

RAMPART ENERGY LTD

ACN 115 229 984

Notice of Extraordinary General Meeting

Date of Meeting: Thursday, 25 July 2013

Time of Meeting: 2:00 pm (Perth time)

Place of Meeting: Level 3, London House, 216 St. Georges Terrace, Perth WA

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Part A: Letter to Shareholders

17 June 2013

Dear Shareholders,

Late last year I indicated the Board's determination to re-establish shareholder value through the introduction of new, broader based, energy opportunities. Last month we announced a Joint Venture agreement with Royale Energy, Inc. (NASDAQ:ROYL), to participate in one of the premier oil and gas provinces in the world; the Alaskan North Slope. Your Board is of the opinion that this project has the intrinsic potential to enable us to deliver on that commitment of re-establishing shareholder value.

However, by no means do we underestimate the magnitude of work that lays before us, particularly in the current market conditions. As our May 27 2013 ASX announcement summarised, this portion of the North Slope of Alaska is peppered with exploration and development programs by the world's top tier petroleum industry players. Our proximity to known oil discoveries and fields, oil-fairways, infrastructure, service providers, and with our ability to earn significant interests (up to 38,000 net acres), now gives Rampart a unique set of ingredients with which to turn around your Company's fortunes.

I am extremely grateful to the dedication of our Managing Director, the Board and our management team generally, and of course that of our corporate advisors and underwriters to Rampart's recent capital raisings, DJ Carmichael Pty Ltd, without whom we would not have been able to successfully deliver this transaction.

Whilst I recommend that shareholders acquaint themselves with all of the details of this Notice of Meeting and Information Memorandum, put simply, Resolutions 1 to 5 deal with elements arising as part of the Royale Transaction. Resolution 6, on the other hand, will provide for "refreshing" the Company's ability to issue up to 15% of the Company's market capitalisation within the next twelve month period without further shareholder approval. The Board strongly supports the passing of these resolutions and the giving effect to those elements of the Royale transaction which required shareholder approval.

I am also pleased to be able to say that following ASIC recently approving the transfer of our incorporation from its original Canadian jurisdiction to its now Australian jurisdiction, this will be the first shareholder meeting to be conducted exclusively in accordance with the Australian statutory and ASX listing rule requirements. Elimination of the dual jurisdictional requirements will, in future, significantly simplify shareholder matters and reduce the administration burden for the Company generally.

We anticipate that there will be no let up in activity by Rampart over the coming months and I can assure you that we are now very focused on participation in the North Slope Project and the opportunity that it represents to your Company.

Thank you for your support.

Yours faithfully

A handwritten signature in black ink, appearing to be 'R. Shaw', written over a horizontal line.

Dr. Raymond Shaw
Chairman
Rampart Energy Ltd

Part B: Notice of Extraordinary General Meeting

RAMPART ENERGY LTD

ABN 86 115 229 984

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “Meeting”) of the shareholders of Rampart Energy Ltd. (the “Company”) will be held at Level 3, London House, 216 St. Georges Terrace, Perth WA on Thursday, 25 July 2013 at 2.00pm to conduct the Business as detailed in this Notice of Meeting.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Voting Form. The completed Proxy Form must be received at the Company’s share registry or the registered office of the Company at least 48 hours before the commencement of the Meeting. The details of the Company’s share registry and registered office are set out in the enclosed Proxy Form.

The enclosed Explanatory Memorandum accompanies and forms part of this Notice of Meeting. Shareholders are advised to read these documents in full as important background information is included.

The Chairman will be casting undirected proxy votes held by him in favour of all Resolutions. All Directors of the Company will be voting in favour of all Resolutions, and unanimously recommend to all Shareholders that they vote in favour of all Resolutions.

