

Stavanger, 26<sup>th</sup> March 2013

**NOTICE OF THE ANNUAL GENERAL MEETING**

on 17<sup>th</sup> April 2013 at 10:00 CET

Badger Explorer ASA, Forusskogen 1, 4033 Stavanger, Norway

The Board of Directors (“Board”) proposes the following agenda for the AGM:

1. Opening of the AGM by the Chairman of the Board, Marcus Hansson (no voting)
2. Registration of attending shareholders and received proxies (no voting)
3. Election of the chairman for the AGM and election of one person to co-sign the minutes together with the chairman of the AGM

The AGM shall elect an independent chairman to chair the AGM. The chairman of the AGM will then propose a person to be elected to co-sign the minutes of the AGM.

4. Approval of the notice and the agenda
5. Approval of the annual accounts and annual report for Badger Explorer ASA and the Badger Explorer Group for the fiscal year 2012

The Board proposes that the AGM approves and resolves the annual accounts and the annual report for Badger Explorer ASA and the Badger Explorer Group for the fiscal year 2012.

The annual accounts and annual report for the fiscal year 2012 with all enclosures are attached to this notice.

**6. The Board’s remuneration policy - guidelines for 2013**

In accordance with the Public Limited Liability Companies Act § 6-16a, the Board has prepared a statement regarding the determination of salaries and other remuneration for the Company’s management for the fiscal year 2013.

The Board proposes that the attached statement is approved and resolved by the AGM.

**7. Determination of remuneration for the Board of Directors**

The Nomination Committee proposes that the AGM approves the Board’s remuneration for the fiscal year 2012 amounting to 1,075,000 NOK divided among the Board members as follows:

Name	Ordinary Remuneration	Audit Committee	Total Remuneration
Marcus Hansson	300,000 NOK	Included	300,000 NOK
Kristine Holm	150,000 NOK		150,000 NOK
Tone Kvåle *	150,000 NOK	50,000	200,000 NOK
Clive Mather	300,000 NOK		300,000 NOK
John R. Wilson	125,000 NOK		125,000 NOK
<b>Total</b>	<b>1,025,000 NOK</b>	<b>50,000 NOK</b>	<b>1,075,000 NOK</b>

\* At the General Meeting held on 8<sup>th</sup> May 2012 the General Meeting provided the Board of Directors with a proxy to enter into agreements with close associates for 2012. The remuneration is limited to 1,500

NOK per hour. The total remuneration for such agreements shall not exceed the amount of 250,000 NOK for the time period set above. Badger Explorer ASA entered into such an agreement with Tone Kvåle, who is currently a member of the Board of Directors.

#### 8. Determination of remuneration for the Nomination Committee

The Nomination Committee proposes that the AGM approves the remuneration of the members of the Nomination Committee amounting to 40,000 NOK divided among the members of the committee as follows:

Name	Position	Total Remuneration
Rolf E. Ahlqvist	Chairman of the Committee	20,000 NOK
Bjørge Gretland	Member	10,000 NOK
Knut Åm	Member	10,000 NOK
<b>Total</b>		<b>40,000 NOK</b>

#### 9. Determination of compensation for the auditor

The Company's CEO will present the account of the fees proposed by the Company's auditor Ernst & Young for the work carried out during the fiscal year 2012, in total 283,817 NOK, divided into 225,000 NOK for standard audit work, 27,140 NOK for assurance services and 31,677 NOK for other assistance.

The Board proposes that the fees are approved by the AGM.

#### 10. Election of Auditor

The Board proposes that Ernst & Young is re-elected as the Company's auditor.

#### 11. Election of members of the Board of Directors

Currently the Board of Directors consists of the following members:

- Marcus Hansson (Chairman), re-elected until the AGM in 2014
- Kristine Holm, re-elected until the AGM in 2013
- Tone Kvåle, re-elected until the AGM in 2013
- Clive Mather, elected until the AGM in 2013.

Badger Explorer ASA's Nomination Committee nominates the following as members of the Board of Directors to be elected by the AGM:

- Hilde Christiansen (Board member) - to be elected until AGM in 2015
- Tone Kvåle (Board member) - to be re-elected until the AGM in 2015
- David S. Ottesen (Board member) - to be elected until the AGM in 2015

The Nomination Committee's recommendations are attached to this notice including information on the above proposed candidates.

