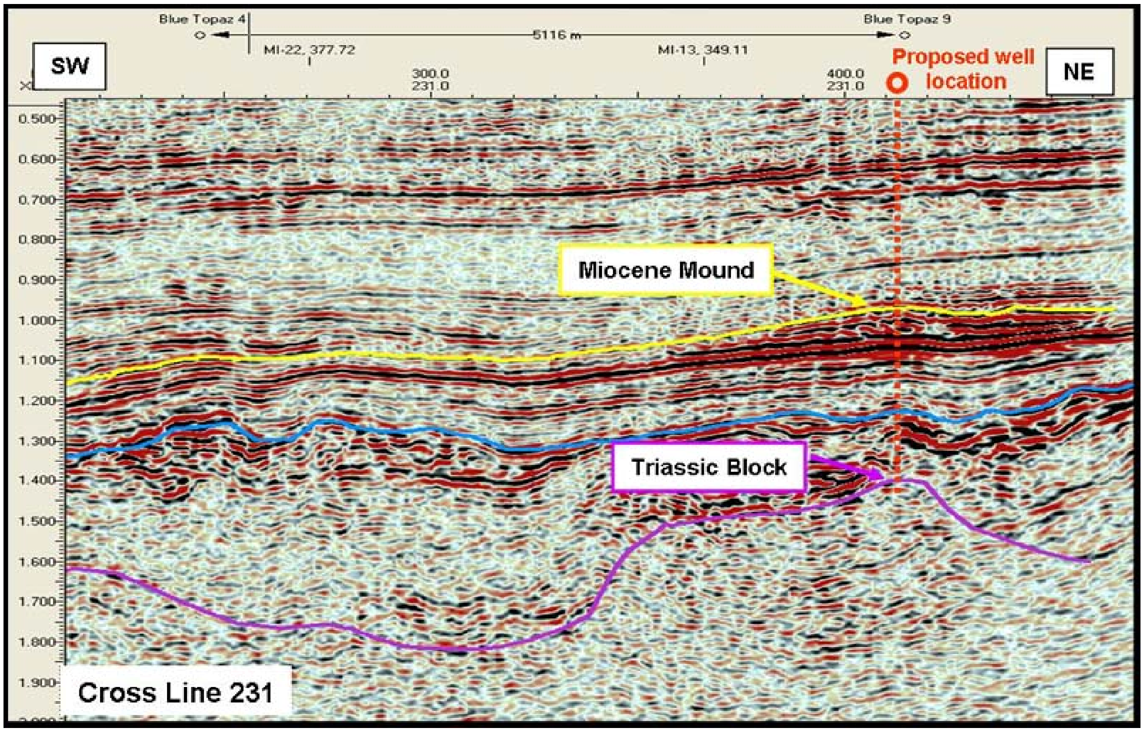

Figure 9 - Cross-line 231 Blue Topaz-9 Showing Mounded Facies

Low Estimate (Bscf)	Best Estimate (Bscf)	High Estimate (Bscf)
36.64	63.27	96.37

Table 3 - Blue Topaz-9 Miocene Mound Prospect - Prospective GIIP (100% Basis, Un-risked)

Low Estimate (Bscf)	Best Estimate (Bscf)	High Estimate (Bscf)
25.65	44.30	67.46

Table 4 - Blue Topaz-9 Mound Prospect - Prospective Gas Resources (100% Basis, Unrisked)

Low Estimate (MMstb)	Best Estimate (MMstb)	High Estimate (MMstb)
25.3	38.6	56.3

Table 5 - Blue Topaz-9 Triassic Oil Prospect , Propspective STOIIP (100% Basis, Unrisked)

Low Estimate (MMstb)	Best Estimate (MMstb)	High Estimate (MMstb)
3.80	5.79	8.45

Table 6 - Blue Topaz-9 Triassic Oil Prospect, Prospective Oil Resources (100% Basis, Un-risked)

Risk factor	Per cent	Comments
Trap	75	Well defined on seismic relies on stratigraphic seal
Reservoir	55	Exact nature of mound unknown but likely to be Lacustrine delta/fan
Seal	60	Top seal good but lateral seal relies on pinchout
Source	90	Feature contains gas and oil in nearby wells
Migration	90	As above
Chance of Success	**20**	

Table 7 - Blue Topaz-9 Miocene Mound Chance of Success

Risk factor	Per cent	Comments
Trap	40	Insufficient seismic resolution to confidently map the structure
Reservoir	80	Required enhanced secondary porosity
Seal	45	Possible lateral leakage via onlapping formations
Source	80	
Migration	80	
Chance of Success	**9**	

Table 8 - Blue Topaz Triassic Prospect Chance of Success

6.2 Somogysamson-3

The Somogysamson-3 well was drilled in 1983 and was tested in 1984. The well encountered oil shows over the interval 1,572 – 1,574 mKB in Miocene and was tested. During the open-hole drill stem test (DST-1) over the interval 1,594 to 1,622 mKB, the well flowed at 1.27 MMscf/d. The gas contained 80.6% methane. The Somogysamson -3 well was later completed and tested gas at 0.27 MMscf/d from the interval 1,642 – 1,646 mKB during DST-16 and at 0.28 MMscf/d from the interval 1,635 – 1,640 mKB during DST-17. Previous analysis of the test in Somogysamson-3 indicated the well has a very high calculated skin and should be capable of producing at higher rates. RPSE has evaluated these calculations and is in general agreement that the well experienced formation damage and should be capable of producing at higher rates.

6.3 Nagyatad

6.3.1 Background

The Nagyatad wells are located in the southern area of the concession. Nagyatad-1 was drilled in 1964 to test a structural culmination initially identified on regional gravity and further delineated by seismic acquired by OKGT (The Hungarian Oil and Gas Trust) in 1958. Earlier wells in the Nagyatad area had recorded oil shows. Five wells have been drilled on or near to the Nagyatad structure, (Namely Nagyatad-1 to -4 and the Nagyatad-K1 well). Two of the wells were indefinitely suspended as potential oil producers. They are Nagyatad-1 and Nagyatad-3. Nagyatad-4 was drilled out of closure.

From the well data and limited amount of seismic it appears the feature is a plunging syncline possibly with a small possible rollover around Nagyatad-3. As Nagyatad-K1 is structurally higher than the other Nagyatad wells and is dry there may be a fault between the wells. However this can not be verified on the seismic. Alternatively the trap may be formed by pinch out of onlapping sandstones.

The discovery well Nagyatad-1 was drilled to 2,729 m and encountered oil in the Lower Miocene (Burdigalian) Karpathian Sandstone. Two open-hole flow tests were conducted: DST-1 (-2,379.53 mSS to -2,430.86 mSS) produced 280 m^3 of saltwater with weak gas shows. DST-2 (-2,379.53 mSS to -2,419.86 mSS) produced 55 m^3 of salt water with traces of combustible gas. A further hydrocarbon show of 9 m^3 of water and oil emulsion was reported at 2,599 mSS .

Following completion Nagyatad-1 was perforated over an interval from 2,352 m to 2,360 mSS. DST-3 recovered 40 – 45 m^3 of salty water with 10% oil. Four further unsuccessful tests (3a, 3b, 3c and 3d) where conducted over same 8m interval with a total of 528 perforation shots. This density of perforation shots is extreme and suggests that the rationale behind such persistence may have been some very positive hydrocarbon indications from logs or core.

DST-4 (-2,344 mSS to -2348 mSS) produced 0.8 m^3 of salt water with no traces of hydrocarbons. DST-5 and DST-6 and -6A were run in January and February. However English language summaries of these tests are not available. Testing of the Nagyatad field is summarised in Table 2.

The wells have proven that the Nagyatad feature is oil bearing, but the field does not produce at commercial rates from the current wells. The potential to encounter better reservoir is demonstrated by DST-1 in Nagyatad-1, which flowed water at 2,050 bbls/d, confirming that good reservoirs are present. Although the stratigraphy is poorly defined, oil bearing zones at a similar stratigraphic level to the water test in Nagyatad -1 had very poor inflow performance compared to oil in Nagyatad-2 and Nagyatad-3. The best oil flow rate achieved from the field was approximately 40 bbls/d during pumping of Nagyatad-1 (Figure 11).

There is insufficient data to determine whether the poor inflow rates are related to lateral changes in reservoir or formation damage. The Nagyatad-1 well produced some oil-water emulsion, and the reservoir is also likely to contain clays.

Further studies are required to reveal any formation damage potential or lateral reservoir changes and to determine the likelihood of emulsion blocking. These include: Evaluation of logs, core data, drilling practices and oil analysis.

The Flockton-1 well will be drilled following a review as described above. Flockton -1 is located near Nagyatad-3, and is effectively a redrill of the previous well. The selection of drilling fluids and completion methods will minimise the risk of damaging the formation. Provided the well encounters the same sand as Nagyatad-3 it is possible that the Flockton-1 well may produce oil at similar rates to the water production seen in Nagyatad-1, (Approximately 2,000 bopd).

An alternative strategy which has been used with great success in Algyo field, has been to use extended horizontal wells. Horizontal re-completions of 36 wells in Algyo field on average increased their productivity 12 fold in similar aged sands.

6.3.2 Risk Assessment of the Flockton-1 Well

In the Nagyatad structure, many of the risks normally associated with hydrocarbon exploration are known. The trap is effective and is charged with oil. The key risk with the Flockton-1 well is whether the lack of production is related to poor reservoir quality or formation damage. In the event that the reservoir is of poor quality and is not damaged then the new well may not be capable of commercial production.

The Flockton-1 well is located close to Nagyatad-3 which flowed oil. The reservoir mineralogy and quality will be evaluated by a study of available core data. These studies will be used to optimise the drilling and completion strategy in line with modern practices. Potential formation damage issues may be associated with damage to sensitive minerals in the reservoir which may inhibit flow, or alternatively emulsion blocking, which is suggested by reported production of emulsions from the wells. Core data may also indicate that the poor production is a reflection of poor reservoir quality. The core was available for this study.

The Flockton-1 well will attempt to confirm whether, with better drilling and completion strategies, the Nagyatad field can be produced.

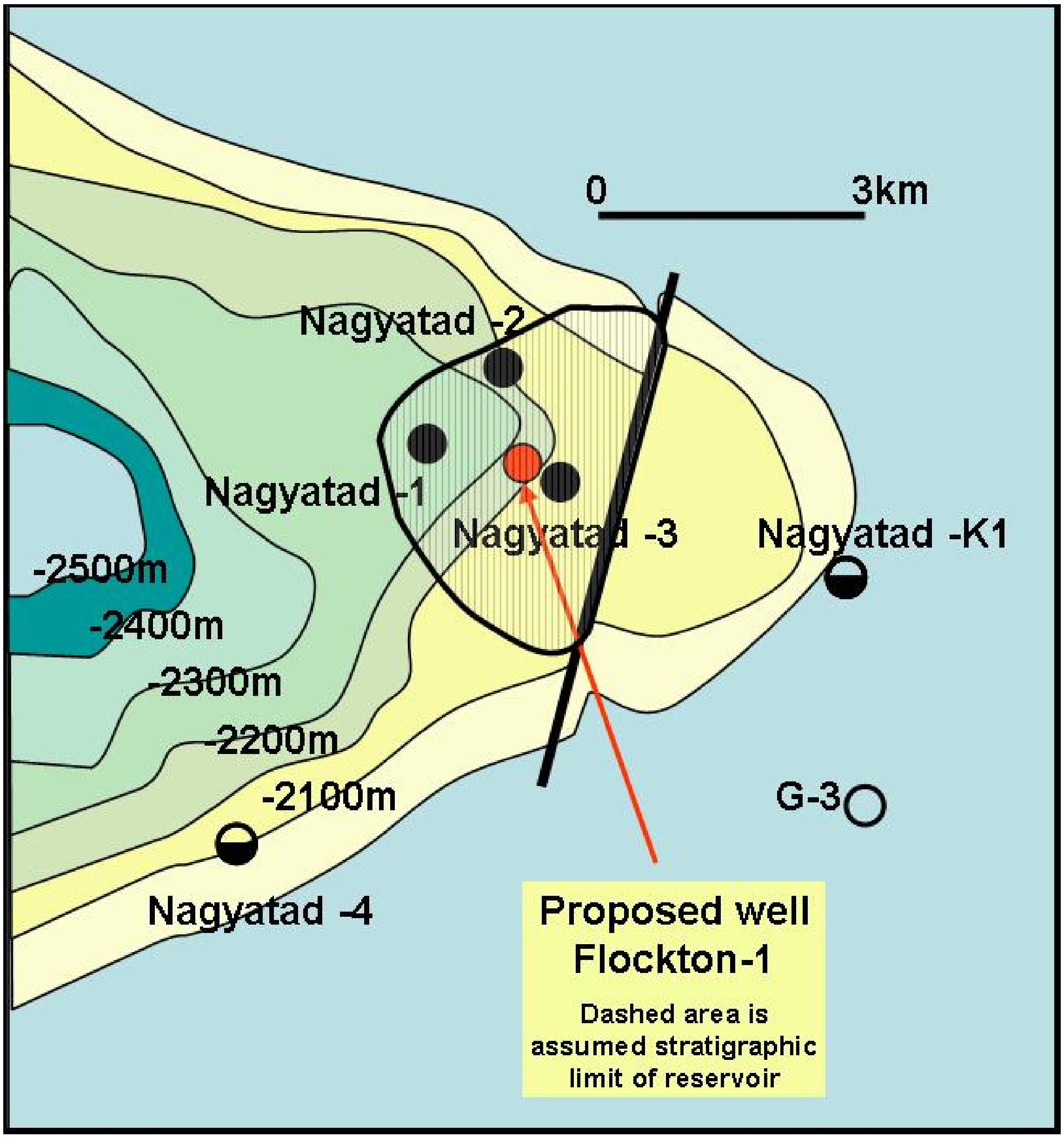

Figure 10 - Nagyatad Field Structure Map Near top Karpatian

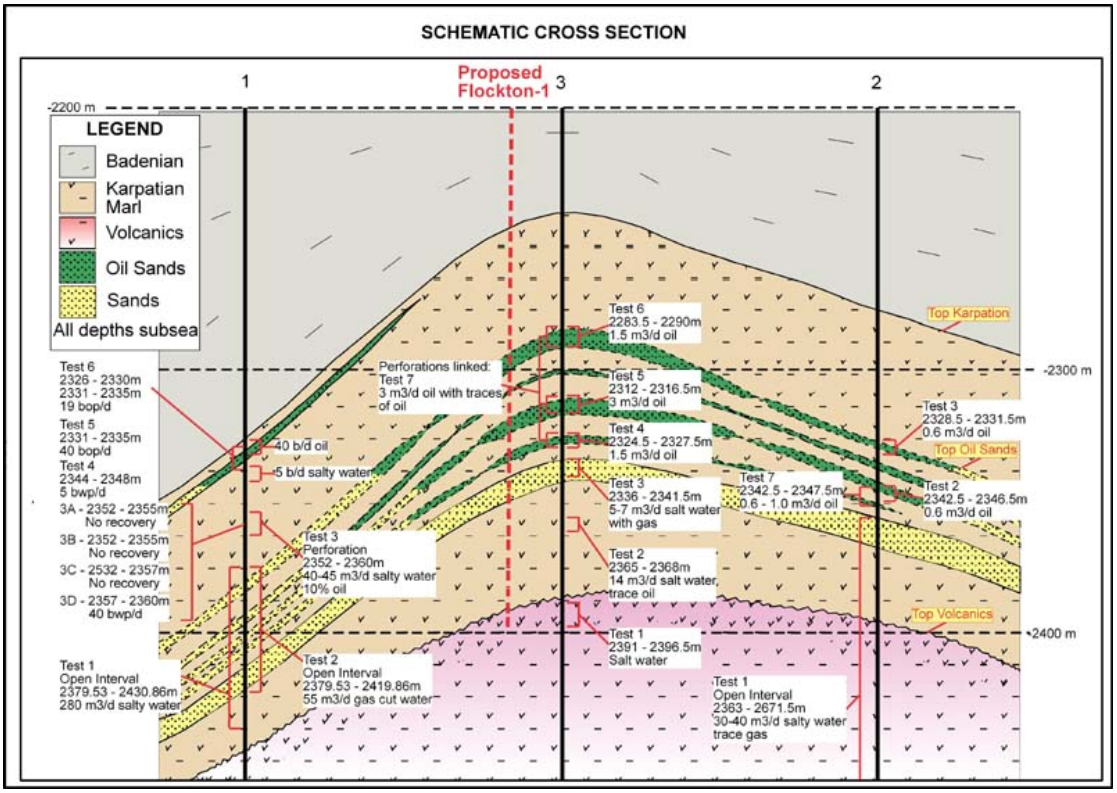

Figure 11 - Schematic Section Nagyatad Field

Low Estimate (MMstb)	Best Estimate (MMstb)	High Estimate (MMstb)
6.8	11.7	18.8

Table 9 - Flockton STOIIP (100% Basis, Unrisked)

Low Estimate (MMstb)	Best Estimate (MMstb)	High Estimate (MMstb)
1.02	1.76	2.82

Table 10 - Flockton Contingent Oil Resources (100% Basis, Unrisked)

6.4 Evergreen and Sycamore

Two larger leads were recognised by the previous operator (Bluestar) in the northeastern part of the concession. They are Evergreen and Sycamore. RPSE was not required to fully evaluate these leads, and only limited data was provided on these structures. The data comprised interpretive reports, risk evaluation, and a limited amount of seismic.