BUSINESS

1. Issue of unquoted options pursuant to participation in the Alaskan acreage

Resolution 1 – as an Ordinary Resolution

“That approval be given, for the purposes of ASX Listing Rule 7.1 and all other purposes, to the issue and allotment of 382,501,021 unquoted options to acquire ordinary shares exercisable at \$0.0045 each expiring 31 July 2016, to Royale Energy, Inc. (or their nominee) in the manner described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”

Voting Restriction on Resolution 1

The Company will disregard any votes cast on Resolution 1 by:

- Royale Energy, Inc.; and
- Any associate of Royale Energy, Inc.

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on the voting form; or
- the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the voting form to vote as the proxy decides.

2. Issue of ordinary shares pursuant to a Commission Agreement

Resolution 2 – as an Ordinary Resolution

“That approval be given for the purposes of ASX Listing Rule 7.1 and all other purposes to the issue and allotment of 5,000,000 fully paid ordinary shares, at no cost to the recipient, to David W Kessler pursuant to the Commission Agreement dated 11 April 2013.”

Voting Restriction on Resolution 2

The Company will disregard any votes cast on Resolution 2 by:

- Concessions International Inc. or David W Kessler; and
- Any associate of those persons.

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on the voting form; or
- the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the voting form to vote as the proxy decides.

3. Securities Placement to non-related sophisticated investors

Resolution 3 – as an Ordinary Resolution

“That approval be given, for the purposes of ASX Listing Rules 7.1 and 7.4 and all other purposes, to the prior issue and allotment in June 2013 of 232,300,000 fully paid ordinary shares in the Company at \$0.0025 each for a total consideration of \$580,750, and to the proposed issue and allotment of 232,300,000 attaching unquoted options, to non-related sophisticated investors in the manner described in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”

Voting Restriction on Resolution 3

The Company will disregard any votes cast on Resolution 3 by:

- A person who participated in the issue of securities; and
- Any associate of those persons.

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on the voting form; or
- the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the voting form to vote as the proxy decides.

4. Securities issue on conversion of Convertible Loan

Resolution 4 – as an Ordinary Resolution

“That approval be given, for the purposes of ASX Listing Rule 7.1 and all other purposes to the conversion of a Convertible Loan of \$1,150,000 into 460,000,000 fully paid ordinary shares at a conversion rate of \$0.0025 per share plus 230,000,000 attaching quoted options exercisable at \$0.007 expiring 31 January 2016 (being an existing class of quoted options ASX code: RTDO), and to the issue and allotment of those securities as detailed in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”

Voting Restriction on Resolution 4

The Company will disregard any votes cast on Resolution 4 by:

- A person who participated in the Convertible Loan; and
- Any associate of those persons.

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on the voting form; or
- the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the voting form to vote as the proxy decides.

5. Issue of Corporate Advisory service fee options

Resolution 5 – as an Ordinary Resolution

“That for the purposes of ASX Listing Rule 7.1 and all other purposes shareholders approve the issue and allotment of 30,000,000 unquoted options to acquire ordinary shares in the Company to DJ Carmichael Pty Ltd or its nominee, exercisable \$0.004 expiry 30 April 2016, for the purpose and in the manner as detailed in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”

Voting Restriction on Resolution 5

The Company will disregard any votes cast on Resolution 5 by:

- DJ Carmichael Pty Ltd; and
- Any associate of DJ Carmichael Pty Ltd.

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on the voting form; or
- the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the voting form to vote as the proxy decides.

6. Approval of future share placement

Resolution 6 - as an Ordinary Resolution

“That for the purposes of Listing Rule 7.1 and for all other purposes, the shareholders approve in advance the future allotment and issue of Placement Shares (being fully paid ordinary shares as defined in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting), to any party or parties nominated by the Company or by DJ Carmichael Pty Ltd (who shall not be related parties) at an issue price of \$0.0025 each.”

Voting Restriction on Resolution 6

The Company will disregard any votes cast on Resolution 6 by:

- Any person who may participate in the proposed issue of securities;
- A person who may obtain a benefit except solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- Any associate of those persons.

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy for a person who is entitled to vote, in accordance with the directions on the voting form; or
- the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the voting form to vote as the proxy decides.