If the candidates proposed by the Nomination Committee are elected by the AGM, the Board of Directors of Badger Explorer ASA will have the following members:

- Marcus Hansson (Chairman) - re-elected until the AGM in 2014
- Hilde Christiansen (Board member) - elected until AGM in 2015
- Tone Kvåle (Board member) - re-elected until the AGM in 2015
- David S. Ottesen (Board member) - elected until the AGM in 2015.

### 12. Agreements with close associates

For reaching the Company's goal of commercializing the Badger Explorer the Board proposes to use competence provided by close associates. It is suggested that the General Meeting provides the Board with a proxy to enter into such agreements for the period as of 17<sup>th</sup> April 2013. The authorisation shall be valid until the next Annual General Meeting to be held in 2014 but in no event longer than until 30<sup>th</sup> June 2014. The remuneration is limited to 1,500 NOK per hour. The total remuneration for such agreements shall not exceed the amount of 250,000 NOK for the time period set above. Time schedule and detailed specifications of duties shall be approved by the Company's Board of Directors. The chosen close associates have networks and expertise available that can be of interest to be used for assignments that exceed the scope of work for ordinary tasks of Board members.

### 13. Election of member of the Nomination Committee

The current members of the Nomination Committee are:

- Rolf E. Ahlqvist - re-elected until the AGM in 2014
- Bjørge Gretland - re-elected until the AGM in 2013
- Knut Åm - re-elected until the AGM in 2014.

Bjørge Gretland's term as a member of the Nomination Committee expires at the AGM for which this notice is given.

The Nomination Committee nominates that the following candidate as a member of the Company's Nomination Committee:

- Bjørge Gretland - re-elected until the AGM in 2015.

### 14. Board authorisations to increase the share capital

The Board currently holds two authorisations to increase the share capital of the Company:

- By 115,858 NOK, by issue of up to 926,864 shares to employees etc. as a part of the Company's share incentive scheme, expiring on the date of the Annual General Meeting of the Company to be held in 2013, provided however, that it shall in no event be valid longer than until 30<sup>th</sup> June 2013. The authorisation was resolved on 8<sup>th</sup> May 2012.
- By 231,716 NOK, by issue of up to 1,853,728 shares in conjunction with private placements made by the existing shareholders and/or external investors, expiring on the date of the Annual General Meeting of the Company to be held in 2013, provided however, that it shall in no event be valid longer than until 30<sup>th</sup> June 2013.

The Board proposes that the AGM re-approves the "Board authorisation I - Share incentive scheme" and the "Board authorisation II - Further capitalisation". Both authorisations shall be given for a period lasting no longer than until the next Annual General Meeting to be held in 2014, but in no event longer than until 30<sup>th</sup> June 2014. The shareholders' pre-emptive rights are proposed exempted. The reason for the pre-emptive rights to be exempted is that the Company wishes to be able to (i) use share issues in conjunction with the implementation of share incentive schemes for its employees etc. and (ii) issue shares towards certain specifically chosen institutional investors or others if required or desired in conjunction with the Company's expansion, development and/or strategic acquisitions.

Thus the Board proposes that the AGM passes the following resolutions:

#### Board authorisation I - Share incentive scheme:

- 1) In accordance with the Public Limited Liability Companies Act § 10-14 the Board of Directors is provided with authorisation to increase the Company's share capital by up to 115,858 NOK, by means of issuance of up to 926,864 shares of nominal value 0.125 NOK.

- 2) The authorisation shall be valid until the next Annual General Meeting to be held in 2014 but in no event longer than until 30<sup>th</sup> June 2014.
- 3) The shareholders' preferential rights to subscribe for shares in accordance with the Public Limited Liability Companies Act § 10-4 may be waived.
- 4) The authorisation may be used to issue shares to employees, directors and others connected with the Company as a part of the Company's share incentive scheme.
- 5) The authorisation also includes share issues made against payment by other means than in cash (in kind contribution).
- 6) The authorisation is not valid in the event of a merger in accordance with the Public Limited Liability Companies Act § 13-5.
- 7) This authorisation shall together with the other authorisation provided by this General Meeting be the only valid authorisations for the Board of Directors to issue shares in the Company.