The Evergreen and Sycamore Leads are located in the Kapos block in the north-eastern portion of the Inke concession (Figure 6). The structures are delineated on old vintage 2D seismic data. Both structures are Triassic fault blocks forming intrabasinal highs and are of a similar nature to the Savoly Field to the west of the permit. The leads are not matured to drillable status due to the difficulty in seismic imaging below the Miocene volcanic sequences and the lack of more recent seismic (Figure 12).

Sycamore and Evergreen target potential carbonate reservoirs in Triassic horst blocks. Due to sub aerial exposure the Triassic carbonates are likely to have enhanced development of porosity and permeability. Both leads have high relief and depending on the initial reservoir quality and the extent of secondary porosity development, their maximum net pay thickness may reach 75 m at Evergreen and 77 m at Sycamore. The seal is provided by a drape of Miocene marine argillaceous marls or mixed volcanogenic material.

Both leads require further assessment, and at this stage, both carry significant risk associated with the poor confidence of mapping the Triassic. This risk is typical for the Triassic play in the Pannonian Basin generally.

The uncertainty in mapping creates large variations in the potential area of the mapped closures and results in a considerable range in the gross rock volumes and calculated prospective resources.

To further mature these leads modern higher resolution seismic needs to be acquired and interpreted. They are not yet ready to drill. The potential of the Sycamore and Evergreen leads may be significant as indicated by the prospective resources. Prospective resources have been modified from the operators estimates with a more conservative recovery factor. This was reduced from 35% to 15% which RPSE considers more likely for a vuggy fractured carbonate. The modified estimates of the operators prospective resource estimate are presented in Table 11 to Table 14. The risking of the prospect has been independently reviewed by RPSE in line with our related work in the concession.

Everygreen Lead	Low Estimate	Best Estimate	High Estimate
STOIIP (Operator's Estimate)	34.66	291.76	620.30
Prospective Oil Resources (Modified Operator's Estimate)	5.20	43.76	93.05

Table 11 - Evergreen Lead Volume Estimates – Oil Case (MMstb, 100% Basis, Un-risked)

Everygreen Lead	Low Estimate	Best Estimate	High Estimate
GIIP (Operator's Estimate)	38.62	324.0	732.0
Prospective Gas Resources(Modified Operator's Estimate)	15.45	129.6	292.8

Table 12 - Evergreen Lead Volume Estimates – Gas Case (Bscf, 100% Basis, Un-risked)

Sycamore Lead	Low Estimate	Best Estimate	High Estimate
STOIIP (Operator's Estimate)	5.50	56.60	290.87
Prospective Oil Resources (Modified Operator's Estimate)	1.10	11.32	58.17

Table 13 - Sycamore Lead Volume Estimates – Oil Case (MMstb, 100% Basis, Un-risked)

Sycamore Lead	Low Estimate	Best Estimate	High Estimate
GIIP (Operator's Estimate)	3.88	40.75	222.50
Prospective Gas Resources(Modified Operator's Estimate)	1.75	18.34	100.13

Table 14 - Sycamore Lead Volume Estimates – Gas Case (Bscf 100% Basis, Un-risked)

Risk factor	Per Cent	Comments
Trap	40	Insufficient seismic resolution to confidently map the structure
Reservoir	70	Triassic carbonates, uncertain thickness of the enhanced porosity
Seal	45	Possible lateral leakage
Source	80	Relatively unexplored sub-basin
Migration	70	Unproven trend
Chance of Success	**7**	

Table 15 - Evergreen Lead Chance of Success

Risk factor	Per Cent	Comments
Trap	40	Insufficient seismic resolution to confidently map the structure
Reservoir	70	Triassic carbonates, uncertain thickness of the enhanced porosity
Seal	45	Possible lateral leakage
Source	80	Relatively unexplored sub-basin
Migration	70	Unproven trend
Chance of Success	**7**	

Table 16 - Sycamore Lead Chance of Success

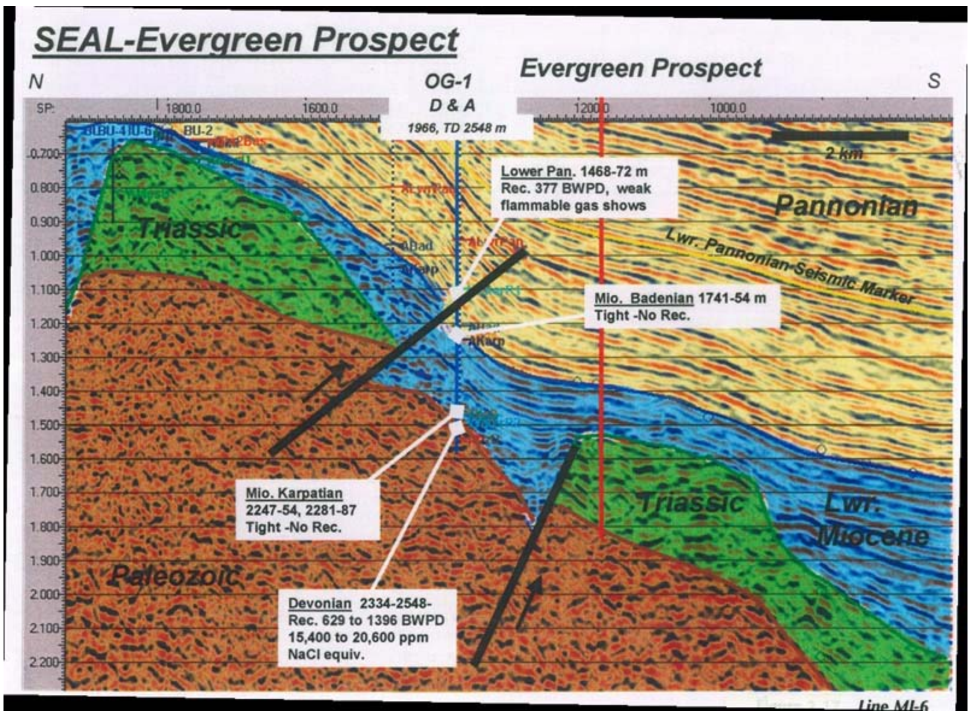

Figure 12 - Evergreen Lead Interpreted Seismic Line

7. WORK PROGRAMME

Ming proposes to immediately drill the Blue Topaz-9 structure, to meet the permit obligations prior to renewal of the concession. The estimate well drilling cost is Euro 2.5 million. Drilling will be followed in 2006 by continuing geological and geophysical studies.

In the first half of 2006, the operator intends to:

- Reprocess 2D seismic over the whole of the Inke block
- Reprocess 3D seismic over the Marcali area of the block
- Evaluate existing discoveries in the block, these are the
  - Somgysamson-3 discovery
  - Nagyatad oil discovery area
  - Pat and Vese gas discoveries
  - Nagyszakacsi-3 oil discovery well

The operator has stated that studies will be conducted over the Nagyatad field to initially assess the quality of the reservoir from core taken in the field and also to conduct laboratory analysis on cores and oils to seek an explanation for the apparently reduced rates of oil flow.

The results of the formation damage study will assist in the planning for a new well on the Nagyatad field.

In the second half of 2006 the operator intends to drill the Flockton-1 well adjacent to the Nagyatad-3 oil discovery, and to conduct a regional review of seismic and well data over the Inke block, leading to a multi-well drilling program post 2006.

The well Flockton-1 will be drilled to optimally intersect the Karpatian oil sands which were previously tested in the Nagyatad wells. Planned activities are summarised in Table 17.

Exploration Activity	Timing	Estimated Budget	
Drill Blue Topaz-9 to 2000m	1st half of 2006	€ 2,500,000	£1,720,000[1]
Geological and geophysical studies. Pre-drilling formation damage studies	1st half of 2006	€ 250,000	£172,000
Drill Flockton-1	2nd Half 2006	€ 2,500,000	£1,720,000
	Total	**€ 5,250,000**	**£3,612,000**

Table 17 - Inke Concession Work Programme Budget (Operator's Estimate)

In the view of RPSE the proposed work programme is appropriate for the concession and well ordered. We have not reviewed the estimated costs.

[1] Exchange rate, £1 = €1.45

8. REFERENCES

L. Lenkey, P. D¨ov´enyi, F. Horv´ath, and S. A. P.L. Cloetingh, 2002, Geothermics of the Pannonian basin and its bearing on the neotectonics. In EGU Stephan Mueller Special Publication Series, 3, 29–40, European Geosciences Union 2002.

I. Magyar, A. Fogarisi, V. Soreg, L. Buko, V. Lemberkovics, K. Kiss, G. Vakarcs, M. Vincze, and P. Zahucski, 2004. Lacustrine Sandstone Reservoirs of the Lake Pannon and Alluvial Sequences, Central Paratethys - Case Studies at Algyő and Hosszúpályi South: In AAPG HEDBERG RESEARCH CONFERENCE Sandstone Deposition in Lacustrine Environments: Implications for Exploration and Reservoir Development May 18-21, 2004 — Baku, Azerbaijan

9. APPENDIX A: GLOSSARY OF TERMS AND ABBREVEATIONS

API	American Petroleum Institute
B	billion
bbl(s)	barrels
bbls/d	barrels per day
bopd	barrels of oil per day
Bscf	billions of standard cubic feet
CO_2	Carbon dioxide
ft	feet
GIIP	Gas Initially in Place
km	kilometres
km^2	square kilometres
M	thousand
MM	million
MMbbl(s)	millions of barrels
m^3	cubic metres
m^3/d	cubic metres per day
MMscf/d	millions of standard cubic feet per day
mSS	depth in meter below sea level
OIIP	Oil Initially in Place
scf	standard cubic feet measured at 14.7 pounds per square inch and 60° F
scf/d	standard cubic feet per day
STOIIP	stock tank oil initially in place
Tscf	trillion standard cubic feet

Part 4 – Accounting Information

1. Ming Resources plc

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3 March 2006

The Directors
Ming Resources PLC
Adderbury Hill Barn
Milton Road
Adderbury
Oxon OX17 3HN

Dear Sirs

MING RESOURCES PLC ("MING" OR THE "COMPANY")

Introduction

We report on the financial information set out in Part 4 Section B of the admission document. This financial information has been prepared for inclusion in Part 4 Section B of the admission document dated 3 March 2006 of the Company (the "Admission Document") on the basis of the accounting policies set out in the financial information. This report is required by Section Two of the AIM Rules and is given for the purpose of complying with the AIM Rules and for no other purpose.

Responsibilities

As described in Part 4 Section B of the Admission Document, the directors of Ming Resources Plc are responsible for the preparation of the financial information on the basis set out in Note 1 to the financial information and in accordance with applicable International Financial Reporting Standards.

It is our responsibility to form an opinion on the financial information as to whether the financial information gives a true and fair view, for the purposes of the Admission Document, and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with the Statements for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgements made by those responsible for the preparation of the financial statements underlying the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion

In our opinion, the financial information gives, for the purposes of the Admission Document, a true and fair view of the state of affairs of the Company as at 30 June 2005 and of its profit for the periods from 17 February 2005 to 30 June 2005 in accordance with the basis of preparation set out in Note 1 to the financial information and has been prepared in accordance with applicable International Financial Reporting Standards as described in Part 4 Section B.

Declaration

For the purposes of Schedule Two of the AIM Rules we are responsible for this report as part of the Admission Document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Admission Document in compliance with Schedule Two of the AIM Rules.

Yours faithfully
BDO Consultants (WA) Pty Ltd

Sherif Andrawes
Director

Responsibility

The directors of Ming Resources Plc are responsible for the preparation of the financial information on the basis of preparation set out in Note 1 to the financial information and in accordance with applicable International Financial Reporting Standards.

Basis of preparation

Ming Resources Plc was incorporated on 17 February 2005. The financial information for Ming Resources Plc is for the period from 17 February 2005 to 30 June 2005. EK & Co 2003 Ltd are the auditors to Ming Resources Plc and expressed an unqualified review opinion on the financial statements for the period.

All figures are in Euro unless otherwise stated.

The significant accounting policies applied in the financial information are applied consistently in the financial information.

The financial information of Ming Resources Plc has not been subject to audit.

Ming Resources Plc
Income Statement

	Period from 17 Feb 2005 to 30 June 2005
	€
Revenue from ordinary activities	
Interest	20,385
Exchange gain	12,813
	33,198
Total Revenue	
Expenses	
Administration costs	27,240
Profit on ordinary activities before taxation	5,958
Taxation	-
Profit on ordinary activities after taxation	5,958
Earnings Per Share	0.018 € cents
Diluted Earnings Per Share	0.016 € cents

Balance Sheet

	Note	30 June 2005 €
Non Current Assets		
Intangible assets	6	6,833
Total Non Current Assets		6,833
Current Assets		
Receivables	7	4,378
Cash at bank and in hand		1,499,540
Total Current Assets		1,503,918
Total Assets		1,510,751
Current Liabilities		
Creditors: amounts falling due within one year	8	21,236
Total Liabilities		21,236
Net Assets		1,489,515
Equity		
Contributed equity	9	1,392,861
Reserves	10	90,696
Retained (losses)	11	5,958
Total Equity		1,489,515

Cash Flow Statement	**Period ended 30 June 2005**
	€
Operating activities	
Receipts from customers	-
Interest income	16,007
Payments to suppliers & employees	(12,837)
Foreign exchange gains	103,509
Total Cashflow from Operating activities	106,679
Financing Activities	
Issue of Shares	1,392,861
Total Cashflow from Financing activities	1,392,861
Net Cash Flow	1,499,540
Opening Cash	-
Closing Cash	1,499,540
Reconciliation of operating profit to operating cash flow	
Profit/(loss)	5,958
Add non cash – Foreign exchange	90,696
Add (increase)/decrease in receivables	(4,378)
Add (increase)/decrease in intangibles	(6,833)
Add increase/(decrease) in creditors	21,236
Cash flow per operating activity	106,679

1. *Summary of Significant Accounting Policies*

(a) Basis of preparation

The financial information has been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). The consolidated financial information has been prepared on the accruals basis and is based on historical costs and does not take into account changing money values. Cost is based on the fair values of the consideration given in exchange for assets. The following is a summary of the accounting policies adopted by the Company in the preparation of the consolidated financial information. This report has been prepared under IFRS, previous accounts of Ming Resources Plc were prepared under UK GAAP, representing a change in accounting policy, the accounting policies have been consistently applied unless otherwise stated. There has been no financial impact as a result of preparing the financial statements under IFRS rather than UK GAAP.

Ming Resources Plc is a company limited by shares that is incorporated and domiciled in the United Kingdom. The functional currency used in the accounts is Euro, previously published financial information of Ming Resources Plc was in United States dollars.

(b) Payables

Liabilities are recognised for amounts to be paid in the future for goods and services received, whether or
not billed to the Company.

(c) Cash

For the purposes of the Cash Flow Statement, cash and cash equivalents includes cash on hand and at bank, deposits held at call with financial institutions, other short term, highly liquid investments with maturities of three months or less, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdrafts.

(d) Foreign Currency

Foreign currency transactions are converted to Euro at the rates of exchange ruling at the dates of the transactions. Amounts receivable and payable in foreign currencies at balance date are translated at the rates of exchange ruling on that date. Exchange differences relating to amounts payable or receivable in foreign currencies are brought to account as exchange gains or losses in the operating result in the financial year in which the exchange rates change.

The Company currently believes the functional currency is the Euro. The Company will continually assess whether the functional currency of the Company is the Euro or US Dollar.

(e) Contributed equity

Issued and paid up capital is recognised at the fair value of the consideration received by the Company. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

(f) Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the entity and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Interest
Control of the right to receive the interest payment.

2. *Segmental analysis*

Ming Resources Plc has no operating activities and all its net assets are located in the United Kingdom.

3. *Employees*

The average number of employees during the period, including executive directors, was 3.

A total of $9,231 (see note 4) has been provided in the period ended 30 June 3005 in relation to the services of the directors of Ming Resources Plc.

4. *Directors*

During the Period from 17 February 2005 to 30 June 2005 the directors of Ming Resources Plc received the following remuneration for services provided to the company.

	Primary Base Salary and Fees	**Equity Bonus and Non Monetary Benefits**	**Compensation Value of Options**	**Post-employment Superannuation Contributions**	**TOTAL**
	€	**€**	**€**	**€**	**€**
Craig Burton	3,077	-	-	-	3,077
Claire Poll	3,077	-	-	-	3,077
Mark Freeman	3,077	-	-	-	3,077
Total	**9,231**	**-**	**-**	**-**	**9,321**

5. Earnings Per Share

Earnings per ordinary share is based on a profit of €5,958 to 30 June 2005 and the weighted average number of ordinary shares outstanding of 32,827,068 at 30 June 2005. The diluted earnings per share is based on a weighted average number of shares outstanding of 36,135,339 and the earnings per share.