NOTES:

1. Further details of the Resolutions in this Notice of Meeting are contained in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting. The Explanatory Memorandum should be read together with this Notice of Meeting.
2. Shareholders unable to attend the Meeting can complete the Proxy Form enclosed with this Notice of Meeting. The form must be received preferably by the Company's share registry at the address or the facsimile number indicated on the Proxy Form no later than 48 hours before the Meeting.
3. In accordance with the Corporations Act, a person's entitlement to vote at the Meeting will be determined by reference to the number of fully paid ordinary shares registered in the name of that person (reflected in the register of shareholders) as at 7.00pm on 23 July 2013. Shareholders that do not hold shares at this time will be ineligible to vote at the meeting.
4. Shareholders unable to attend the Meeting are urged to complete the attached Proxy Form and return it to the share registry in accordance with Note 2. A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy. A proxy need not be a shareholder of the Company. A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with section 249X(3) of the Corporations Act 2001, each proxy may exercise half of the votes. Proxies must be lodged at the registered office of the Company or the Company's share registry, no later than forty-eight hours before the Meeting or adjourned Meeting. A form of proxy together with a return addressed envelope is provided with this notice.
5. Shareholders will be provided with a reasonable opportunity to ask questions about, or make comments on the management of the Company. Shareholders are invited to submit any questions to the Company no later than 5 business days before the meeting.

VOTING IN PERSON

Shareholders who plan to attend the Meeting are asked to arrive at the venue 30 minutes prior to the time designated for the Meeting, if possible, so that we may check the shareholding against the Share Register and note attendances.

In order to vote in person at the Meeting, a corporation that is a Shareholder or a proxy may appoint an individual to act as its representative. The appointment must comply with the requirements of Section 250D of the Corporations Act. The representative should bring to the Meeting evidence of their appointment, including any authority under which it is signed.

DATED at Adelaide, Australia, this 17th day of June 2013.

BY ORDER OF THE BOARD OF DIRECTORS



M E Lucas-Smith
Director & Company Secretary

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Part C: Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of shareholders in connection with the business to be conducted at an Extraordinary General Meeting of the Company to be held at Level 3, London House, 216 St Georges Terrace, Perth WA on Thursday, 25 July 2013, commencing at 2:00pm (Perth time).

A copy of the Notice of Meeting (including this Explanatory Memorandum) was lodged with ASX on 24 June 2013. The ASX does not take responsibility for the content of the Notice of Meeting (including this Explanatory Memorandum).

This Explanatory Memorandum forms part of the Notice of Meeting and must be read together with that Notice. The purpose of this Explanatory Memorandum is to provide shareholders with an explanation of the business of the Meeting and of the Resolutions to be proposed and considered at the Meeting and to assist shareholders in determining how they wish to vote on each of the Resolutions.

The Chairman will be casting undirected proxy votes held by him in favour of all Resolutions. All Directors of the Company will be voting in favour of all Resolutions, and unanimously recommend to all Shareholders that they vote in favour of all Resolutions.

Ordinary Resolutions

Resolution 1 – Issue of unquoted options pursuant to participation in the Alaskan acreage

On 27 May 2013 the Company announced the signing of an Agreement to Participate in oil and gas (petroleum) exploration in the prolific onshore North Slope of Alaska with Royale Energy, Inc. (“Royale”), a company listed in the United States (NASDAQ:ROYL).

The North Slope of Alaska is a prolific oil province and home to the largest oilfield in the United States; Prudhoe Bay (50 billion barrels OOIP). Bearing testament to it as a globally significant destination is the presence of ‘top shelf’ companies such as Shell, ExxonMobil, ConocoPhillips, BP, Statoil, ENI, Repsol and large independents such as Pioneer Natural Resources and Australia’s Linc Energy.

