



NOTICE AND AGENDA

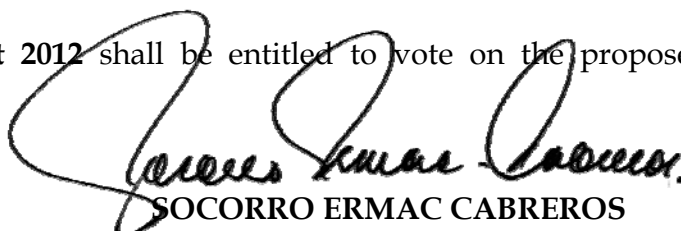
A Special Stockholders' Meeting of P-H-O-E-N-I-X Petroleum Philippines, Inc. will be held on the following date and place:

Thursday, 06 September 2012, 2:00 PM
Marco Polo Hotel
Davao City

The agenda for the Meeting shall be, as follows:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the Annual Stockholders' Meeting held last 08 March 2012
4. Update on the Operation and Financial Highlights
5. Approval of Corporate Actions:
 - a) Proposed Amendment of Article II on Secondary Purposes and Article VI on the number of directors contained in the Company's Articles of Incorporation
 - b) Proposed Amendment of Article III Section 1(a) of the Company's By-laws on Composition of the Board of Directors
 - c) Proposed Issuance of Php180,000,000.00 warrants in relation to the Issuance of Php500,000,000.00 Convertible Notes to BDO Unibank, Inc.
 - d) Proposed Acquisition of 100% shares of stock in Chelsea Shipping Corp.
6. Other Matters
7. Adjournment

All shareholders as of **07 August 2012** shall be entitled to vote on the proposed corporate actions.


SOCORRO ERMAC CABREROS
Corporate Secretary