6. Intangible Assets

	Project evaluation costs
	€
Cost	
Opening balance at incorporation	-
Additions	6,833
Cost and Book Value At 30 June 2005	6,833

7. *Receivables*

	30 June 2005
	€
Other debtors	4,377

8. *Creditors: Amounts Falling Due Within One Year*

	30 June 2005
	€
Accounts payable	21,236

9. *Contributed Equity*

	Authorised	Allotted, called up and fully paid	
	Number	Number	€
At Incorporation	10,000,000,000	2	-
Total issued during the year	-	49,999,998	73,011
At reporting date	10,000,000,000	50,000,000	73,011

The Company was incorporated with an authorised share capital of £10,000,000 divided into 10,000,000,000 ordinary shares of £0.001 each of which two were issued.

On 14 March 2005 2,999,998 Ordinary Shares of £0.001 each were issued at 2p each. Under a capital raising on admission to AIM, the company issued 47,000,000 ordinary shares of £0.001 each were issued at 2p each.

	Number	€
Share premium reserve		
At Incorporation	2	-
Total issued during the year	49,999,998	1,319,850
At reporting date	50,000,000	1,319,850

	31 June 2005 €
Total Equity at reporting date	1,392,861

At the date of this report, there were 10,000,000 2p options on issue and 1,000,000 2.5p options on issue. Both classes of option can be exercised on or before 30 June 2008.

10. *Reserves*

	30 June 2005 €
Foreign Currency Reserve	
At Incorporation	-
Movement	90,696
At the end of the period	90,696

11. *Movements in Retained Earnings*

	30 June 2005 €
At incorporation	-
Profit/(loss) for the period	5,958

At the end of the period	5,958

12. *Financial instruments*

30 June 2005	**Floating Interest Rate**	**Fixed Interest maturing in 1 year or less**	**Non-interest bearing**	**Total**
	€	€	€	€
Financial assets				
Cash	1,499,540	-	-	1,499,540
Receivables	-	-	4,377	4,377
	1,499,540	-	4,377	1,503,917
Weighted average Interest rate	4.85%			
Financial Liabilities				
Payables	-	-	21,236	21,236
Net financial assets	1,499,540	-	(16,859)	1,482,681

There is no material difference between the base and fair value of financial assets and liabilities.

13. *Subsequent events*

The following subsequent events have occurred since 30 June 2005

- Ming Resources aquired Inke Petroleum Pty Ltd after 30 June 2005. Inke Petroleum holds the issued capital of Gemstone Properties Ltd. Gemstone in turn holds the issued capital of Bluestar'95 Kft. The agreement to acquire Inke was executed on 23 December 2005
- Under the Inke acquisition agreement a total of 52,000,000 ordinary shares and 32,000,000 converting shares are to be issued.

There have been no other material post balance sheet events that we are aware of other than the transactions above.

2. Inke Petroleum Pty Ltd

BDO Consultants (WA) Pty Ltd

Level 8, 256 St George's Terrace Perth WA 6000
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Tel: (61-8) 9360 4200
Fax: (61-8) 9481 2524
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3 March 2006

The Directors
Ming Resources PLC
Adderbury Hill Barn
Milton Road
Adderbury
Oxon OX17 3HN

Dear Sirs

INKE PETROLEUM PTY LTD ("INKE" OR THE "COMPANY")

Introduction

We report on the financial information set out in Part 4 Section B of the admission document. This financial information has been prepared for inclusion in Part 4 Section B of the admission document dated 3 March 2006 of the Company (the "Admission Document") on the basis of the accounting policies set out in the financial information. This report is required by Section Two of the AIM Rules and is given for the purpose of complying with the AIM Rules and for no other purpose.

Responsibilities

As described in Part 4 Section B of the Admission Document, the directors of Ming Resources Plc are responsible for the preparation of the financial information on the basis set out in Note 1 to the financial information and in accordance with applicable International Financial Reporting Standards.

It is our responsibility to form an opinion on the financial information as to whether the financial information gives a true and fair view, for the purposes of the Admission Document, and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with the Statements for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgements made by those responsible for the preparation of the financial statements underlying the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion

In our opinion, the financial information gives, for the purposes of the Admission Document, a true and fair view of the state of affairs of the Company as at 31 December 2005 and of its losses for the period from 5 October 2005 to 31 December 2005 in accordance with the basis of preparation set out in Note 1 to the financial information and has been prepared in accordance with applicable International Financial Reporting Standards as described in Part 4 Section B.

Declaration

For the purposes of Schedule Two of the AIM Rules we are responsible for this report as part of the Admission Document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Admission Document in compliance with Schedule Two of the AIM Rules.

Yours faithfully
BDO Consultants (WA) Pty Ltd

Sherif Andrawes
Director

Responsibility

The directors of Ming Resources Plc are responsible for the preparation of the financial information on the basis of preparation set out in Note 1 to the financial information and in accordance with applicable International Financial Reporting Standards.

Basis of preparation

Inke Petroleum Pty Ltd was incorporated on 5 October 2005. The financial information for Inke Petroleum Pty Ltd is for the period from 5 October 2005 to 31 December 2005.

All figures are in Euro unless otherwise stated.

The significant accounting policies applied in the financial information are applied consistently in the financial information.

The financial information of Inke Petroleum Pty Ltd has not been subject to audit.

Inke Petroleum Pty Ltd
Income Statement

	Period from 5 Oct 2005 to 31 December 2005
	€
Revenue from ordinary activities	-
Interest income	2
Total Revenue	2
Employee benefits expense	995
Consulting fees	78,262
Occupancy expenses	11,771
Administration costs	87,341
Loss on ordinary activities before taxation	(178,367)
Taxation	-
Profit on ordinary activities after taxation	(178,367)

Balance Sheet	**Note**	**31 December 2005**
		€
Non Current Assets		
Intangible assets	5	686,774
Tangible assets	6	1,332
Receivables	7	16,191
Total Non Current Assets		704,297
Current Assets		
Cash at bank and in hand		318,660
Total Current Assets		318,660
Total Assets		1,022,957
Current Liabilities		
Creditors: amounts falling due within one year	8	1,184,238
Total Liabilities		1,184,238
Net Assets		(161,281)
Equity		
Contributed equity	9	17,086
Retained (losses)	10	(178,367)
Total Equity		(161,281)

Cash Flow Statement	Period ended 31 December 2005
	€
Operating activities	
Receipts from customers	-
Interest income	2
Payments to suppliers & employees	(855,494)
Total Cashflow from Operating activities	(855,492)
Investing activities	
Payments for property plant and equipment	(1,332)
Total Cashflow from Investing activities	(1,332)
Financing Activities	
Issue of Shares	17,086
Loans received	1,158,398
Total Cashflow from Financing activities	1,175,484
Net Cash Flow	318,660
Opening Cash	-
Closing Cash	318,660
Reconciliation of operating profit to operating cash flow	
Profit/(loss)	(178,367)
Add non cash – Foreign exchange	
Add (increase)/decrease in receivables	(16,191)
Add (increase)/decrease in intangibles	(686,774)
Add increase/(decrease) in creditors	25,840
Cash flow per operating activity	(855,492)

1. *Summary of Significant Accounting Policies*

(a) Basis of preparation

The financial information has been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). The consolidated financial information has been prepared on the accruals basis and is based on historical costs and does not take into account changing money values. Cost is based on the fair values of the consideration given in exchange for assets. The following is a summary of the accounting policies adopted by the Company in the preparation of the consolidated financial information. This report has been prepared under IFRS, the accounting policies have been consistently applied unless otherwise stated.

Inke Petroleum Pty Ltd is incorporated in Australia.

(b) Recoverable Amount

The carrying amounts of all non-current assets valued on a cost basis, except exploration expenditure carried forward, are reviewed to determine whether they are in excess of their recoverable amount at balance date. If the carrying amount of a non-current asset exceeds the recoverable amount, the asset is written down to the lower value.

(c) Exploration, Evaluation and Development Expenditure

Exploration, evaluation and development expenditure may be expensed or fully or partially capitalised. These costs are carried forward only if they relate to an area of interest for which rights of tenure are current and in respect of which:

(i) such costs are expected to be recouped through successful development and exploitation or from sale of the area; or

(ii) exploration and evaluation activities in the area have not, at balance date, reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active operations in, or relating to, the area are continuing.

Accumulated costs in respect of areas of interest which are abandoned are written off in full against profit in the year in which the decision to abandon the area is made.

IFRS specifically excludes expenditure incurred before the exploration for and evaluation of mineral resources, such as expenditures incurred before the entity has obtained the legal rights to explore a specific area.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

(d) Payables

Liabilities are recognised for amounts to be paid in the future for goods and services received, whether or not billed to the Company.

(e) Cash

For the purposes of the Cash Flow Statement, cash and cash equivalents includes cash on hand and at bank, deposits held at call with financial institutions, other short term, highly liquid investments with maturities of three months or less, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdrafts.

(f) Foreign Currency

Foreign currency transactions are converted to Euro at the rates of exchange ruling at the dates of the transactions. Amounts receivable and payable in foreign currencies at balance date are translated at the rates of exchange ruling on that date. Exchange differences relating to amounts payable or receivable in foreign currencies are brought to account as exchange gains or losses in the operating result in the financial year in which the exchange rates change.

The Company currently believes the functional currency is the Euro. The Company will continually assess whether the functional currency of the Company is the Euro, the Australian Dollar or the US Dollar.

(g) Receivables

Trade receivables are recognised and carried at original invoice amount less a provision for any uncollectible debts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off as incurred. Receivables from related parties are recognised and carried at the nominal amount due. Interest is taken up as income on an accrual basis.

(h) Contributed equity

Issued and paid up capital is recognised at the fair value of the consideration received by the Company. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

(i) Property, Plant & Equipment

Property, Plant & Equipment is measured at cost. Depreciation is provided on a straight line basis on all property, plant and equipment over the life of the assets. Under IFRS, the residual amount is reviewed at each balance date and revised to the net current amount expected from disposal of the asset if it were already at the age and condition expected at the end of its useful life. Depreciation is calculated at the following rates:

Plant and equipment	25% per annum

(j) Impairment

Under IFRS the carrying amount of the consolidated entity's non current assets, are reviewed at each reporting date to determine whether there are indications of impairment. If any such indication exists, the asset is tested for impairment by comparing its recoverable amount to its carrying amount. The recoverable amount of non current assets is assessed as the greater of fair value (less costs to sell) and value in use which is defined as the present value of future cash flows discounted at the Company's weighted average cost of capital.

2. Segmental analysis

Inke Petroleum Pty Ltd operates solely in Australia.

3. Employees

The Company has no employees.

4. Taxation on Loss From Ordinary Activities

There is no tax charge arising on the Company during the period. The company has tax losses carried forward. However, these losses are only recoverable against future profits, the timing of which is uncertain and as a result no deferred tax asset is being recognised in relation to these losses.

5. Intangible Assets

	31 December 2005
	€
Unevaluated Oil & Gas Properties at cost	
Opening balance at incorporation	-
Additions	686,774
Cost and Book Value At 31 December 2005	686,774

6. Tangible Assets

	31 December 2005
	€
Plant & Equipment at cost	
Opening balance at incorporation	-
Additions	1,332
Cost and Book Value At 31 December 2005	1,332

7. Receivables

	31 December 2005
Non Current	**€**
Deposits	16,191

8. Creditors: Amount falling due within one year

	31 December 2005
	€
Accruals	25,840
Non-interest bearing payables	1,158,398
	1,184,238

Of the non-interest bearing payables €956,176 relates to amounts due to Ming Resources Plc.

9. Contributed Equity

Fully paid ordinary shares	**Number**	**€**
At incorporation	1	1
Total issued during the period	51,999,999	15,532
At reporting date	52,000,000	15,533

Convertible shares	**Number**	**€**
At Incorporation		-
Total issued during the year	32,000,000	1,553
At reporting date	32,000,000	1,553

The converible shares are convertible to one ordinary share each upon the sale of greater than a 50% interest in the Inke Concession for greater than US$4,000,000 or the completion of a well and commercial production of hydrocarbons from the Inke concession.

	31 Dec 2005 €
Total Contributed Equity	
At reporting date	17,086

10. Movements in Retained Earnings

	31 Dec 2005 €
At incorporation	-
Profit/(loss) for the period	(178,367)
At the end of the period	(178,367)

11. Financial instruments

	Floating Interest Rate	Fixed Interest maturing in 1 year or less	Non-interest bearing	2005 Total
	€	€	€	€
Financial assets				
Cash	318,660	-	-	318,660
Receivables	-	-	24,193	24,193
	318,660	-	24,193	342,853
Weighted average Interest rate	4.85%	-	-	-
Financial Liabilities				
Payables	-	-	1,192,239	1,192,239
Net financial assets	318,660	-	1,192,239	(849,386)

There is no material difference between the base and fair value of financial assets and liabilities.

12. Related party transactions

At 31 December 2005 a total of €795,101 was owed by Inke to Hercules Energy Pty Ltd, a director related entity. The loan is interest free and is repayable following the proposed placement by Ming Resources Plc of between 100,000,000 and 160,000,000 shares at 5p each.

13. Subsequent events

On 10 January 2006, Inke issued 20 million shares raising €862,960, being $0.07 AUD per share.

3. Gemstone Properties Ltd

BDO Consultants (WA) Pty Ltd

Level 8, 256 St George's Terrace Perth WA 6000
PO Box 7426 Cloisters Square Perth WA 6850
Tel: (61-8) 9360 4200
Fax: (61-8) 9481 2524
AFS Licence Number 246328
Email: bdo@bdowa.com.au
www.bdo.com.au

3 March 2006

The Directors
Ming Resources PLC
Adderbury Hill Barn
Milton Road
Adderbury
Oxon OX17 3HN

Dear Sirs

GEMSTONE PROPERTIES LTD ("GEMSTONE" OR THE "COMPANY")

Introduction

We report on the financial information set out in Part 4 of the Admission Document. This financial information has been prepared for inclusion in Part 4 of the Admission Document dated 3 March 2006 of Ming Resources Plc (the "Admission Document") on the basis of the accounting policies set out in the financial information. This report is required by Section Two of the AIM Rules and is given for the purpose of complying with the AIM Rules and for no other purpose.

Responsibilities

As described in Part 4 of the Admission Document, the directors of Ming Resources Plc are responsible for the preparation of the financial information on the basis set out in Note 1 to the financial information and in accordance with applicable International Financial Reporting Standards.

It is our responsibility to form an opinion on the financial information as to whether the financial information gives a true and fair view, for the purposes of the Admission Document, and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with the Statements for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgements made by those responsible for the preparation of the financial statements underlying the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion

In our opinion, the financial information gives, for the purposes of the Admission Document, a true and fair view of the state of affairs of Gemstone Properties Limited as at the dates stated and of its losses for the periods then ended in accordance with the basis of preparation set out in Note 1 to the financial information and has been prepared in accordance with applicable International Financial Reporting Standards as described in Part 4.

Declaration

For the purposes of Schedule Two of the AIM Rules we are responsible for this report as part of the Admission Document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Admission Document in compliance with Schedule Two of the AIM Rules.

Yours faithfully
BDO Consultants (WA) Pty Ltd

Sherif Andrawes
Director

Responsibility

The directors of Ming Resources Plc are responsible for the preparation of the financial information on the basis of preparation set out in Note 1 to the financial information and in accordance with applicable International Financial Reporting Standards.

Basis of preparation

The financial information for Gemstone Properties Limited is based on the reviewed financial statements for the period from 1 January 2002 to 31 December 2004 and the half year ended 30 June 2005 (the "Relevant Periods").

All figures are in Euro unless otherwise stated.

The significant accounting policies applied in the financial information are applied consistently in the financial information.

The financial information of Gemstone Properties Limited has not been subject to audit.

Gemstone Properties Limited Income Statement

	Year ended 31 December 2002	Year ended 31 December 2003	Year ended 31 December 2004	Period ended 30 June 2005
	€	€	€	€
Revenue from ordinary activities				
Licence revenue	-	18,429	77,806	46,146
Extraordinary revenue	9,703	-	-	-
Total revenue	9,703	18,429	77,806	46,146
Expenses				
Extraordinary cost	9,631	-	-	-
Bank fees	136	131	414	247
Profit/(Loss) on ordinary activities before taxation	(64)	18,298	77,392	45,899
Taxation	-	-	-	-
Profit/(Loss) on ordinary activities after taxation	(64)	18,298	77,392	45,899

Balance Sheets

	Note	31 December 2002	31 December 2003	31 December 2004	30 June 2005
		€	€	€	€
Non Current Assets					
Receivables	6	-	25,909	85,573	67,518
Total Non Current Assets		-	25,909	85,573	67,518
Current Assets					
Cash at bank and in hand		-	50	9,480	3,042
Total Current Assets		-	50	9,480	3,042
Total Assets		-	25,959	95,053	70,560
Current Liabilities					
Creditors: amounts falling due within one year	7	64	7,661	7,661	14,661
Total Liabilities		64	7,661	7,661	14,661
Net Assets		(64)	18,298	87,392	55,899
Equity					
Contributed equity	8	10,000	10,000	10,000	10,000
Retained (losses)	9	(10,064)	8,298	77,392	45,899
Total Equity		(64)	18,298	87,392	55,899

Cash Flow Statement

	Year ended 31 December 2003	Year ended 31 December 2004	Period ended 30 June 2005
	€	€	€
Operating activities			
Receipts from customers	18,429	18,142	64,201
Payments to suppliers & employees	(131)	(414)	(247)
Total Cashflows from Operating activities	18,298	17,728	63,954
Financing Activities			
Dividends paid	64	(8,298)	(77,392)
Loans received/(advanced)	(18,312)	-	7,000
Total Cashflows from Financing activities	(18,248)	(8,298)	(70,392)
Net Cash Flow	50	9,430	(6,438)
Opening Cash	-	50	9,480
Closing Cash	50	9,480	3,042
Reconciliation of operating profit to operating cash flow			
Profit/(loss)	18,298	77,392	45,899
Add (increase)/decrease in receivables		(59,664)	18,055
Cash flow per operating activity	18,298	17,728	63,954

1. Summary of Significant Accounting Policies

(a) Basis of preparation

The financial information has been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). The consolidated financial information has been prepared on the accruals basis and is based on historical costs and does not take into account changing money values. Cost is based on the fair values of the consideration given in exchange for assets. The following is a summary of the accounting policies adopted by the Company in the preparation of the consolidated financial information.