The highlights of the transaction are:

- Agreement to earn up to 38,000 net onshore acres in the prolific petroleum producing North Slope of Alaska (75% WI);
- Acreage located in close proximity to the largest oil fields in the US (Prudhoe Bay);
- Significant conventional oil and gas play;
- Very substantial potential for unconventional and oil shale plays;
- Material acreage position provides leverage for appropriate monetisation strategies (e.g. farm-out);
- Very manageable, staged entry and earning thresholds focused on “in-ground” expenditures;
- Extensive exploration and development activity in region provides potential accretive transactional value to Rampart;
- Region hosts potentially one of the last significant, shale plays in the US;
- Rampart and Royale corporate objectives and synergies are symbiotic;

The agreement with Royale provides a unique opportunity for Rampart to jointly explore a 50,000 acre (gross) area which has exceptional potential for the discovery of both conventional and unconventional oil fields.

Conventional prospectivity of the area is demonstrated by proximity to the Moose Tooth resource, estimated to be up to 600mboe, which is circa 15km to the North West of the western farmin block.

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Based on information available, the prospective Jurassic sands which host this resource, appear likely to extend into the area to be jointly explored and exploited by Rampart and Royale.

The Unconventional oil prospectivity of the region is highlighted by the US Geological Survey ranking this, as having the second highest estimated recoverable oil resource domestically, behind only the Bakken Shale with the main prospective oil prone regional trend, extending through the entire farmin area of Rampart's interest.

Participation Agreement Summary

- Agreement to earn up to 38,000 net acres in the prolific North Slope of Alaska across two contiguous blocks.
- To earn an initial 10% working interest in the Western Block.
- Pay US\$3.4m in two tranches (\$100 per gross acre), half by June 3 2013 and half by December 1 2013.
- Issue Options to Royale to purchase US\$1.7m of RTD stock with a strike price of 150% of the VWAP prior to the signature on the agreement.
- To earn an additional 20% working interest in the Western Block; acquire a 3D seismic survey over both the Western and Central Blocks by March 31 2014.
- To earn a final 45% working interest in the Western Block; drill, test and complete two wells, including horizontal sections in target formations by March 31 2015.
- To earn the 75% working interest in the Central Block, RTD must complete the 3D seismic survey above, and pay an additional US\$1.7m by June 30 2014.

Transaction Funding

On 3 June 2013 the Company announced completion of an oversubscribed fund raising which raised \$580,750 via a placement to non-related sophisticated investors and a Convertible Loan of \$1,150,000 which funds have been utilised to pay the first tranche of the earn in amount being USD1,689,829.50.

Options to acquire ordinary shares in the Company

In addition and in accordance with the terms of the Participation Agreement, Royale are entitled to options to acquire ordinary shares in the Company with the number of options calculated by dividing the 1st tranche payment of \$1,689,829.50 by the agreed exercise price being 150% of the VWAP of the Company's shares over the 30 days prior to the date of the Participation Agreement. The agreed exercise price has been calculated at \$0.0045 each (VWAP at \$0.003 X 150% = \$0.0045) and results in the number of options being 382,501,021.

Purpose of this Resolution

The purpose of this Resolution is to approve the issue and allotment of 382,501,021 options to acquire ordinary shares in the Company to Royale Energy, Inc. (or their nominee) exercisable at \$0.0045 each and expiring on 31 July 2016. With the exception of the exercise price and the expiry date, the options are on the same terms and conditions as other options issued by the Company as previously published.

Listing Rule 7.1

Listing Rule 7.1 broadly provides, subject to certain exceptions, that a company may not issue or agree to issue securities which represent more than 15% of the company's issued capital at the beginning of any 12 month period without obtaining Shareholder approval and none of the exceptions under Listing Rule 7.2 apply to this proposed issue.

Shareholder approval to this issue will preserve the Company's ability to issue up to 15% of its issued capital without seeking Shareholder approval.

The Chairman of the Meeting will be casting undirected proxies in favour of this Resolution. All Directors of the Company will be voting in favour of this Resolution and unanimously recommend that all Members also vote in favour of this Resolution.