### **Board authorisation II - Further capitalisation:**

- 1) In accordance with the Public Limited Liability Companies Act § 10-14 the Board of Directors is provided with authorisation to increase the Company's share capital with up to 231,716 NOK by way of issuance of up to 1,853,728 shares of nominal value 0.125 NOK.
- 2) The authorisation shall be valid until the next Annual General Meeting to be held in 2014 but in no event longer than until 30<sup>th</sup> June 2014.
- 3) The shareholders' preferential rights to subscribe for shares in accordance with the Public Limited Liability Companies Act § 10-4 may be waived.
- 4) The authorisation may be used to issue shares to existing shareholders and external investors in connection with the Company's expansion, development and/or strategic acquisition.
- 5) The authorisation also includes share issues made against payment by other means than in cash (in kind contribution).
- 6) The authorisation is also valid in the event of a merger in accordance with the Public Limited Liability Companies Act § 13-5, and may also be used in the event the Company has agreed payment in shares in connection with an acquisition etc.
- 7) This authorisation shall together with the other authorisation provided by this General Meeting be the only valid authorisations for the Board of Directors to issue shares in the Company.

### **15. Amendment of the Company's Articles of Association**

Currently the Company's Articles of Association provide stricter voting rules for resolutions of the Board than stated in § 6-25 of Public Limited Liability Companies Act. In the event of a tie of votes, the chairman of the Company's Board of Directors does not hold a casting vote.

To avoid a deadlock in relation to Board resolutions, the Board proposes to amend § 5 of the Company's Articles of Association by deleting "In the event of a equal votes the Chairman shall not hold a casting vote"

### **16. General briefing on the status in the Company and future prospects**

Please find enclosed to this notice the following attachments:

- Notice of attendance
- Proxy form
- Nomination Committee's report and recommendations
- Board of Directors' report 2012 and the financial statements and notes for Badger Explorer ASA and the Badger Explorer Group for the fiscal year 2012 and
- The Board's remuneration policy - guidelines for 2013.

If you wish to attend the AGM, we ask you to return the enclosed notice of attendance. Shareholders that won't take part in the AGM may be represented by proxy, in which case a written proxy form must be duly completed, dated and signed using the attached proxy form. Please submit your notice of attendance/proxy form as soon as possible, but **no later than 12:00 CET on 16<sup>th</sup> April 2013 to:**

Badger Explorer ASA, attn/Stefanie Mathis-Trousil, P.O. Box 147, 4065 Stavanger, Norway

Fax: +47 52 97 45 01 - E-mail: [str@bxpl.com](mailto:str@bxpl.com) - Tel: +47 52 97 45 30.

If you wish to have the notice and its attachments sent to you free of charge, please contact Badger Explorer ASA (e-mail: [post@bxpl.com](mailto:post@bxpl.com) or office: +47 52 97 45 00).

Badger Explorer ASA is a public limited company subject to the rules of the Public Limited Liability Companies Act. As of the date of this notice the Company has issued 18,537,288 shares and each share carries one vote. The shares have equal rights. As of the date of this notice, the Company does not hold any treasury shares.

A shareholder has the right to add matters to the agenda of the General Meeting. In accordance with the Public Limited Liability Companies Act § 5-14 (1) the AGM can only deal with issues that have been included in the notice. Questions submitted after the closing date will not be addressed.

In line with the Public Limited Liability Companies Act § 5-14 (2) the following matters may still be addressed at the meeting:

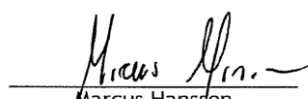
1. Matters that according to the law or the Company's Articles of Association must be dealt with in the meeting
2. Proposal for investigation (Public Limited Liability Companies Act § 5-25 first paragraph) and
3. The resolution to convene a new General Meeting in order to resolve proposals that were put forward during the current General Meeting.

A shareholder has the right to request that Board members and the Chief Executive Officer disclose all available information with regard to matters that may affect the deliberation of

1. The approval of the annual accounts and the Annual Report
2. Any matters that have been submitted to the shareholders for decision and
3. The Company's financial position, including activities of any other company in which the Company holds interest in as well as any other matters to be deliberated by the General Meeting, unless the disclosure of the requested information would have a disproportionate negative impact on the Company.

This notice and its appendices are available on the Company's website ([www.bxpl.com](http://www.bxpl.com) - Investor Relations - General Meetings).