Gemstone Properties Limited is incorporated in the British Virgin Islands. The functional currency used in the financial information is Euro,

(b) Recoverable Amount

The carrying amounts of all non-current assets valued on a cost basis, except exploration expenditure carried forward, are reviewed to determine whether they are in excess of their recoverable amount at balance date. If the carrying amount of a non-current asset exceeds the recoverable amount, the asset is written down to the lower value.

(c) Income Tax

Under the balance sheet approach, income tax on the profit and loss for the year comprises current and deferred taxes. Income tax is recognised in the income statement except to the extent that it relates to items recognized directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at reporting date, and any adjustments to tax payable in respect of previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying value of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences will not be provided for:

- goodwill for which amortisation is not tax deductible,
- the initial recognition of assets and liabilities that affect neither accounting or taxable profit, and
- differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future.

The amount of deferred tax provided will be based on the expected manner of realisation of the asset or settlement of the liability, using tax rates enacted or substantively enacted at reporting date.

A deferred tax asset will only be recognised to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets will be reduced to the extent it is no longer probable that the related tax benefit will be realised.

(d) Payables

Liabilities are recognised for amounts to be paid in the future for goods and services received, whether or not billed to the Company.

(e) Cash

For the purposes of the Cash Flow Statement, cash and cash equivalents includes cash on hand and at bank, deposits held at call with financial institutions, other short term, highly liquid investments with maturities of three months or less, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdrafts.

(f) Foreign Currency

Foreign currency transactions are converted to Euro at the rates of exchange ruling at the dates of the transactions. Amounts receivable and payable in foreign currencies at balance date are translated at the rates of exchange ruling on that date. Exchange differences relating to amounts payable or receivable in foreign currencies are brought to account as exchange gains or losses in the operating result in the financial year in which the exchange rates change.

The Company currently believes the functional currency is the Euro.

(g) Receivables

Trade receivables are recognised and carried at original invoice amount less a provision for any uncollectible debts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off as incurred. Receivables from related parties are recognised and carried at the nominal amount due. Interest is taken up as income on an accrual basis.

(h) Contributed equity

Issued and paid up capital is recognised at the fair value of the consideration received by the Company. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

(i) Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the entity and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Interest
Control of the right to receive the interest payment.

(j) Impairment

Under IFRS the carrying amount of the consolidated entity's non current assets, are reviewed at each reporting date to determine whether there are indications of impairment. If any such indication exists, the asset is tested for impairment by comparing its recoverable amount to its carrying amount. The recoverable amount of non current assets is assessed as the greater of fair value (less costs to sell) and value in use which is defined as the present value of future cash flows discounted at the Company's weighted average cost of capital.

2. Segmental analysis

Gemstone Properties Ltd operates solely in Oil and Gas Exploration in Hungary.

3. Employees

The Company has no employees

4. Directors

The directors of Gemstone Properties Limited received no remuneration for services provided . to the Company.

5. *Taxation on Loss From Ordinary Activities*

There is no tax charge arising on Gemstone Properties Ltd during the Relevant Period. The company has tax losses carried forward. However, these losses are only recoverable against future profits, the timing of which is uncertain and as a result no deferred tax asset is being recognised in relation to these losses.

6. *Receivables*

	31 Dec 2002	31 Dec 2003	31 Dec 2004	30 June 2005
Non Current				
Due from related parties	-	25,909	85,573	67,518

7. *Creditors: Amounts Falling Due Within One Year*

	31 Dec 2002	31 Dec 2003	31 Dec 2004	30 June 2005
Accounts payable	64	7,661	7,661	14,661

8. *Contributed Equity*

	31 Dec 2002	31 Dec 2003	31 Dec 2004	30 June 2005
Fully paid ordinary shares (Number)				
At the beginning of the reporting period	10,000	10,000	10,000	10,000
Total issued during the year	-	-	-	-
At reporting date	10,000	10,000	10,000	10,000

Fully paid ordinary shares (€)	31 Dec 2002	31 Dec 2003	31 Dec 2004	30 June 2005
At the beginning of the reporting period	10,000	10,000	10,000	10,000
Total issued during the year	-	-	-	-
At reporting date	10,000	10,000	10,000	10,000

9. *Movements in Retained Earnings*

	31 Dec 2002	31 Dec 2003	31 Dec 2004	30 June 2005
At the beginning of the period	(10,000)	(10,064)	8,298	77,392
Profit/(loss) for the period	(64)	18,298	77,392	45,899
Dividends	-	64	(8,298)	(77,392)
At the end of the period	(10,064)	8,298	77,392	45,899

10. *Financial instruments*

31 December 2002	Floating Interest Rate	Fixed Interest maturing in 1 year or less	Non-interest bearing	2002 Total
Financial Liabilities				
Payables	-	-	64	64
Net financial assets	-	-	(64)	(64)

31 December 2003	Floating Interest Rate	Fixed Interest maturing in 1 year or less	Non-interest bearing	2003 Total
	€	€	€	€
Financial assets				
Cash	-	-	50	50
	-	-	-	50
Weighted average Interest rate	-	-	-	
Financial Liabilities				
Payables	-	-	7,661	7,661

Net financial assets	-	-	(7,611)	(7,611)

31 December 2004	Floating Interest Rate	Fixed Interest maturing in 1 year or less	Non-interest bearing	2004 Total
	€	€	€	€
Financial assets				
Cash	9,480	-	-	9,480
	9,480			9,480
Weighted average Interest rate	0.2%	-	-	-
Financial Liabilities				
Payables	-	-	7,661	7,661
Net financial assets	-	-	(7,661)	1,819

30 June 2005	Floating Interest Rate	Fixed Interest maturing in 1 year or less	Non-interest bearing	2005 Total
	€	€	€	€
Financial assets				
Cash	3,042	-	-	3,042
	3,042	-	-	3,042
Weighted average Interest rate	0.2%	-	-	-
Financial Liabilities				
Payables	-	-	14,661	14,661
Net financial assets	3,042	-	(14,661)	(11,619)

There is no material difference between the base and fair value of financial assets and liabilities.

11. *Related party transactions*

As at 30 June 2005 a total of €9,113 was receivable from Bluestar 95 Kft. A total of €43,366 is owed to shareholder related entities.

12. *Subsequent events*

Following 30 June 2005, Gemstone was acquired by Inke Petroleum Pty Ltd. As part of the agreement dated 3 November 2005 between Gemstone and Inke Petroleum Pty Ltd, Gemstone was to be left free of liabilities and contingent liabilities.

There have been no other material post balance sheet events that we are aware of other than the transactions above.

13. *Contingent liability*

Under a royalty agreement between Gemstone and New Frontier Management Ltd, Gemstone must pay a royalty of 6% of the value of wellhead quantity of hydrocarbons produced during the subject period. If production is suspended the royalty shall be 10% of the fine imposed for the mining authority for the suspension period. If a reservoir is utilised for underground storage a royalty of 6.00% is payable based on quantities of cushion gas purchased from the government at prevailing market prices.

4. Blue Star 95 KFT

BDO Consultants (WA) Pty Ltd

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3 March 2006

The Directors
Ming Resources PLC
Adderbury Hill Barn
Milton Road
Adderbury
Oxon OX17 3HN

Dear Sirs

BLUE STAR 95 KFT ("BLUE STAR" OR THE "COMPANY")

Introduction

We report on the financial information set out in Part 4 of the Admission Document. This financial information has been prepared for inclusion in Part 4 of the admission document dated 3 March 2006 of Ming Resources Plc (the "Admission Document") on the basis of the accounting policies set out in the financial information. This report is required by Section Two of the AIM Rules and is given for the purpose of complying with the AIM Rules and for no other purpose.

Responsibilities

As described in Part 4 of the Admission Document, the directors of Ming Resources Plc are responsible for the preparation of the financial information on the basis set out in Note 1 to the financial information and in accordance with applicable International Financial Reporting Standards.

It is our responsibility to form an opinion on the financial information as to whether the financial information gives a true and fair view, for the purposes of the Admission Document, and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with the Statements for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgements made by those responsible for the preparation of the financial statements underlying the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion

In our opinion, the financial information gives, for the purposes of the Admission Document, a true and fair view of the state of affairs of the Company as at the dates stated and of its losses for the periods then ended in accordance with the basis of preparation set out in Note 1 to the financial information and has been prepared in accordance with applicable International Financial Reporting Standards as described in Part 4.

Declaration

For the purposes of Schedule Two of the AIM Rules we are responsible for this report as part of the Admission Document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Admission Document in compliance with Schedule Two of the AIM Rules.

Yours faithfully
BDO Consultants (WA) Pty Ltd

Sherif Andrawes
Director

Responsibility

The directors of Ming Resources Plc are responsible for the preparation of the financial information on the basis of preparation set out in Note 1 to the financial information and in accordance with applicable International Financial Reporting Standards.

Basis of preparation

The financial information Blue Star 95 Kft is based on the reviewed financial statements for the period from 1 January 2002 to 31 December 2004 and the half year ended 30 June 2005 (the "Relevant Periods")

All figures are in Euro unless otherwise stated.

The significant accounting policies applied in the financial information are applied consistently in the financial information.

The financial information of Blue Star 95 Kft has not been subject to audit.

Blue Star 95 Kft
Income Statements

	Year ended 31 December 2002	Year ended 31 December 2003	Year ended 31 December 2004	Period ended 30 June 2005
	€	€	€	€
Revenue from ordinary activities				
Interest income	12	8	12	-
Total income	12	8	12	-
Expenses				
Materials costs	5,702	6,102	2,169	3,017
Employee benefits expense	-	36	36	122
Depreciation expense	41	210	-	-
Loss on ordinary activities before taxation	(5,731)	(6,340)	(2,193)	(3,139)
Taxation	-	-	-	-
Loss on ordinary activities after taxation	(5,731)	(6,340)	(2,193)	(3,139)

Balance Sheets

	Note	31 December 2002	31 December 2003	31 December 2004	30 June 2005
		€	€	€	€
Non Current Assets					
Receivables	5	218	5,730	5,730	5,730
Total Non Current Assets		218	5,730	5,730	5,730
Current Assets					
Inventories	6	-	1,065	1,065	1,065
Receivables	5	16,675	9,148	9,793	9,904
Cash at bank and in hand		4,248	3,138	3,490	3,762
Total Current Assets		20,923	13,351	14,348	14,731
Total Assets		21,141	19,081	20,078	20,461
Current Liabilities					
Creditors: amounts falling due within one year	7	685,397	621,890	664,278	666,412
Total Liabilities		685,397	621,890	664,278	666,412
Net Assets		(664,256)	(602,809)	(644,200)	(645,951)
Equity					
Contributed equity	8	12,315	12,315	12,315	12,315
Reserves	9	1,214	284	384	394
Retained (losses)	10	(677,785)	(615,408)	(656,899)	(658,660)
Total Equity		(664,256)	(602,809)	(644,200)	(645,951)

Cash Flow Statement

	Year ended 31 December 2003	Year ended 31 December 2004	Period ended 30 June 2005
	€	**€**	**€**
Operating activities			
Receipts from customers	2,015	-	-
Interest income	8	12	-
Payments to suppliers & employees	(3,133)	-	-
Total Cashflow from Operating activities	(1,110)	12	-
Financing Activities			-
Loans received/(advanced)	-	340	272
Total Cashflow from Financing activities	-	340	272
Net Cash Flow	(1,110)	252	272
Opening Cash	4,248	3,138	3,490
Closing Cash	3,138	3,490	3,762
Reconciliation of operating profit to operating cash flow			
Profit/(loss)	(6,340)	(2,193)	(3,139)
Less non cash – Foreign exchange	67,787	(39,198)	1,388
Add (increase)/decrease in receivables	2,015	(645)	(111)
Add (increase)/decrease in inventory	(1,065)	-	-
Add increase/(decrease) in creditors	(63,507)	42,048	1,862
Total	(1,110)	12	-
Cash flow per operating activity	(1,110)	12	-

1. Summary of Significant Accounting Policies

(a) Basis of preparation

The financial information has been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). The financial information has been prepared on the accruals basis and is based on historical costs and does not take into account changing money values. Cost is based on the fair values of the consideration given in exchange for assets. The following is a summary of the accounting policies adopted by the Company in the preparation of the financial information.

Blue Star 95 Kft is incorporated in Hungary. The functional currency used in the accounts is Euro, previously published financial information of Blue Star 95 Kft was in Hungarian Forint.

(b) Recoverable Amount

The carrying amounts of all non-current assets valued on a cost basis, except exploration expenditure carried forward, are reviewed to determine whether they are in excess of their recoverable amount at balance date. If the carrying amount of a non-current asset exceeds the recoverable amount, the asset is written down to the lower value.

(c) Income Tax

Under the balance sheet approach, income tax on the profit and loss for the year comprises current and deferred taxes. Income tax is recognised in the income statement except to the extent that it relates to items recognized directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at reporting date, and any adjustments to tax payable in respect of previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying value of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences will not be provided for:

- goodwill for which amortisation is not tax deductible,
- the initial recognition of assets and liabilities that affect neither accounting or taxable profit, and
- differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future.

The amount of deferred tax provided will be based on the expected manner of realisation of the asset or settlement of the liability, using tax rates enacted or substantively enacted at reporting date.

A deferred tax asset will only be recognised to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets will be reduced to the extent it is no longer probable that the related tax benefit will be realised.

(d) Payables

Liabilities are recognised for amounts to be paid in the future for goods and services received, whether or
not billed to the Company.

(e) Cash

For the purposes of the Cash Flow Statement, cash and cash equivalents includes cash on hand and at bank, deposits held at call with financial institutions, other short term, highly liquid investments with maturities of three months or less, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdrafts.

(f) Foreign Currency

Foreign currency transactions are converted to Euro at the rates of exchange ruling at the dates of the transactions. Amounts receivable and payable in foreign currencies at balance date are translated at the rates of exchange ruling on that date. Exchange differences relating to amounts payable or receivable in foreign currencies are brought to account as exchange gains or losses in the operating result in the financial year in which the exchange rates change.

(g) Receivables

Trade receivables are recognised and carried at original invoice amount less a provision for any uncollectible debts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off as incurred. Receivables from related parties are recognised and carried at the nominal amount due. Interest is taken up as income on an accrual basis.

(h) Contributed equity

Issued and paid up capital is recognised at the fair value of the consideration received by the Company. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

(i) Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the entity and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Interest
Control of the right to receive the interest payment.

(j) Impairment

Under IFRS the carrying amount of the consolidated entity's non current assets, are reviewed at each reporting date to determine whether there are indications of impairment. If any such indication exists, the asset is tested for impairment by comparing its recoverable amount to its carrying amount. The recoverable amount of non current assets is assessed as the greater of fair value (less costs to sell) and value in use which is defined as the present value of future cash flows discounted at the Company's weighted average cost of capital.

2. *Segmental analysis*

Blue Star 95 Kft operates solely in Oil and Gas Exploration in Hungary.

3. *Employees*

The Company has no employees

A total of $nil has been provided in the period ended 30 June 3005 in relation to the services of the employees of Blue Star 95 Kft.

4. *Taxation on Loss From Ordinary Activities*

There is no tax charge arising on Blue Star 95 Kft, during the Relevant Period. The company has tax losses carried forward. However, these losses are only recoverable against future profits, the timing of which is uncertain and as a result no deferred tax asset is being recognised in relation to these losses.

5. *Receivables*

	31 Dec 2002	31 Dec 2003	31 Dec 2004	30 June 2005
Current				
Other debtors	16,675	9,148	9,793	9,904
Non Current				
Deposits	218	5,730	5,730	5,730

6. *Inventories*

	31 Dec 2002	31 Dec 2003	31 Dec 2004	30 June 2005
Materials and supplies	-	1,065	1,065	1,065

There is no material difference between the carrying values of inventories and their replacement cost.