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Resolution 2 – Issue of ordinary shares pursuant to a Commission Agreement

On 11 April 2013 the Company entered into a Commission Agreement for the purpose of introductions and / or referrals to upstream oil and gas assets and to agree the basis of fees payable by the Company in event of a successful introduction. The transaction with Royale Energy, Inc. detailed in Resolution 1 above has met the terms and conditions of the Commissions Agreement and accordingly the agreed fees of \$100,000 USD and 5,000,000 fully paid ordinary shares in the Company are payable by the Company. The cash payment has been made and David W Kessler has been nominated as the recipient of the 5,000,000 shares the subject of this Resolution.

Listing Rule 7.1

Listing Rule 7.1 broadly provides, subject to certain exceptions, that a company may not issue or agree to issue securities which represent more than 15% of the company's issued capital at the beginning of any 12 month period without obtaining Member approval and none of the exceptions under Listing Rule 7.2 apply to this proposed issue.

Shareholder approval to this issue will preserve the Company's ability to issue up to 15% of its issued capital without seeking Shareholder approval.

The Chairman of the Meeting will be casting undirected proxies in favour of this Resolution. All Directors of the Company will be voting in favour of this Resolution and unanimously recommend that all Shareholders also vote in favour of this Resolution.

Resolution 3 – Securities Placement to non-related sophisticated Investors

On 3 June 2013 the Company announced a securities placement to non-related sophisticated investors introduced by DJ Carmichael Pty Ltd which successfully raised the sum of \$580,750 to assist with the acquisition of the Alaskan acreage detailed in Resolution 1 above. The placement is comprised of 232,300,000 fully paid ordinary shares already issued at \$0.0025 each, in accordance with the Company's capability under ASX Listing Rule 7.1, plus 232,300,000 unquoted attaching options exercisable at \$0.004 expiring on 20 November 2013, to be issued pursuant to this Resolution.

Purpose of this Resolution

The purpose of this resolution is to obtain approval for the 232,300,000 shares already issued and to obtain approval to issue the 232,300,000 attaching options. The options were not able to be issued at the time of the placement as the Company did not have sufficient capacity under ASX Listing Rule 7.1.

The Shares were allotted and issued and the options will be allotted to sophisticated and professional investors including clients and contacts of DJ Carmichael Pty Ltd. None of these subscribers are related parties of the Company. The options the subject of this Resolution will be issued within one month of the date of this Meeting.

Listing Rules 7.1 and 7.4

Listing Rule 7.1 applies to the options to be issued and broadly provides, subject to certain exceptions, that a company may not issue or agree to issue securities which represent more than 15% of the company's issued capital at the beginning of any 12 month period without obtaining Member approval and none of the exceptions under Listing Rule 7.2 apply to this proposed issue.

Listing Rule 7.4 applies to the shares already issued and provides for the Company to obtain subsequent approval to an issue of securities provided that issue did not breach Listing Rule 7.1, which is the case.

Shareholder approval to this issue will preserve the Company's ability to issue up to 15% of its issued capital without seeking Shareholder approval.

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The Chairman of the Meeting will be casting undirected proxies in favour of this Resolution. All Directors of the Company will be voting in favour of this Resolution and unanimously recommend that all Shareholders also vote in favour of this Resolution.

Resolution 4 – Securities issue on conversion of Convertible Loan

At the same time that the Company announced the Placement the subject of Resolution 3 above, the Company also announced receipt of a Convertible Loan for the sum of \$1,150,000 to further assist with the acquisition of the Alaskan acreage as detailed in Resolution 1 above.

Participation in the Placement and the Convertible Loan was a joint offer to non-related sophisticated investors introduced by DJ Carmichael Pty Ltd (“DJC”) with the Convertible Loan to be converted at the same share price as the placement i.e. \$0.0025 per share, subject to shareholder approval, and with one attaching quoted option to be issued for every two conversion shares issued.

