

Material for the extraordinary meeting of shareholders in

PETROSIBIR AB (publ)



Wednesday, 28 October 2009 ORDER OF BUSINESS

at the extraordinary general meeting of shareholders in

PETROSIBIR AB

Wednesday, 28 October 2009

- 1. Election of meeting chair
- 2. **Preparation and approval of voting register**
- 3. Election of one to two persons to review and approve the meeting minutes
- 4. Determination if the meeting has been duly convened
- 5. Approval of the order of business
- 6. **Proposal for adoption re: issuance authority (1)**
- 7. Proposal for adoption re: issuance authority (2)
- 8. Conclusion of the meeting



Förslag till beslut att framläggas på extra bolagsstämma i Petrosibir AB (publ) onsdagen den 28 oktober 2009

Board's proposal for adoption of authority on issuances (1) (p. 6)

On 16 July 2009 Petrosibir AB (hereinafter "Petrosibir") entered into a business combination agreement with the Canadian company Shelton Canada Corp. (hereinafter "Shelton"). The combination will be carried out as a Plan of Arrangement under Canadian law and will result in Shelton becoming a wholly-owned subsidiary of Petrosibir. Petrosibir intends to acquire all of Shelton's outstanding shares, share options, warrants and convertible promissory notes in exchange for consideration in the form of newly-issued Petrosibir B-shares. Among other things, the transaction is conditional upon the approval of a Shelton general meeting of shareholders.

Information about the merger has previously been made available via the following press releases, which are available on Petrosibir's website www.petrosibir.com.

- 2009-07-16 Petrosibir and Shelton Canada Corp. to enter business combination
- 2009-07-20 Update to transaction schedule in merger of Petrosibir and Shelton
- 2009-10-02 Update on Petrosibir-Shelton merger
- 2009-10-08 Shelton provides operational update

Information about Shelton Canada Corp. is available on its website www.sheltoncdn.com

The Board of Directors propose that the Board be granted an authority to issue, at one or multiple instances before the next annual general meeting, as many B-shares as are necessary to complete the acquisition of Shelton, and which are estimated to amount to no more than 189 million. Those authorized to purchase such shares shall be holders of shares, share options, warrants and convertible notes in Shelton Canada Corp. The final number of shares issued will depend on whether holders of convertible notes in Shelton accept Petrosibir shares and whether Shelton issues any new shares before the merger is completed. Payment for shares issued under the authority shall be possible only through payment-in-kind of these securities, and the authority may not be utilized for any other purpose.

The Board proposes that shareholders resolve as follows:

It was resolved to grant to the Board an authority to issue, at one or multiple instances before the next annual general meeting, a maximum of 189 million B-shares. Those authorized to purchase such shares shall be holders of shares, share options, warrants and convertible notes in Shelton Canada Corp. Payment for shares issued under the authority shall be possible only through payment-in-kind of these securities, and the authority may not be utilized for any other purpose.

A duly-approved resolution on the authority requires the approval of a majority of represented votes at the meeting.



Shareholders represented over 30 per. cent. of the share- and voting capital in Petrosibir have announced their endorsement of the Board's proposal.

Board's proposal for adoption of authority on issuances (2) (p. 7)

The 9 July 2009 extraordinary meeting of shareholders voted to grant to the Board an authority to, on one or multiple instances until the next annual meeting, issue a total of 200 million B-shares, for payment in cash, payment-in-kind or settlement. Payment shall be in cash and/or through payment-in-kind and/or through settlement. The purpose of the authority is to speed up the company's expansion and, when necessary, to strengthen the company's financial position. New share issuances under the authority shall occur with or without preferential rights and on fair market terms.

The Board proposes that this authority be adjusted so that it covers even issuances of convertible promissory notes and/or share options. The total number of shares that may be issued under the authority – via share issuance, conversion of convertible promissory notes or though new subscriptions under share options – shall amount to a maximum of 200 million. The Board proposes that the remaining terms of the authority remain unchanged.

The Board proposes that shareholders resolve as follows:

It was resolved, in agreement with the Board's proposal, by an addition to the authority granted at the 9 July 2009 extraordinary meeting of shareholders, to grant to the Board an authority to, on one or multiple instances until the next annual meeting, upon an issuance of shares, convertible promissory notes, and/or share options. The total number of shares that may be issued under the authority – via share issuance, conversion of convertible promissory notes or though new subscriptions under share options – shall amount to a maximum of 200 million. Shares distributed under the authority shall be B-Shares. Payment shall be in cash and/or through payment-in-kind and/or through settlement. New share issuances under the authority shall occur with or without preferential rights and on fair market terms. The purpose of the authority is to speed up the company's expansion and, when necessary, to strengthen the company's financial position.

A duly-approved resolution on the authority requires the approval of at least two-thirds of both the represented votes at the meeting and the issued votes.

Shareholders represented over 30 per. cent. of the share- and voting capital in Petrosibir have announced their endorsement of the Board's proposal.

Petrosibir currently has 208,243,812 outstanding shares, of which 9 028 593 are A-Shares (10 votes/share) and 199,215,219 are B-Shares (1 vote/share). The number of votes is 289,501,149.

Stockholm, October 2009 PETROSIBIR AB (publ) The Board of Directors