7. *Creditors: Amounts Falling Due Within One Year*

	31 Dec 2002	31 Dec 2003	31 Dec 2004	30 June 2005
	€	**€**	**€**	**€**
Accounts payable	685,397	621,890	664,278	537,472
Due to related parties	-	-	-	128,940
	685,397	621,890	664,278	666,412

8. *Contributed Equity*

Fully paid ordinary shares (Number)	31 Dec 2002	31 Dec 2003	31 Dec 2004	30 June 2005
At the beginning of the reporting period	3,000	3,000	3,000	3,000
Total issued during the year	-	-	-	-
At reporting date	3,000	3,000	3,000	3,000

Fully paid ordinary shares (€)	31 Dec 2002	31 Dec 2003	31 Dec 2004	30 June 2005
At the beginning of the reporting period	12,315	12,315	12,315	12,315
Total issued during the year	-	-	-	-
At reporting date	12,315	12,315	12,315	12,315

9. *Reserves*

	31 Dec 2002	31 Dec 2003	31 Dec 2004	30 June 2005
	€	**€**	**€**	**€**
Capital Reserve	993	993	993	993
Foreign Currency Reserve				
At the beginning of the period	-	221	(709)	(609)
			100	
Movement	221	(930)		8
At the end of the period	221	(709)	(609)	(599)
Total Reserves	1,214	284	384	394

10. Movements in Retained Earnings

	31 Dec 2002	31 Dec 2003	31 Dec 2004	30 June 2005
	€	€	€	€
At the beginning of the period	(672,054)	(677,785)	(615,323)	(656,899)
Profit/(loss) for the period	(5,731)	(6,340)	(2,193)	(3,139)
Foreign currency translation difference	-	68,717	(39,298)	1,378
At the end of the period	(677,785)	(615,408)	(656,899)	(658,660)

11. Financial instruments

31 December 2002	Floating Interest Rate	Fixed Interest maturing in 1 year or less	Non-interest bearing	2002 Total
	€	€	€	€
Financial assets				
Cash	4,428	-	-	4,428
Receivables	-	-	16,675	16,675
	4,428	-	16,675	21,103
Weighted average Interest rate	0.2%	-	-	-
Financial Liabilities				
Payables	-	-	685,398	685,398
Net financial assets	4,428	-	(668,723)	(664,295)

31 December 2003	Floating Interest Rate	Fixed Interest maturing in 1 year or less	Non-interest bearing	2003 Total
	€	€	€	€
Financial assets				
Cash	3,138	-	-	3,138
Receivables	-	-	9,148	9,148
	3,138	-	9,148	12,286
Weighted average Interest rate	0.2%			
Financial Liabilities				
Payables	-	-	621,890	621,890
Net financial assets	3,138	-	(612,742)	(609,604)

31 December 2004	Floating Interest Rate	Fixed Interest maturing in 1 year or less	Non-interest bearing	2004 Total
	€	€	€	€
Financial assets				
Cash	3,490	-		3,490
Receivables	-	-	9,793	9,793
	3,490	-	9,793	13,283
Weighted average Interest rate	0.2%			
Financial Liabilities				
Payables	-	-	664,278	664,278
Net financial assets	3,490	-	(654,485)	(650,995)

30 June 2005	Floating Interest Rate	Fixed Interest maturing in 1 year or less	Non-interest bearing	2005 Total
	€	€	€	€
Financial assets				
Cash	3,762	-	-	3,762
Receivables	-	-	9,904	9,904
	3,762	-	9,904	13,666
Weighted average Interest rate	0.2%			
Financial Liabilities				
Payables	-	-	666,412	666,412
Net financial assets	3,762	-	(656,508)	(652,746)

There is no material difference between the base and fair value of financial assets and liabilities.

12. Related party transactions

As at 30 June 2005 a total of €128,940 was owed by the company to shareholders. A total of €9,113 was payable to Gemstone Properties Limited.

13. Subsequent events

The following subsequent events have occurred since 30 June 2005

Following 30 June 2005, Blue Star was acquired by Inke Petroleum Pty Ltd. As part of the agreement dated 3 November 2005 between Blue Star and Inke Petroleum Pty Ltd, Gemstone was to be left free of liabilities and contingent liabilities

The former shareholder of Blue Star confirmed that all liabilities owed to her had been forgiven and that all liabilities had been assigned to her.

There have been no other material post balance sheet events that we are aware of other than the transactions above.

5 Pro Forma Statement of Consolidated Net Assets

5.1 Pro Forma Prior to the Proposed Placement

The pro forma consolidated balance sheet of the Company ("Pro Forma") prior to the Proposed Placing, has been prepared for illustrative purposes only to show the effect of bringing together Ming, Bluestar, Gemstone and Inke. An exchange rate assumption of £1.00 = €1.472 has been used. The pro forma, because of its nature, may not give a true picture of the financial position of the Company. It is based on the financial information contained in the accountants report in Part 4 of this Admission Document and the adjustments set out below:

	Gemstone As at 30 June 2005 €	Bluestar As at 30 June 2005 €	Ming As at 30 June 2005 €	Inke As at 31 December 2005 €	Subsequent Events €	Proforma Consolidated €
Assets						
Non current assets						
Receivable from related entity	9,113	-	-	-		-
Deferred exploration evaluation and Development costs	-	-	6,833	687,402	500,000	1,194,235
Property plant and equipment	-	5,730	-	703	-	6,433
Investment in subsidiaries	-	-	-	-	6,209,114	-
Intangible assets	-	-	-	-	-	5,962,834
Total non current assets	**9,113**	**5,730**	**6,833**	**688,105**	**6,709,114**	**7,163,502**
Current assets						
Cash at bank and in hand	3,042	3,762	1,499,540	318,660	854,918	2,679,921
Receivables	58,405	9,904	4,377	24,193	(53,405)	38,474
Inventories	-	1,065	-	-	-	1,065
Total current assets	**61,447**	**14,731**	**1,503,917**	**342,853**	**801,513**	**2,719,460**
Total assets	**70,560**	**20,461**	**1,510,750**	**1,030,958**	**7,510,627**	**9,882,962**
Current Liabilities						
Creditors: amounts falling due within one year	14,661	525,278	21,236	33,840	(46,052)	548,963
Payable to related entity	-	9,113	-	363,298	(358,298)	-
Deferred income	-	3,082	-		(3,082)	-
Non interest bearing loans	-	128,940	-	795,101	(128,940)	795,101
Total current liabilities	**14,661**	**666,413**	**21,235**	**1,192,239**	**(536,372)**	**1,344,064**
Non Current Liabilities						
Creditors: amounts falling due after more than one year	**-**	**-**	**-**	**-**	**-**	**-**
Total non current liabilities	**-**	**-**	**-**			**-**
Total liabilities	**14,661**	**666,413**	**21,235**	**1,192,239**	**(536,372)**	**1,344,064**
Net Assets	**55,899**	**(645,952)**	**1,489,515**	**(161,281)**	**8,046,999**	**8,538,898**
Equity						
Contributed equity	10,000	12,315	73,011	15,533	47,036	111,417
Share premium Reserve	-	-	1,319,850	1,553	4,656,566	5,122,085
Converting shares	-	-	-		2,363,472	2,365,025
Foreign Currency translation reserve	-	993	90,696		-	90,096
Capital reserves	-	(600)	-			-
Retained profits/(losses)	45,899	658,001	5,958	(178,368)	979,925	850,276
Total Equity	**55,899**	**(645,952)**	**1,489,514**	**(161,281)**	**8,046,999**	**8,538,898**

Basis on which the Pro Forma Consolidated Balance Sheet prior to the proposed placement has been prepared

The Pro forma Balance Sheet as at 30 June 2005 reflects the actual balance sheets as at that date adjusted for the following events occurring subsequent to 30 June 2005:

- The Company's acquisition of Inke Petroleum Pty Ltd. Inke Petroleum holds the issued capital of Gemstone Properties Ltd. Gemstone in turn holds the issued capital of Bluestar'95 Kft. The agreement to acquire Inke was executed on 23 December 2005 and as such the accounts of Inke as at 31 December 2005 have been used in the preparation of the proforma balance sheet.

- As part of the agreement dated 3 November 2005 between Gemstone and Inke, Gemstone has been left free of liabilities and contingent liabilities. Accordingly an adjustment has been made to reflect this transaction in preparing the proforma balance sheet.

- Under the Inke acquisition agreement a total of 52,000,000 ordinary shares and 32,000,000 converting shares are to be issued. These were valued at 5p being the price at which shares are to be issued for the purposes of readmission to AIM. The converting shares issued have been valued on the basis that the milestone that enables conversion will be met.

- On 10 January 2005 Inke issued 20 million shares raising €862,960, being $0.07 AUD per share.

5.2 Pro Forma Following the Proposed Placement

The below pro forma consolidated balance sheet of the Company ("Pro Forma") following the Placing, has been prepared for illustrative purposes only to show the effect of the placing on the pro forma consolidated balance sheet in section 2.1 above

The pro forma, because of its nature, may not give a true picture of the financial position of the Company. It is based on pro forma balance sheet prior to the proposed placement in Part 2.1 of this document and adjusted for the proposed placing as described below.

	Consolidated Pro Forma Balance Sheet €	Adjustments €	Pro Forma Consolidated Balance Sheet following the proposed placing €
Non Current Assets			
Deferred Exploration evaluation and Development costs	1,194,235		1,194,235
Property Plant and Equipment	6,433		6,433
Intangible Assets	5,962,834		5,962,834
Total Non Current Assets	7,163,502		7,163,502
Current Assets			
Cash at bank and in hand	2,679,921	6,960,000	9,639,921
Receivables	38,474		38,474
Inventories	1,065		1,065
Total Current Assets	2,719,460		9,679,460
Current Liabilities			
Creditors: amounts falling due within 1 year	548,963		548,963
Non interest bearing loans	795,101		795,101
Total Current Liabilities	1,344,064		1,344,064
Total Liabilities	1,344,064		1,344,064
Net Assets	8,538,898		15,498,898
Equity			
Contributed Equity	111,417	147,200	258,617
Share premium reserve	5,122,085	6,812,800	11,934,885
Converting Shares	2,365,025		2,365,025
Foreign Currency Translation	90,096		90,096
Retained profits/(losses)	850,276		850,276
Total Equity	8,538,898		15,498,898

Basis on which the Pro Forma Consolidated Balance Sheet following the proposed placement has been prepared

The Pro Forma Balance Sheet of the Company has been prepared on the basis that the following transactions which have taken place since 30 June 2005, or are about to take place as a result of the Acquisition and Re-Admission to trading on AIM, had taken place as at 30 June 2005:

- The transactions described in section 2.1 of this document;
- The issue of 100,000,000 Shares at £0.05 per Share amounting to £5,000,000 (€7,360,000), less estimated expenses of £271,739 (€400,000); and
- The proposed issue of Options to Mr Hind and RFC (see section 7 of Part 1) has not been allowed for in the preparation of this pro forma statement of consolidated net assets as it does not impart upon the Net Assets or Total Equity of the Group.

Part 5 – Summary of the Company's Oil and Gas Licence Terms

Overview of Hungarian mining law

The Inke Concession Contract was granted pursuant to the Hungarian Concession Act XVI of 1991 and the Mining Act XLVIII of 1993. These Acts allow for the exploration for and exploitation of minerals under the supervision of the Hungarian Mining Bureau and the jurisdiction of the Minister of Trade and Industry. In common with most jurisdictions ownership of the minerals remains with the state and the Concession holder is granted the right to sell extracted minerals under specific terms and conditions.

Overview of the terms of the Inke Concession

On completion of the acquisition of Gemstone, Inke Petroleum will hold, through its subsidiary Gemstone, a 100% working interest in the Inke Concession for the exploration and production of hydrocarbons (crude oil and natural gas) in the Concession area.

The Concession area totals 2,297km^2 and is held through a Concession contract between Gemstone and the Republic of Hungary dated 3 August 2005.

The Concession bears a state royalty obligation of 12% of the wellhead value of production (after deduction of treating and conveying costs). The Concession confirms that the Gemstone is subject to prevailing Hungarian tax laws. Current legislation provides for a corporate income tax rate of 16%.

Term

The term of the Concession is 35 years, expiring on 3 August 2030. Within this time, the exploration period expired on 31 December 2005. The Concession term can be extended by the Minister by up to half of the period of the original term (i.e. an additional 17.5 years).

Current Status

Although the exploration period under the Inke Concession expired on 31 December 2005, exploration activities may be carried out until the end of 2006 in order to support applications for mining plots. In December 2005, Gemstone obtained approval for the drilling of Blue Topaz-9.

Gemstone must file a final report to the Hungarian Bureau of Mining by 30 June 2006, which summarises the results of exploration undertaken on the Concession. The terms of the Concession require at least one additional exploration well to be completed, which will be Blue Topaz 9. This closing report must be approved by the Hungarian Bureau of Mining prior to the application for a mining plot.

Mining Plots

Gemstone may apply for one or more mining plots by 31 December 2006. Upon grant, the mining plots continue for the balance of the Concession term.

The Minister, based on the recommendation of the Bureau of Mining, will approve the application for a mining plot if the Concession holder has met its obligations under the Concession and:

1. demonstrated the existence of exploitable reserves in the mining plot area;
2. obtained the necessary environmental approvals (may be obtained after 31 December 2006); and
3. proposed a competent and practical plan for the development and operation of the proposed field developments.

Each mining plot may cover the area of the exploitable reserves and adjacent areas prospective for similar discoveries. A successful mining plot application ensures the Company has a production right for the area of the application and also enables further exploration activity to be carried out. The Concession holder may also apply for new exploration licenses over those areas of the Concession outside of mining plots. Any Concession areas not applied for by 31 December 2006 as mining plots or new exploration licences and not subsequently granted are surrendered.

Proposed Action

Although studies are not complete at this time, it is anticipated that Gemstone will apply for mining plots over substantial areas of the western side of the Concession and new exploration licenses over the most prospective portions of the balance of the Concession area.

Part 6 – Additional Information

1 Corporate Information

The Company is registered in England and Wales, having been incorporated on 24 February 2005 under the Act with registered number 5375141 as a public company limited by shares with the name Ming Resources Plc. The liability of members is limited. The Company is currently managed and controlled from Australia from its principal business office located at Ground Floor, 8 Colin St West Perth 6005, Australia. It is expected that upon completion of the Acquisition and the appointment of the Proposed Directors that the Company will become domiciled in the UK.

On 21 March 2005, the Registrar of Companies issued a certificate entitling it to do business under the provisions of section 117 of the Act. The principal legislation under which the Company operates is the Act and the regulations made thereunder

The Company's registered office is Adderbury Hill Barn, Milton Road, Addenbury, Oxfordshire OX17 3HN. The Company's telephone number for its principal operating office in Australia is +61 8 9324 1177.

The Company presently has no subsidiary or associated undertakings. Following the Acquisition and completion of the acquisition of Gemstone, the Company will have the following subsidiaries:

Subsidiary	Interest	Place of Incorporation
Inke Petroleum	100%	Australia
Gemstone Properties Ltd	100% (via Inke Petroleum)	British Virgin Islands
Blue Star 95 Kft[1]	95% (via Gemstone Properties Ltd)	Hungary

Notes:

1. The Company, following the Acquisition and completion of the acquisition of Gemstone, will be entitled to 100% of the rights and obligations of Blue Star 95 Kft, with the holder of the remaining 5% satisfying Hungarian legal requirements.

As at the date of this Admission Document, the Company has no employees other than the Existing Directors. At the date of Re-Admission, the only employees will be the Proposed Directors.

Following the Acquisition and completion of the acquisition of Gemstone, the Group's main activity will be that of oil and gas exploration and production.

2 Share Capital

On incorporation, the Company had an authorised share capital of £10,000,000 divided into 10,000,000,000 ordinary shares of £0.001 each, of which 2 were issued, fully paid, to the subscribers to the memorandum of association of the Company.

On 14 March 2005 the Company issued a further 2,999,998 Ordinary Shares at 2 pence each.

On 14 March 2005 the Company issued 10,000,000 options exercisable on or before 30 June 2008 with an exercise price of 2 pence each, all of which are currently outstanding.

On 30 March 2005, the Company issued a further 47,000,000 Ordinary Shares for cash at 2 pence per share pursuant to a placing.

On 23 May 2005, the Company issued 1,000,000 options exercisable on or before 30 June 2008 with an exercise price of 2.5 pence each, all of which are currently outstanding.

On Re-Admission, the Company intends to issue:

- 100,000,000 Ordinary Shares (the Placing Shares) pursuant to the Placing; and
- 52,000,000 Ordinary Shares and 32,000,000 Converting Shares pursuant to the Acquisition Agreement.

The Company has conditional on Re-Admission, granted options to RFC and Peter Hind as detailed in section 7 of Part 1 of this document.

The Shares and Options that the Company will have in issue at Re-Admission and following the Acquisition of Inke Petroleum and the Placing are detailed in section 7 of Part 1 of this Admission Document. There are no other listed or unlisted securities issued by the Company other than as set out in that section.