The conversion shares and options will be allotted to sophisticated and professional investors introduced by DJC and DJC have confirmed that none of the convertible loan investors are related parties of the Company. The securities the subject of this Resolution will be issued within one month of the date of this Meeting.

Purpose of this Resolution

The purpose of this Resolution is to obtain shareholder approval to convert the Convertible Loan into 460,000,000 fully paid ordinary shares and to issue and allot the shares plus 230,000,000 attaching quoted options exercisable at \$0.007 and expiring on 31 January 2016. The terms of the options to be issued are identical to an existing class of quoted options (ASX CODE:RTDO) and accordingly will be quoted upon issue, subject to ASX approval.

Listing Rule 7.1

Listing Rule 7.1 broadly provides, subject to certain exceptions, that a company may not issue or agree to issue securities which represent more than 15% of the company's issued capital at the beginning of any 12 month period without obtaining Shareholder approval and none of the exceptions under Listing Rule 7.2 apply to this proposed issue.

Shareholder approval to this issue will preserve the Company's ability to issue up to 15% of its issued capital without seeking Shareholder approval.

The Chairman of the Meeting will be casting undirected proxies in favour of this Resolution. All Directors of the Company will be voting in favour of this Resolution and unanimously recommend that all Members also vote in favour of this Resolution.

Resolution 5 – Issue of Corporate Advisory service fee options

On 1 April 2013 the Company entered into a Corporate Advisory Services Mandate (“the Mandate”) with DJ Carmichael Pty Ltd (“DJC”) to provide an ongoing advisory service to assist the Company achieve its strategic objectives particularly as they relate to market and investor visibility. DJC has considerable in-house corporate expertise and is well positioned to provide substantial assistance to the Company.

DJC remuneration for this Mandate includes the issue and allotment of 30,000,000 unquoted options exercisable at \$0.004 and expiring on 30 April 2016. In addition reasonable out-of-pocket expenses will be paid.

Purpose of this Resolution

The purpose of this Resolution is to obtain shareholder approval to issue the 30,000,000 unquoted options to DJC as required by the Mandate.

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With the exception of the exercise price and the expiry date the general terms of the options are identical to other unquoted options already issued by the Company. The options will be issued within one month of the date of the Meeting.

Listing Rule 7.1

Listing Rule 7.1 broadly provides, subject to certain exceptions, that a company may not issue or agree to issue securities which represent more than 15% of the company's issued capital at the beginning of any 12 month period without obtaining Member approval and none of the exceptions under Listing Rule 7.2 apply to this proposed issue.

Member approval to this issue will preserve the Company's ability to issue up to 15% of its issued capital without seeking Member approval.

The Chairman of the Meeting will be casting undirected proxies in favour of this Resolution. All Directors of the Company will be voting in favour of this Resolution and unanimously recommend that all Members also vote in favour of this Resolution.

Resolution 6 – Approval of future securities placement to non-related sophisticated Investors

The Company and DJ Carmichael Pty Ltd have identified unsatisfied demand for investment in the Company's new Alaskan based oil and gas venture as detailed in Resolution 1 above and accordingly propose to investigate the possibility of a future 15% placement pursuant to Listing Rule 7.1 plus a further placement of another 15% of issued capital to non-related sophisticated investors (combined the 'Placement Shares') during the three month period immediately following this Meeting. It is proposed that the fully paid ordinary Placement Shares will be issued at the same price as the previous placement the subject of Resolution 3 above i.e. \$0.0025 each.