On behalf of the Board of Directors of Badger Explorer ASA



Marcus Hansson  
(Chairman of the Board)



Attachment 1

**Notice of Attendance**  
**Annual General Meeting in Badger Explorer ASA**  
**17<sup>th</sup> April 2013 at 10:00 CET**

Shareholders who wish to attend the Annual General Meeting in Badger Explorer ASA on 17<sup>th</sup> April 2013 at 10:00 CET are asked to fill out and return this notice of attendance to:

Badger Explorer ASA, attn/Stefanie Mathis-Trousil, P.O. Box 147, 4065 Stavanger, Norway  
Fax: +47 52 97 45 01 - E-mail: [str@bxpl.com](mailto:str@bxpl.com) - Tel: +47 52 97 45 30.

The notice shall be returned latest by 16<sup>th</sup> April 2013 at 12:00 CET.

The undersigned, owning \_\_\_\_\_ shares in Badger Explorer ASA wishes to attend the Company's Annual General Meeting on 17<sup>th</sup> April 2013 at 10:00 CET. The undersigned will also represent the below mentioned shareholder/shareholders pursuant to the enclosed or separately submitted proxy/proxies.

Shareholder's name/names	Number of shares
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

\_\_\_\_\_  
Shareholder's signature

\_\_\_\_\_  
Name in block capitals

\_\_\_\_\_  
Date and place

Attachment 2

**Proxy**  
**Annual General Meeting in Badger Explorer ASA**  
**17<sup>th</sup> April 2013 at 10:00 CET**

If a shareholder of Badger Explorer ASA will not personally take part in the Company’s Annual General Meeting on 17<sup>th</sup> April 2013 at 10:00 CET, the shareholder may attend the AGM by proxy. The shareholder is asked to fill out the proxy form below and return it at the latest on 16<sup>th</sup> April 2013 at 12:00 CET to

Badger Explorer ASA, attn/Stefanie Mathis-Trousil, P.O. Box 147, 4065 Stavanger, Norway  
 Fax: +47 52 97 45 01 - E-mail: [str@bxpl.com](mailto:str@bxpl.com) - Tel: +47 52 97 45 30.

The undersigned, owning \_\_\_\_\_ shares in Badger Explorer ASA gives hereby (please check off):

- Marcus Hansson, chairman of the Board of Directors, or the person he authorizes or
- \_\_\_\_\_  
 Name of the representative in block capitals

authority to represent the undersigned at the Annual General Meeting in Badger Explorer ASA on 17<sup>th</sup> April 2013 at 10:00 CET.

In case the proxy was sent without naming the representative the proxy will be consider to be given to Marcus Hansson.

Matter	In favour	Against	Withhold	Representative decides
Election of the chairman of the AGM				
Election of a person to co-sign the minutes of the AGM with the chairman of the AGM				
Approval of the notice and agenda of the AGM				
Approval of the annual accounts and annual report for Badger Explorer ASA and the Badger Explorer Group for the fiscal year 2012				
The Board’s remuneration policy - guidelines for 2013				



Determination of remuneration for the Board of Directors				
Determination of remuneration for the Nomination Committee				
Determination of compensation for the auditor				
Election of Auditor				
Election of members of the Board of Directors <ul style="list-style-type: none"> <li><input type="checkbox"/> Hilde Christiansen</li> <li><input type="checkbox"/> Tone Kvåle</li> <li><input type="checkbox"/> David S. Ottesen</li> </ul>				
Agreements with close associates				
Election of member of the Nomination Committee <ul style="list-style-type: none"> <li><input type="checkbox"/> Bjørge Gretland</li> </ul>				
Board authorisations to increase the share capital <ul style="list-style-type: none"> <li><input type="checkbox"/> Board authorization I - Share incentive scheme</li> <li><input type="checkbox"/> Board authorization II - Further capitalisation</li> </ul>				
Amendment of the Company’s Articles of Association				

The voting by the representative shall happen according to the above given instructions. The Company does not take on any responsibility to verify that the proxy holder votes in accordance with the instructions. Note that if accurate instructions are not given in the voting form above, it will be regarded as an instruction to vote “in favour” for the specific proposal. In the event that a proposal will be submitted in addition or as a replacement for proposals in the notice, it is the representative that decides.

\_\_\_\_\_  
Shareholder’s signature

\_\_\_\_\_  
Name in block capitals

\_\_\_\_\_  
Date and Place