The authorised and issued fully paid up share capital of the Company as at the date of this document is as follows:

Authorised			**Issued and fully paid**	
Amount	*Number*	Ordinary Shares of £0.001	*Amount*	*Number*
£10,000,000	10,000,000,000	each	£50,000	50,000,000
		Converting Shares of £0.001 each	£0	Nil

The authorised and issued fully paid up share capital of the Company as it will be immediately following Re-Admission (assuming full subscription under the Placing for 100,000,000 Placing Shares) are as follows:

Authorised			**Issued and fully paid**	
Amount	*Number*	Ordinary Shares of £0.001	*Amount*	*Number*
£10,000,000	10,000,000,000	each	£202,000	202,000,000
-	-	Converting Shares of £0.001 each	£32,000	32,000,000

The Company has elected to undertake a placing of between a Minimum Subscription of 60,000,000 Shares (in which case the issued and fully paid ordinary share capital following Re-Admission would be 162,000,000 at £162,000) and a Maximum Subscription of 160,000,000 Shares (in which case the issued and fully paid ordinary share capital following Re-Admission would be 262,000,000 Shares at £262,000).

The Ordinary Shares will rank pari passu in all respects including the right to receive all dividends and other distributions declared, made or paid on the Ordinary Shares from the date of this document.

The International Securities Identification Number (ISIN) for the Ordinary Shares is GB00B06GS855.

The Ordinary Shares are in registered form and have been created under the Companies Act 1985.

Following Re-Admission, the Ordinary Shares may be held in either certificated or uncertificated form.

Save as disclosed in this document:

- no share or loan capital of the Company has been issued or is proposed to be issued;
- no person has any preferential subscription rights for any share capital of the Company;
- no share or loan capital of the Company is under option or agreed conditionally or unconditionally to be put under option; and
- no commissions, discounts, brokerages or other special terms have been granted by the Company since its incorporation in connection with the issue or sale of any share or loan capital of the Company.

Subject to any direction to the contrary which may be given by the Company in general meeting, the Directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any Director) on such terms and at such times as they think fit, but no shares shall be issued at a discount to their par value. This authority remains in force until the first Annual General Meeting of the Company. A resolution granting new authority is to be proposed at the Extraordinary General Meeting.

The provisions of section 89(1) of the Act, which confer on shareholders rights of pre-emption in respect of the allotment of equity securities which are, or are to be, paid up in cash, apply to the authorised but unissued share capital of the Company except as set out below. These statutory pre-emption rights would require the Company to offer new shares for allotment to existing shareholders on a pro-rata basis before allotting these to other persons. In such circumstances, the procedure for the exercise of such statutory pre-emption rights would be set out in the documentation by which such shares would be offered to the Company's shareholders.

At present, 9,950,000,000 Ordinary Shares remain authorised and unreserved for issue free from pre-emption rights which represents the entire authorised unissued share capital of the Company. The Company has also granted 11,000,000 options, 11,000,000 of which are outstanding and exercisable on or before 30 June 2008. The Directors have the authority to issue Ordinary Shares free of pre-emption rights up to an aggregate nominal amount equal to 100 percent of the unissued ordinary share capital of the Company. A resolution granting new authority is to be proposed at the Extraordinary General Meeting.

Following the Acquisition (and issue of the Consideration Shares) and the Placing (and issue of the Placing Shares, and assuming the proposed Placing of 100,000,000 Shares is achieved), 9,737,980,000 Ordinary Shares will remain authorised and unreserved for issue free from pre-emption rights which represents the entire authorised unissued share capital of the Company.

3 Terms and Conditions of Options and Converting Shares

A summary of the terms and conditions of the Options and Converting Shares in issue or to be issued, as set out in the table in section 7 of Part 1 of this Admission Document, is as follows:

For all Options:

- Each Option exercised will entitle the holder to one Share in the capital of the company.
- Each Option is exercisable (subject to any further exercise conditions set out below) at any time on or before the specified exercise date (as per section 7 of Part 1 of this Admission Document) (Expiry Date).
- The exercise price of the Options will be as specified in section 7 of Part 1 of this Admission Document.
- All Shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then existing fully paid Ordinary Shares.
- The Options will not be quoted for trading on AIM.
- The Options may be exercised at any time prior to the Expiry Date, in whole or in part, upon payment of the Exercise Price per Option.
- The Options are transferable upon written notification to the Secretary of the Company, subject to any requirements placed on the Company by the AIM Rules in securities issued by the Company.

For all Converting Shares:

- As regards voting, the Converting Shares shall not entitle the holder to receive notice of, attend or vote at any general meeting of the Company.
- As regards income, the Converting Shares shall not entitle the holder to any dividends.
- As regards capital, on a liquidation or other return of capital, the Converting Shares shall not confer on the holder any right to participate in the profits or assets of the Company.
- As regards the transfer of shares, the Converting Shares shall not be transferable.
- Each Converting Share shall automatically be converted into one fully paid Ordinary Share upon the occurrence of:

  (a) the successful completion and commercial production of hydrocarbons from the Inke Concession (the "**Milestone Event**") under a Concession contract for the exploration and production of hydrocarbon resources or any replacement or substitute licence over the Inke Concession; or

  (b) upon the sale (directly or indirectly) by the Company or its subsidiaries of greater than 50% of its interest in the Inke Concession (or any part thereof) for a cumulative consideration in excess of US$4,000,000 (the "**Sale Event**").

- For the avoidance of doubt:

  (a) On a sale of the Inke Concession under Article 5.2(b), where the consideration for the sale is not cash consideration or some other consideration readily convertible into cash, the Company shall use its reasonable endeavours to procure that the parties to such sale shall use the reasonable cash equivalent of the consideration and such certificate shall be final and binding for the purposes of Article 5.2(b) (save in case of manifest error); and

(b) any funds expended on the Inke Concession by a third party farming into the Inke Concession (and not paid as consideration to the Company or its subsidiaries shall not form part of the US$4,000,000 consideration referred to in Article 4A.2(b).

- If the Milestone Event or Sale Event is not achieved by 31 December 2009, the Converting Shares shall automatically be converted into Ordinary Shares on the basis of one Ordinary Share for every 100,000 Converting Shares (or, if such conversion is not permissible or, in the reasonable opinion of the Company, practicable under applicable law, the Converting Shares shall be converted in accordance with such other restructuring to be determined by the Company so as to give a broadly similar economic effect or redeemable (at the option of the Company and in such manner as the directors shall determine and as the law may allow) at a price of £0.01 for every 100,000 Converting Shares or part thereof).

- Within 10 days after becoming aware of the happening of the Milestone Event or Sale Event or 31 December 2009, the Company shall notify the holders of the Converting Shares, setting forth brief particulars of the event or events giving rise to the conversion (or, if applicable, redemption), whereupon the holders of Converting Shares shall submit their share certificates in respect of the Converting Shares to the Company for conversion (or, if applicable, redemption). The Company shall, not later than 14 days after receiving such share certificates, despatch definitive share certificates free of charge in respect of the Ordinary Shares resulting from the conversion (or, if applicable, cheques in respect of the redemption payment). The Company shall use all reasonable endeavours to procure that Ordinary Shares arising on conversion are admitted to the Alternative Investment Market of the London Stock Exchange and any other stock exchange upon which the Company's shares are for the time being listed at the earliest possible date following conversion.

- All Ordinary Shares converted in accordance with Article 4A.2 shall rank pari passu in all respects with the Ordinary Shares previously in issue.

4 Memorandum and Articles of Association

References to the "Statutes" within this subsection are references to the Act and every other act for the time being in force concerning companies and affecting the Company.

The principal objects of the Company are set out in full in clause 4 of the memorandum of association and include carrying on the business of a general commercial company.

The Articles contain, inter alia, provisions to the following effect:

Transfer

Except as may be required by the Statutes and the facilities and requirements of the relevant system concerned, the Directors shall have power to implement any arrangements they may, in their absolute discretion, think fit in relation to the evidencing and transfer of uncertificated shares. All transfers of certificated Shares must be in writing in the usual common form or in any other form, which the Directors may approve. The instrument of transfer must be signed by or on behalf of the transferor and, if the shares being transferred are not fully paid, by or on behalf of the transferee. The Directors may refuse to register any transfer of any Share that is not fully paid and they may refuse to register the transfer of any Share on which the Company has a lien provided that such refusal does not prevent dealings in the Shares from taking place on an open and proper basis. They may also refuse to register a transfer of any Share in favour of more than four persons jointly and in certain other exceptional circumstances, and a transfer of certificated shares which has not been lodged at the Company's registered office or such place as the board may determine and which is not accompanied by the certificates for the Shares to which it relates (except in the case of a transfer by a recognised person to whom a certificate has not been issued) and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The directors may also refuse to register a transfer of uncertificated shares in such other circumstances as may be permitted by relevant legislation and the requirements of the relevant system concerned.

Voting rights

Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held (as to which there are none at present) and subject to certain other Articles, on a show of hands every holder of an Ordinary Share present in person (if an individual) or duly authorised representative (if a corporation) shall have one vote, and on a poll every member present in person or by proxy and entitled to vote shall have one vote for each Ordinary Share of which he is the holder.

If at any time when the City Code on Takeovers and Mergers (the "City Code") does not apply to the Company, a person (together with any persons held to be acting in concert with him) acquires Shares in the Company which would have obliged them to extend an offer (a "mandatory offer") to the holders of all other shares in the Company had the City Code applied, the Directors have the discretion to disenfranchise such person until a compliant mandatory offer is made.

If two or more persons are jointly entitled to a share, then, in voting upon any question, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders of the share, and for this purpose seniority shall be determined by the order in which the names stand in the Register.

No Shareholder shall be entitled to be present or to be counted in the quorum at any general meeting unless he shall be the holder of one or more shares giving the right to attend thereat upon which all calls or other moneys due and payable in respect of the same shall have been paid and no Shareholder shall be entitled to vote at any general meeting or upon a poll either personally or by proxy in respect of any share upon which any call or other moneys due and payable have not been paid.

Votes may be given either personally or by proxy. On a show of hands a Shareholder (other than a corporation) present only by proxy shall have no vote, but a proxy for or representative of a corporation may vote on a show of hands. A proxy need not be a Shareholder of the Company and a Shareholder may appoint one or more than one person to act as his proxy.

The appointment of a proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote at such poll.

Dividends

The profits of the Company available for distribution and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in general meeting may from time to time declare by ordinary resolution dividends but no such dividends shall (except as by the Statutes expressly authorised) be payable otherwise than out of the profits of the Company available for the purpose in accordance with the Statutes. No dividend may exceed the amount recommended by the Board of Directors.

Subject to the provisions of the Statutes the Board may if it thinks fit from time to time pay to the Shareholders such interim dividends as appear to the Board to be justified by the profits of the Company and in particular (but without prejudice to the generality of the foregoing) if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferred rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and the Board may also pay 6 monthly or at other suitable intervals to be settled by it any dividend which may be payable at a fixed rate if it is of the opinion that the profits justify the payment, provided the directors act bona fide they shall not incur any responsibility to the holders of shares conferring a preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferred rights.

Notwithstanding any other provision of the Articles the directors may fix a date as the record date for any dividend, distribution, allotment or issue and such record date may be on or at any time within 6 months before or after any date on which such dividend, distribution, allotment or issue is declared, paid or made. There is no fixed date on which an entitlement to dividend arises.

With the sanction of a general meeting, dividends may be paid wholly or in part in specie and may be satisfied in whole or in part by the distribution amongst Shareholders in accordance with the rights of fully paid shares debentures or other securities of the Company or of any other company, or of any other property suitable for distribution as aforesaid provided that no distribution shall be made which would amount to a reduction of capital except in the manner approved by law. The Board shall have full liberty to make all such valuations, adjustments and arrangements (including cash payments to Shareholders upon the basis of the value fixed in order to adjust the rights of Shareholders and vesting any specific assets in trustees upon trust for the persons entitled to the dividend), and to issue, in the case of certificated shares, all such certificates or documents of title as may in its opinion be necessary or expedient with a view to facilitating the equitable distribution amongst the Shareholders of any dividends or portions of dividends to be satisfied as aforesaid or to giving them the benefit of their proper shares and interests in the property and no valuation, adjustment or arrangement so made shall be questioned by any Shareholder.

The directors may resolve that ordinary shareholders will be entitled to elect to receive an allotment of further Ordinary Shares (a scrip dividend) credited as fully paid in lieu of any cash dividend or any part of a cash dividend, subject to the Articles and to such exclusions or restrictions as the directors may in their absolute discretion deem necessary or desirable in relation to compliance with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory.

The directors shall give notice in writing to the ordinary shareholders of their rights of election in respect of the scrip dividend and of the procedure to be followed in order for an election to be made. In relation to uncertificated shares, the directors may make such arrangements as they in their absolute discretion think fit (subject always to the facilities and requirements of the relevant system concerned).

The directors may resolve that the rights to elect for a scrip dividend shall not be made available to shareholders resident in a country or countries where, in the opinion of the directors, compliance with local laws or regulatory requirements would be unduly burdensome.

Any dividend, instalment of dividend or interest or other moneys payable in cash in respect of any share may be paid by cheque or warrant payable to the order of the Shareholder entitled thereto or (in the case of joint holders) of that Shareholder whose name stands first on the Register in respect of the joint holding. Every such cheque or warrant shall (unless otherwise directed) be sent by post to the last registered address of the Shareholder entitled thereto, and payment of the cheque or warrant shall be a good discharge to the Company for the same. Any such dividend or other moneys may also be paid by such other method (including, without limitation, direct debit, bank or other funds transfer system) as the directors may in their absolute discretion think fit (subject always, in the case of uncertificated shares, to the facilities and requirements of the relevant system concerned where payment is to be made by means of such system) to or through such person as the holder or person entitled may in writing direct.

Return of capital

If the Company shall be wound up, the liquidator may, with the authority of an extraordinary resolution (and any other sanction required by the Statutes), divide among the members in proportion to their shareholdings in specie the whole or any part of the assets of the Company and may determine how such division shall be carried out between the members or different classes of members. The liquidator may, with the like authority, vest the whole or any part of the assets in trustees upon such trusts for the benefit of Shareholders as the liquidator shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no Shareholder shall be compelled by the liquidator to accept any assets in respect of which there is attached a liability or potential liability.

Variation of rights

Subject to the Statutes, none of the rights, privileges or conditions for the time being attached to or belonging to any class of shares forming part of the issued share capital for the time being of the Company shall (unless otherwise provided by the terms of issue of the shares of that class) be modified, varied or abrogated in any manner except with the consent in writing of the holders of three fourths in nominal value of the issued shares of the class or, subject to the provisions of the Statutes, the sanction of an extraordinary resolution passed at a separate meeting of the members of that class, and then only subject to the provisions of Section 127 of the Act. To any such separate meeting all the provisions of the Articles as to general meetings shall *mutatis mutandis* apply but so that the necessary quorum (other than at an adjourned Meeting) shall be not less than two persons personally present and holding or representing, either by proxy or as the duly appointed representative of a corporation which is a Shareholder, at least 33.33% of the capital paid up on the issued shares of the class and, at an adjourned Meeting, one Shareholder holding shares of the class in question or his proxy, and so that any holder of shares of the class in question present in person or by proxy may demand a poll and shall be entitled on a poll to one vote for every such share held by him. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the Articles or by the terms of issue of the shares of that class, be deemed to be modified, varied or abrogated by the creation or issue of further shares ranking *pari passu* in all respects (save as the date from which such new shares shall rank for dividend) therewith or subsequent to those already issued.

Changes in share capital

The Company may by ordinary resolution increase its share capital, cancel any unissued shares, consolidate and divide all or any of its share capital into shares of a larger amount and, subject to the provisions of the Statutes, subdivide all or any of its shares into shares of a smaller amount. Subject to the provisions of the Statutes, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

Purchase by the Company of its own Shares

Subject to the provisions of the Statutes, to any rights conferred on the holders of any other shares and to the authority of the Company in general meeting required by the Statutes, the Company may purchase its own Shares.

Unclaimed dividends

Any dividend unclaimed after a period of 12 years from the date it became due for payment shall, if the Directors so resolve, be forfeited and cease to remain owing by the Company and shall thenceforth belong to the Company absolutely.

Borrowing powers

The directors may exercise all the powers of the Company to borrow money and, subject to the Statutes, to grant any mortgage, charge or debentures, debenture stock or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Directors

The business of the Company shall be managed by the Board, which may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercisable and done by the Company, and as are not by the Statutes or by the Articles required to be exercised or done by the Company in general meeting, subject to any regulations of the Articles, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. This general power shall not be limited or restricted by any special authority or power given to the directors by any other Article.

The Board may delegate any of its powers, authorities and discretions (with power to sub-delegate) for such time on such terms and subject to such conditions as it thinks fit to any committee consisting of two or more directors and (if thought fit) one or more other persons, provided that (a) a majority of the members of a committee shall be directors; and (b) no resolution of a committee shall be effective unless a majority of those present when it is passed are directors or alternate directors.

The Board may from time to time and at any time appoint any other person to be a director either to fill a casual vacancy or by way of addition to the Board. A director so appointed shall hold office only until the annual general meeting following next after his appointment, when he shall retire, but shall then be eligible for re-election.

A director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of director and subject to Section 319 of the Act on such terms as to remuneration and otherwise as the Board shall arrange.

Subject to the Statutes, the Board may from time to time appoint one or more of its body to be the holder of any executive office, including the office of managing or joint or assistant managing director, on such terms and for such period as it may determine.

A director holding any executive office shall receive such remuneration, whether in addition to or in substitution for his ordinary remuneration as a director and whether by way of salary, commission, participation in profits or otherwise as a remuneration committee (if established) or the Board (if no remuneration committee is in existence at the time) may determine.

The Board may establish any local boards or agencies for managing any of the affairs of the Company, and may appoint any persons to be members of such local boards or any managers or agents and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Board, with power to sub-delegate, and may authorise the members of any local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit.

At the annual general meeting in every year one-third of the directors for the time being (other than those retiring in accordance with other Articles) or if their number is not a multiple of 3 then the number nearest to but not exceeding 33.3% shall retire from office, provided always that if in any year the number of directors (other than those retiring as aforesaid) is two, one of such directors shall retire, and if in any year there is only one director (other than those retiring as aforesaid) that director shall retire.

The directors to retire at the annual general meeting in every year shall include (so far as necessary to obtain the number required) any director who wishes to retire and not to offer himself for re-election. Any further directors so to retire shall be the directors who have been longest in office since their last election. As between directors of equal seniority, the directors to retire shall in the absence of agreement be selected from among them by lot. A retiring director shall be eligible for re-election and shall act as a director throughout the Meeting at which he retires.

The Board or any committee of the Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and determine the quorum necessary for the transaction of business. Meetings of the Board or of any committee of the Board may take place in any part of the world and may take place via telephonic communication, video conference or similar means of communication notwithstanding that the directors or committee members present may not all be meeting in one particular place. Unless otherwise determined by the Board two directors shall be a quorum.

A director (other than an alternate director) may from time to time by writing under his hand appoint another director or any other person to be his alternate but no such appointment of any person not being a director shall be operative unless and until approved by the Board. The Board may also from time to time appoint any person to be an associate director of the Company.

Unless otherwise determined by ordinary resolution, the number of directors shall be not less than two.

Conduct of Annual and Extraordinary General Meetings

An annual general meeting of the Company shall be held in each year in addition to any other Meetings which may be held in that year, and such Meeting shall be specified as the annual general meeting in the notices calling it. Not more than 15 months shall elapse between the date of one annual general meeting and the date of the next. Subject as aforesaid and to the provisions of the Statutes the annual general meeting shall be held at such time and place as the Board shall appoint.

All Meetings of the Company other than annual general meetings shall be called extraordinary general meetings.

The Board may call an extraordinary general meeting whenever it thinks fit. Extraordinary general meetings shall also be convened on requisition by shareholders, as provided by the Statutes, whereupon the Board shall forthwith proceed to convene an extraordinary general meeting for a date not more than 28 days after the date of the notice convening the Meeting. If at any time there are not sufficient directors capable of acting to form a quorum of the Board any director or any two Shareholders of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

In the case of an extraordinary general meeting called in pursuance of a requisition, unless such Meeting shall have been called by the directors, no business other than that stated in the requisition as the objects of the Meeting shall be transacted.

At least 21 clear days notice of every annual general meeting and of every extraordinary general meeting at which it is proposed to pass a special resolution and at least 14 clear days' notice of every other extraordinary general meeting shall be given in manner hereinafter mentioned to such Shareholders as are under the provisions of the Articles entitled to receive such notices from the Company and to the Auditors of the Company. Every notice of Meeting shall specify the place, day and hour of meeting and, in the case of special business, the general nature of such business and shall also state with reasonable prominence that a Shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a Shareholder. In the case of a Meeting convened for passing a special or extraordinary resolution the notice shall specify the intention to propose the resolution as a special or extraordinary resolution as the case may be. Subject to the provisions of the Articles, to the rights attaching to any class of shares and to any restrictions imposed on any holder, notice shall be given to all Shareholders, the directors and the auditors.

A Meeting of the Company shall notwithstanding that it is called by shorter notice than that specified above be deemed to have been duly called if it is so agreed (a) in the case of a Meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat; and (b) in the case of any other Meeting, by a majority in number of the Shareholders having a right to attend and vote at the Meeting being a majority together holding not less than 95% in nominal value of the shares giving a right to attend and vote at the Meeting.

The directors may from time to time make such arrangements for controlling the level of attendance at any Meeting place (whether involving the issue of tickets or the imposition of some other means of selection or otherwise) as they shall in their absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Shareholder who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any particular place shall be entitled so to attend at one of the other places; and the entitlement of any Shareholder so to attend the meeting or adjourned Meeting at such place shall be subject to any such arrangement as may be for the time being in force and by the notice of Meeting or adjourned Meeting stated to apply to the Meeting.

5 Directors' and Other Interests

a) Directors' interests

i) Interests in share capital

The interests (all of which are beneficial unless stated otherwise) of the Proposed Directors and their immediate families and the persons connected with them (within the meaning of Section 346 of the Act) which have been notified to the Company pursuant to Sections 324 and 328 of the Act or are required to be disclosed in the Register of Directors' Interests pursuant to Section 325 of the Act in the issued share capital of the Company and the existence of which is known to, or could with reasonable due diligence be ascertained by, any of the Existing Directors and Proposed Directors as at the date of this document and immediately following Re-Admission are as follows:

	As at the date of this document			Immediately Following Re-Admission					
	No. Shares	**% of issued share capital**	**Number of Options**	**No. Shares**	**% of issued share capital (Minimum Subscription of 60m Shares)**	**% of issued share capital (Proposed placing of 100m Shares)**	**% of issued share capital (Maximum Subscription of 160m Shares)**	**No. of Converting Shares**	**No. of Options**
Proposed Directors									
Mr Craig Burton[1]	10,000,000	20.0	4,000,000	18,400,000	11.3	9.1	7.0	8,400,000	4,000,000
Mr Peter Hind[2]	-	-	-	-	-	-	-	-	15,000,000
Mr Peter Gunzburg[3]	-	-	-	2,500,000	1.5	1.2	1.0	500,000	-
Existing Directors									
Ms Claire Poll[4]	200,000	0.4	-	200,000	0.1	0.1	0.1	-	-
Mr Mark Freeman[5]	2,500,000	5.0	4,000,000	2,700,000	1.5	1.2	1.0	-	4,000,000

Notes:

1. Mr Burton's interests are held through the CI Burton Family Trust A/C (13,400,000 shares and 4,000,000 options) and CI Burton Super Fund A/C (5,000,000 shares).
2. Mr Hind's options will be issued on certain milestones, including Re-Admission.
3. Mr Gunzburg's interests are held through Trovex Pty Ltd.
4. Ms Poll's interests are held by Nicholas Poll and Claire Poll <Poll Superannuation Fund Ac>.
5. Mr Freeman's interests are held through Dolce Capital Pty Ltd <Dolce Ac> (2,000,000 shares), Mark Freeman <Freeman Family Ac> (699,999 shares), and 1 share held by himself.

Save as disclosed above, none of the Existing Directors or Proposed Directors nor any member of their respective immediate families nor any person connected with the Directors (within the meaning of Section 346 of the Act) has any interest, whether beneficial or non-beneficial, in any share capital of the Company.

ii) Transactions, assets, contracts or arrangements

There are no outstanding loans granted or guarantees provided by the Company to or for the benefit of any of the Directors.

Save as otherwise disclosed in this document, no Director has any interest, whether direct or indirect, in any transaction which is or was unusual in its nature or conditions or significant to the business of the Company taken as a whole and which was effected by the Company since its incorporation and which remains in any respect outstanding or unperformed.

iii) Directors' service agreements and remuneration

Details of the current service agreements and remuneration of each Existing Director and Proposed Director with the Company are as follows:

Peter Hind

The Company appointed Mr Peter Hind as Chief Executive Officer of the Company effective 1 January 2006 via a letter agreement dated 23 November 2005, on the following terms and conditions:

(a) the Company will pay Mr Hind a base salary of £140,000 per year; and

(b) either the Company or Mr Hind may terminate the agreement by giving 6 months notice.

The Company and Mr Peter Hind propose to enter into an executive services agreement that confirms these terms, and includes additional terms and conditions substantially the same as set out below:

(a) subject to all relevant shareholder and regulatory approvals being obtained for the grant of the options (proposed to occur at the Extraordinary General Meeting), the Company will grant the following options to Mr Hind:

    (i) 5,000,000 options exercisable at 0.1p each ("Tranche 1 Options") on or before that date which is 5 years after the date of grant – to be granted on shareholder approval;

    (ii) 10,000,000 options exercisable at 5p each ("Tranche 2 Options") on or before that date which is 5 years after the date of grant – to be granted on shareholder approval.

    The above options will lapse 90 days after Mr Hind ceases to be an employee of the Company (if not exercised earlier) and are subject to the following vesting conditions:

    (i) 800,000 Tranche 1 Options and 1,600,000 Tranche 2 Options on the date of grant;

    (ii) 2,100,000 Tranche 1 Options and 4,200,000 Tranche 2 Options on the first anniversary after the date of grant; and

    (iii) 2,100,000 Tranche 1 Options and 4,200,000 Tranche 2 Options on the second anniversary after the date of grant.

    If Mr Hind ceases to be an employee of the Company, all options which have not vested will immediately lapse and all options which have vested will lapse 60 days after Mr Hind ceases to be an employee (if not exercised earlier). In the event that an offer to purchase 50% of more of the issued shares in the Company is accepted then all options shall become exercisable.

(b) Mr Hind's engagement may be terminated by the Company in a number of additional circumstances, including summarily without notice if Mr Hind is found guilty of any serious breach of the agreement or is convicted of any major criminal offence which brings the Company into lasting disrepute.

    There are no additional benefits payable to Mr Hind upon termination of the employment, however the Company reserves the right to dispense with the termination notice period with the payment of 6 months salary. The agreement will also contains standard restraint, confidentiality and protection of intellectual property provisions.

Craig Burton

Mr Burton has been a Director of the Company since 24 February 2005. On completion of the Acquisition, Mr Burton will take up the position of Non Executive Chairman, at which time it is anticipated he will enter into a new non-executive letter of appointment, with directors fees of £20,000 per annum. Under the terms of the agreement, Mr Burton's appointment will automatically cease should Mr Burton resign, or is not re-elected by Shareholders. There are no benefits payable to Mr Burton upon termination of the employment.

Peter Gunzburg

Prior to Re-Admission, Mr Gunzburg will be appointed to the Board as a Non Executive Director, at which time he will be retained under a non-executive letter of appointment, with directors fees of £20,000 per annum. Under the terms of the agreement, Mr Gunzburg's appointment will automatically cease should Mr Gunzburg resign, or is not re-elected by Shareholders. There are no benefits payable to Mr Gunzburg upon termination of the employment.

Details of the nature and amount of each element of the emoluments of each Director of the Company for the year ended 30 June 2005 are as follows:

Name	Primary Base Salary and Fees €	Bonus Equity and Non Monetary Benefits €	Compensation Value of Options €	Post-employment Superannuation Contributions €	Total €
Craig Burton	3,077	-	-	-	3,077
Mark Freeman	3,077	-	-	-	3,077
Claire Poll	3,077	-	-	-	3,077
Total	**9,321**	**-**	**-**	**-**	**9,321**

Ms Poll and Mr Freeman provide Non Executive Director services to the Company either directly or through a consultancy agreement between the Company and an associated company of each director, with remuneration payable of £6,000 per annum. Each agreement is terminable on one months' notice, with no termination benefits payable. Ms Poll and Mr Freeman have served has Directors since 24 February 2005. Prior to Re-Admission, both Ms Poll and Mr Freeman will step down from their respective Board positions and end their service agreements with the Company.

b) Additional directorships/partnerships

In addition to their directorships of the Company, the Directors hold or have held at some time during the 5 years preceding the date of this Admission Document the following directorships or are or have been at some time in the 5 years preceding the date of this Admission Document partners in the following businesses:

Name	Current directorships/ partnerships	Past directorships/ partnerships
Mr Craig Burton	Albidon Ltd Bluefire Energy Ltd Capital Drilling Ltd Exco Resources NL Liberty Gold NL Isis Resources plc Livingstone Petroleum Ltd Mirabela Nickel Ltd Mitchell River Group Pty Ltd Nullabor Prospecting Co Pty Ltd Rewards Group Ltd Sampala Investments Pty Ltd Sequentes Pty Ltd Verona Capital Pty Ltd	Energy Ventures Ltd Golden Gate Petroleum Ltd Halcyon Group Ltd Lennard Brook Pty Ltd Oriel Communications Ltd Sally Malay Mining Ltd West Oil NL
Mr Peter Hind	Chart Energy Advisors Ltd	Carpenter Pacific Resources Limited
Mr Peter Gunzburg	Eurogold Limited Fleetwood Corporation Limited PieNetworks Limited Bay Securities Pty Ltd Roktluwi Pty Ltd Trovex Pty Ltd Worldwise Enterprises Pty Ltd Dee Road Pty Ltd	CIBC Australia Ltd CIBC Eyres Reed Funds Management Pty Ltd CIBC World Markets Securities Australia Limited CIBC World Markets Australia Ltd E.R.M. (Investments) Pty Ltd Exchange Nominee Pty Ltd Eyres Reed (Holdings) Limited Eyres Reed Settlement Nominee Pty Ltd Martin Corporation Services Pty Ltd Pandaton Pty Ltd ERLACC Nominee Pty Ltd ERLUP Nominee Pty Ltd
Mr Mark Freeman	Capital Intelligence Ltd Golden Gate Petroleum Ltd Liberty Gold NL Dolce Capital Pty Ltd Northdale Pty Ltd Meccano Pty Ltd Purple Circle Securities Ltd	

Name	Current directorships/ partnerships	Past directorships/ partnerships
Ms Claire Poll	Energy Ventures Limited (changed name from Australian Development Capital Limited) Cool Energy Limited Delacroix Pty Ltd	Stella Resources plc

c) Directors' background

Save as disclosed above, no Existing Director or Proposed Director has:

- any unspent convictions in relation to indictable offences;
- had any bankruptcy order made against him or entered into any voluntary arrangements;
- been a director of a company which has been placed in receivership, compulsory liquidation, creditors voluntary liquidation, administration, been subject to a company voluntary arrangement or any composition or arrangement with its creditors generally or any class of its creditors whilst he was a director of that company or within the 12 months after he ceased to be a director of that company;
- been a partner in any partnership which has been placed in compulsory liquidation, administration or been the subject of a partnership voluntary arrangement whilst he was a partner in that partnership or within the 12 months after he ceased to be a partner in that partnership;
- been the owner of any assets or a partner in any partnership which has been placed in receivership whilst he was a partner in that partnership or within 12 months after he ceased to be a partner in that partnership;
- been publicly criticised by any statutory or regulatory body (including recognised professional bodies); or
- been disqualified by a court from acting as a director of any company or from acting in the management or conduct of affairs of a company.

d) Benefits

Save as disclosed below or elsewhere in this Admission Document, no person has:

(i) received, directly or indirectly, from the Company within twelve months preceding the application for Re-Admission to AIM: or

(ii) entered into contractual arrangements (not otherwise disclosed in this Admission Document) to receive, directly or indirectly, from the Company on or after Re-Admission any of the following:

- fees totalling £10,000 or more;
- its securities where these have a value of £10,000 or more calculated by reference to the issue price or, in the case of an introduction, the expected opening price; or
- any other benefit with a value of £10,000 or more at the date of Re-Admission.

e) Shareholders

The details of all Shareholders who had a beneficial interest in at least 3% of the issued share capital of the Company as at 6 February 2006, insofar as is known to the Directors, is set out in the table in Section 7 of Part 1 of this Admission Document. All Shareholders have identical voting rights.

Save as described in that table, the Directors are not aware of any person who is interested, directly or indirectly, in 3% or more of the issued share capital of the Company or of any other person who, directly or indirectly, jointly or severally, could exercise control over the Company.

6 Recent Trends and Prospects

Other than as described elsewhere in this Admission Document, the Company has not sold any products or performed any services since incorporation and there are therefore no significant recent trends in production, sales and inventory costs and selling prices between the end of the last financial year and the date of this Admission Document.

The principal driver in the petroleum industry is the price of oil and gas, which has increased over recent years. It appears reasonable to suggest that these prices will continue, at least in the short term, at or near current levels as a result of increasingly high demand for these products and a continued inability of current production to meet such demand. Further, there is a general concern that petroleum companies have not been replacing their reserves at a sufficient rate to maintain existing production levels. Through applying modern exploration methods to the Inke Concession, the Company is in a position whereby it may be able to capitalise on this opportunity to identify and develop petroleum discoveries.

7 Material Contracts

Save as set out below, the Group has not entered into any material contracts not being contracts entered into in the ordinary course of business within the previous two years nor has any other contract been entered into which contains any provision under which any member of the Group has any obligation or entitlement which is material to the Group.

a) Inke Petroleum Acquisition Agreement

On 23 December 2005, the Company, Inke Petroleum and the shareholders of Inke ("Vendors") entered into an agreement pursuant to which the Company agreed to acquire 100% of the issued capital in Inke ("Share Sale Agreement").

The material terms of the Share Sale Agreement are set out below:

(a) (**Sale and Purchase of Shares**): The Company agreed to purchase and the Vendors agreed to sell 100% of the issued share capital in Inke. The consideration payable by the Company to the Vendors will be satisfied by the Company:

(i) issuing 52,000,000 Shares to the Vendors at settlement; and

(ii) issuing 32,000,000 Converting Shares to the Vendors at settlement. The material terms of the Converting Shares are set out in the notice of Extraordinary General Meeting attached to this Admission Document.

(b) (**Conditions Precedent**): Settlement of the Share Sale Agreement is conditional upon:

(i) the approval of the transaction by the Company's shareholders;

(ii) the Company completing a capital raising of at least £1.5 million;

(iii) the Company completing its due diligence investigations on Inke to its satisfaction; and

(iv) the Nomad confirming to the Independent Directors that it believes the terms of the transactions contemplated by the agreement are fair and reasonable insofar as the shareholders in the Company are concerned

Conditions (iii) and (iv) have been satisfied.

(c) (**Settlement**): Settlement of the Share Sale Agreement will take place 5 business days after the satisfaction of the above conditions precedent.

(d) (**Warranties**): The Share Sale Agreement contains a number of warranties given by certain of the Vendors, including Mr Craig Burton who is a director of the Company, (Warrantors) to the Company which are usually given in transactions of this type, including warranties as to the share capital, subsidiaries, liabilities and activities of Inke, and the status and ownership of the Inke Concession.

(e) (**Indemnity**): The Warrantors jointly and severally indemnify the Company against any claim against the Company connected with any breach of the warranties in the Share Sale Agreement. The Warrantors are not liable for any claim unless the Company has given written notice to the Warrantors setting out the details of the claim within 12 months after settlement of the Share Sale Agreement and court proceedings have been served by the Company against the Warrantors within 6 months immediately following notification of the claim.

(f) (**Termination**): If any party defaults in the performance of any of its obligations under the Share Sale Agreement, and that default continues for 7 days after receiving notice from another party to remedy the default, then the non-defaulting party may terminate the Share Sale Agreement and sue the defaulting party for damages and/or specific performance of the Share Sale Agreement.

b) Inke Agreement

On 3 November 2005, Inke Petroleum entered into an agreement with Gemstone Properties Ltd (Gemstone), Blue Star '95 Kft and Mary Ellen Baugh (Vendor) to acquire 100% of the issued capital of Gemstone from the Vendor (the "Inke Agreement"). Completion of this acquisition has not yet taken place.

Pursuant to the Inke Agreement, the Vendor made a number of representations and warranties concerning the status and ownership of the Inke Concession.

Of the consideration paid for the acquisition, an outstanding amount of €500,000 (the Outstanding Consideration) is payable within 3 days after the relevant government authorities have awarded an extension of the exploration period or mining plots or new exploration licences to Gemstone. This payment will be made upon each mining plot or exploration licence or exploration period extension being granted at the rate of €400 for each hectare granted (so that upon the grant of 1,250 square kilometres of the current area of the Inke Concession this payment will be made in full). If the Outstanding Consideration (on becoming due) is not paid within 14 days of receipt of a letter of demand, an entity nominated by the Vendor will be entitled to be re-registered as the owner of the entire issued share capital of Gemstone.

As part of the Inke Agreement, Gemstone entered into a royalty agreement with New Frontier Management Limited (a company nominated by the Vendor) (Royalty Holder) under which Gemstone agreed to pay the Royalty Holder a royalty of 6% of the value of the wellhead quantity of hydrocarbons produced from the Inke Concession.

c) RFC Nomad Engagement Agreement

A letter of engagement dated 23 December 2005 from RFC to the Company under which RFC has agreed to act as the Company's nominated adviser for one year from Re-Admission and thereafter, unless terminated by three months' written notice by RFC or the Company. Under the agreement, the Company has agreed to pay to RFC an engagement fee of A$50,000 (plus GST), a fee of A$100,000 (plus GST) on admission and an ongoing nominated adviser fee of A$60,000 (plus GST) per annum. The Company has also agreed to issue RFC on Re-Admission three year options to subscribe for fully paid Shares in the Company equivalent to 1% of the Company's total post Reverse Takeover shares at an exercise price 25% greater than the Placing Price, as well as to pay a cash fee of 0.5% of any capital raised through an AIM broker.

d) Westhouse Broker Engagement Agreement

A letter agreement will be entered into between Westhouse and the Company pursuant to which Westhouse will agreed to act as the Company's broker, unless terminated by written notice by Westhouse or the Company. Under the terms of the agreement, the Company has agreed to pay Westhouse an ongoing broker fee of £25,000 (plus VAT) per annum payable quarterly in advance. The Company has also agreed to pay a commission of 5% on funds raised by Westhouse in the United Kingdom.

e) Placing Agreement

It is intended that a Placing Agreement will be entered into between (1) the Company, (2) Westhouse, and (3) relevant Existing Directors and/or Proposed Directors under which Westhouse will agree to use its reasonable endeavours as agent to procure Placees located in the United Kingdom on behalf of the Company to subscribe for Placing Shares at the Placing Price. Under the Placing Agreement, the Company will agree, subject to Re-Admission, to pay the fees as set out in the Broker Engagement Agreement above.

The Placing Agreement provides that the relevant Directors and/or Proposed Directors and the Company will give certain warranties and the Company will give certain indemnities as to the accuracy of the information contained in the Admission Document and other matters in relation to the Company and its business.

The Placing Agreement may be terminated prior to Re-Admission by Westhouse should its performance be delayed or impaired by a force majeure event which in Westhouses opinion affects the financial position or prospects of the Company or makes the success of the Placing doubtful. The Placing Agreement may also be terminated in certain other circumstances, including for material breach of its warranties.

f) Hercules Loan Agreement

Inke Petroleum has entered into an agreement with Hercules Energy Pty Ltd ("Hercules") whereby Hercules has advanced to Inke an interest free working capital loan to assist Inke to conduct exploration on the Inke Concession. As at 31 January 2006, this loan totalled A$1,289,910.38, repayable on Ming completing the Acquisition of Inke, or upon Inke otherwise raising capital.

g) Lock-in Agreement

Lock-in Agreements will be made between (1) the Company, (2) RFC, and (3) the Proposed Directors and their related parties, being Mr Craig Burton, Mr Peter Hind and Mr Peter Gunzburg, and under which the Directors undertake not to dispose any of their interests they or their related parties hold in securities in the Company for a period of 12 months from Re-Admission and for the period after 12 months from Re-Admission not without first giving Westhouse and the Company at least five business days notice and offering such securities to the Company's brokers for placing or otherwise disposing of such securities on a best price and execution basis.

8 Taxation Implications for UK Residents of Investing in the Company

The following information is intended only to provide a general outline of the taxation implications to UK residents of an investment in Shares.

The statements set out below are intended only as a general guide to the tax position based on current UK tax legislation and H.M. Revenue and Customs practice and apply only to certain categories of UK persons. The summary does not purport to be a complete analysis or listing of all the potential tax consequences of holding Shares. Prospective purchasers of Shares are advised to consult their own tax advisers concerning the consequences under any tax laws of the acquisition, ownership and disposition of Shares in the Company. In particular, Shareholders are advised to consider the potential impact of any relevant Double Tax Agreement on their shareholding. Shareholders who may be subject to tax in any jurisdiction other than the United Kingdom should consult their professional advisers without delay.

The statements do not cover all aspects of UK taxation that may be relevant to, or the actual tax effect that any of the matters described herein will have on, the acquisition, ownership or disposition of Shares in the Company by particular investors. The statements apply only to Shareholders who are the beneficial owners of the Shares but are not applicable to all categories of Shareholders, and in particular are not addressed to:

- Shareholders who do not hold their Shares as capital assets;
- Shareholders who own (directly or indirectly) 10% or more of the Company;
- special classes of Shareholders such as dealers in securities or currencies, broker-dealers, or investment companies;
- Shareholders who hold Shares as part of hedging or conversion transactions; or
- Shareholders who hold Shares in connection with a trade, profession or vocation carried on in the UK (whether through a permanent establishment or otherwise).

The statements below in respect of the taxation of dividends and distributions and the taxation of chargeable gains only cover the principal UK tax consequences of holding Shares for holders who are resident in the UK for tax purposes although it should be noted

Tax residence of the Company

The Existing Directors and the Proposed Directors consider that the Company will be resident for tax purposes in the United Kingdom from Re-admission.

Taxation of Dividends

Under current United Kingdom tax legislation, no taxation should be withheld at source from dividend payments made by the Company to its shareholders.

Individual shareholders resident for tax purposes in the United Kingdom should generally be entitled to a tax credit in respect of dividends paid by the Company at the rate one ninth of the cash dividend or 10 per cent. of the aggregate of the cash dividend and the associated tax credit. An individual shareholder will be liable to income tax on the aggregate of the dividend and the tax credit (which will be regarded as the top slice of the individual's income) at the dividend ordinary rate (10 per cent. in 2005-2006) in the case of starting and basic rate taxpayers or the dividend upper rate (32.5 per cent. in 2005-2006) in the case of higher rate taxpayers. The effect will be that taxpayers who are otherwise liable to pay tax at the lower or basic rate of income tax will have no further liability to income tax in respect of the dividend payment. Higher rate taxpayers will have an additional tax liability (after taking into account the tax credit) of 22.5 per cent. of the aggregate of the dividend and associated tax credit. If the tax credit exceeds the shareholders overall liability to income tax, he will not be able to claim payment of the excess in cash from HM Revenue & Customs.

United Kingdom resident corporate shareholders will generally not be subject to corporation tax in respect of dividends received from the Company unless the shareholder is carrying on a trade of dealing in shares.

Taxation on chargeable gains

If a shareholder who is resident and ordinarily resident for tax purposes in the United Kingdom disposes of some or all of his Ordinary Shares, such a disposal may give rise to a chargeable gain or an allowable loss for the purposes of capital gains tax. In computing a chargeable gain, the shareholder should be entitled to deduct from the disposal proceeds the cost to him of acquiring the Ordinary Shares as well as utilising any available exemptions, allowances or reliefs.

Taper relief may be available to reduce chargeable gains accruing to individuals. Taper relief reduces the proportion of any chargeable gain assessable to capital gains tax by reference to the period of ownership of the Ordinary Shares by a shareholder.

Stamp duty and stamp duty reserve tax ("SDRT")

No stamp duty or stamp duty reserve tax ("SDRT") will generally be payable on the issue by the Company of the Ordinary Shares.

Transfers of Ordinary Shares for value will give rise to a liability to ad valorem stamp duty or SDRT at the rate of 0.5 per cent. of the consideration (in the case of stamp duty, rounded up to the nearest £5).

No stamp duty or SDRT should arise on the transfer of the Ordinary Shares to CREST for conversion into uncertified form, unless the transfer is for consideration. Transfers under the CREST system for paperless transfers of shares will generally be liable to SDRT at the rate of 0.5 per cent. of the consideration. CREST is obliged to collect SDRT from the transferee in relation to transfers settled through the CREST system.

The above statements are intended as a general guide only to the current taxation regime in the United Kingdom and are not exhaustive. Any person who is in any doubt as to his taxation position, or is subject to tax in a jurisdiction other than the United Kingdom, should consult his own professional adviser.

9 Working Capital

The Existing Directors and Proposed Directors, having made due and careful enquiry, and taking into account the net proceeds of the Placing and existing cash, are of the opinion that the working capital available to the Company and the Group will, from the time of the Company's Re-Admission, be sufficient for the requirements of the Group for at least 12 months from the date of Re-Admission. In making this statement, the Existing Directors and Proposed Directors have assumed that minimum proceeds from the raising of £3,000,000 (before expenses) are achieved. Re-Admission is conditional on these funds being raised.

This opinion is based on the Company completing exploration drilling of the Blue Topaz 9 target and conducting a review of the remaining Inke Concession and estimated costs for such as disclosed in Section 6 of Part 1 of this Admission Document.

10 Corporate Governance

Due to the size and nature of the Company, it does not currently comply with the full provisions of the Combined Code. However, the Proposed Directors recognise the importance of sound corporate governance and intend, where practicable for a company of the Company's size and nature, to comply with the main provisions of the Combined Code.

The Proposed Directors will abide by Rule 21 of the AIM Rules for directors' dealings as applicable to AIM companies and will also take all reasonable steps to ensure compliance by the Company's applicable employees.

11 General

a) Accounting Reference Date

The accounting reference date of the Company is 31 December and the first audited accounts will be made up to 31 December 2005.

b) Expenses

The expenses of or incidental to the Placing and Re-Admission that are payable or have been paid by the Company are estimated to amount to £452,758 including commissions for procuring Placees of £271,739. The net proceeds from the Placing, after deducting the estimated expenses (including those already paid), are £4,547,242.

c) Minimum Raising Amount

In the Directors' opinion, the minimum gross amount that must be raised pursuant to the Placing is £3,000,000, comprising:

		£ million
i)	The purchase price of any property (including plant & equipment)	0.3
ii)	The preliminary expenses of Re-Admission and the Placing, including commissions	0.5
iii)	Repayment of loans associated with entity being acquired	0.6
iv)	Working capital	3.2
Sub-total		4.6
Less: the amount to be funded by existing cash reserves		1.6
Minimum gross amount that must be raised pursuant to the Placing		3.0

d) Placing and Allotment Details

The amount payable on application and allotment of each of the Placing Shares pursuant to the Placing is 5p.

The period within which placing participations may be accepted pursuant to the Placing and arrangements for the payment and holding of monies payable thereunder pending Re-Admission are set out in the placing letters sent to prospective Placees.

The Placing Shares are not being offered generally and no applications will be accepted other than under the terms of the placing letters. The Placing Shares have been conditionally placed and the Placing is not being guaranteed or underwritten by any person.

The Placing Shares are to be subscribed for by the date of Re-Admission. Monies received pursuant to the Placing will be held in accordance with the terms of the placing letters distributed by the Company and its agents until such time as the Placing becomes unconditional in all respects. If the Placing does not become unconditional in all respects by 5 April 2006 (being the day prior to the Extraordinary General Meeting) or any placing application is otherwise rejected the relevant application monies will be returned to the Placees entitled to the same at their own risk without interest.

e) Financial position

Save as disclosed in this Admission Document, there has been no significant change in the financial or trading position of the Company or any member of the Group since 30 June 2005.

f) Litigation and arbitration

Since incorporation, neither the Company nor any member of the Group has been engaged in, or is currently engaged in, any governmental, legal or arbitration proceedings which have had or may have a significant effect on the financial position or profitability of the Company or the Group and, so far as the Existing Directors and the Proposed Directors are aware, there are no such proceedings pending or threatened against the Company or any member of the Group.

g) Exceptional factors

Save as set out in this Admission Document, the Directors are unaware of any exceptional factors which have influenced the Company's recent activities.

There has been no public takeover bid for the whole or any part of the share capital of the Company or any member of the Group prior to the date of this document. There are no mandatory takeover bids and/or squeeze out and sell out rules in relation to the Ordinary Shares.

h) Investments in progress

Save as disclosed, there are no significant investments in progress. The Company continuously evaluates new investment opportunities. However, no significant investment commitments in relation to any such opportunities have been made by the Company as at the date of this Admission Document.

i) Dependence on licences, contracts etc

Save as disclosed in this document, there are no patents, licences, industrial, commercial or financial contracts or new manufacturing processes which are material to the business or profitability of the Company.

Should the Acquisition be approved, the Company's prospects will be dependent on the results of work undertaken in exploring the Inke Concession, as well as developing any potentially economic discoveries thereon.

j) Consents

RPS has given and not withdrawn its written consent for the inclusion of references to its name in the form and context in which it appears and to the inclusion of its report set out in Part 3 of this Admission Document. To the maximum extent permitted by law, RPS expressly disclaims and takes no responsibility for any part of this Admission Document.

BDO has given and not withdrawn its written consent for the inclusion of references to its name in the form and context in which it appears and to the inclusion of its report set out in Part 4 of this Admission Document. To the maximum extent permitted by law, BDO expressly disclaims and takes no responsibility for any part of this Admission Document.

The following persons have given and not withdrawn their written consent to being named in this Admission Document but have not made any statements that are included in this Admission Document or statements identified in this Admission Document as being based on any statements made by those persons:

- RFC Corporate Finance Limited;
- Steinepreis Paganin;
- Computershare Investor Services PLC;
- Westhouse Securities LLP;
- Everitt Kerr and Co Ltd; and
- Watson Farley & Williams LLP.

To the maximum extent permitted by law, each of the persons referred to above expressly disclaims and takes no responsibility for any part of this Admission Document other than the references to their name.

k) Third Party Information

Where information in this document is indicated as having been sourced from a third party, such information has been accurately reproduced and as far as the Company is aware from information published by the relevant third parties (being the Competent Person in RPS and the reporting accountant in BDO),no facts have been omitted from this document which would render the information inaccurate or misleading.

l) Inspection of documents

Copies of the following documents may be inspected at the offices of Watson Farley & Williams LLP at 15 Appold Street, London EC2A 2HB:

- the Memorandum and Articles of Association;
- RPS's report contained in Part 3 of this Admission Document;
- the directors' service and other agreements referred to in Section 7 of this Part 6; and

- the written consents referred to in this Section.

12 Availability of Admission Document

Copies of the Admission Document will be available during normal business hours on any business day free of charge to the public at the offices of Watson Farley & Williams LLP at 15 Appold Street London EC2A 2HB for a period of one month from the date of Re-Admission, and on the Company's website at www.matrapetroleum.com.

Dated: 13 March 2006