If all Resolutions related to share issues proposed for this Meeting including this Resolution 6 are approved, the Company will have approval in advance to issue up to 15% of its issued capital as provided by Listing Rule 7.1 plus a further 15% also proposed by this Resolution (combined "the Placement Shares"). At this time the final placement amount is not known however if it is assumed that the maximum possible placement is made and no existing options are exercised in the interim, then the Company will issue a further 742,826,410 shares to raise \$1,857,066 before costs calculated as follows:

Issued ordinary share capital prior to this meeting	2,011,088,036
Shares to be issued if Resolutions 2, 3 & 4 are approved	<u>465,000,000</u>
Issued ordinary share capital following this Meeting	<u>2,476,088,036</u>
Resulting Listing Rule 7.1 15% capability to be approved in advance	371,413,205
Additional 15% if this Resolution is approved	<u>371,413,205</u>
Total available share issue capability	742,826,410
Possible placement amount at \$0.0025 per share	\$1,857,066

NOTES:

- 1) The above calculation assumes that if any options are to be granted as a component of the future placement then those options will be subject to a further shareholder approval.
- 2) The above calculation assumes that none of the existing options are exercised during the period from the date of this Notice to the date the Placement Shares are issued. If options are exercised then the number of Placement Shares able to be issued will increase accordingly.

Purpose of this Resolution

The purpose of this Resolution is to obtain approval in advance for the issue of 15% of the Company's issued capital pursuant to Listing Rule 7.1 plus the issue of the an additional 15% (combined the Placement Shares) and by doing so provide the Company with authority to issue up to 30% of its issued capital without seeking Member approval.

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Listing Rule 7.1

Listing Rule 7.1 broadly provides, subject to certain exceptions, that a company may not issue or agree to issue securities which represent more than 15% of the Company's issued capital at the beginning of any 12 month period without obtaining shareholder approval.

The Company's proposed issue of the additional 15% requires Member approval under Listing Rule 7.1 and none of the exceptions under Listing Rule 7.2 apply.

Listing Rule 7.3

In accordance with Listing Rule 7.3 the following information is provided in relation to the issue of the Placement Shares (the combined placement capability):

a) The maximum number of securities the entity is to issue

The maximum number of Placement Shares to be issued depends upon the issued capital at the time. Based upon the circumstances detailed above the maximum number will be 742,826,410.

By way of further example if 100,000,000 of the Company's existing options are exercised in the interim then the Company will be able to issue up to a further 30,000,000 Placement Shares to a total of 772,826,410;

b) The date by which the entity will issue the securities

The Placement Shares will be issued no later than three months after the date of this Meeting;

c) The issue price of the Placement Shares

The issue price of the Placement Shares will be \$0.0025.

d) The names of the allottees

The allottees names are unknown at this time but will be non-related sophisticated investors introduced by the Company or by DJ Carmichael Pty Ltd.

e) The terms of the securities

The placement shares will be fully paid ordinary shares that rank equally in all respects with the existing fully paid ordinary shares.

f) The intended use of the funds raised

The funds raised will be used to support the Company's investment and future obligations related to the Alaskan acreage as detailed in Resolution 1 above and for general working capital.

The Placement Shares the subject of this Resolution will be issued within 3 months of this meeting.

The Chairman of the Meeting will be casting undirected proxies in favour of this Resolution. All Directors of the Company will be voting in favour of this Resolution and unanimously recommend that all Members also vote in favour of this Resolution.

Place of registration and Issued Capital of the Company

The following information is provided for the information of Shareholders and does not require any further resolutions or any action by Shareholders except perhaps to ensure that all address details with the Share registry are up to date. Shareholders sponsored by CHESS must contact their broker to make address changes and issuer sponsored Shareholders should either contact Computershare on 1300 850 505 or by visiting www.computershare.com.au/easyupdate/RTD.

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As at the date of this Notice approval to 'continue out' the Company's place of registration from British Columbia, Canada to Australia has been granted by The Registrar of Companies, British Columbia and by ASIC. Therefore the Company's place of registration is now Australia.

The next step is to arrange for the Chess Depository Interests ("CDIs") quoted in Australia to be changed to quoted ordinary shares and for the existing unquoted common stock held in Canada to be transferred to quoted ordinary shares in Australia.

The change from CDIs to ordinary shares is a little complex as it involves the termination of a trust and considerable rearranging by the Company's share registry, and all up is expected to take a few weeks. However it is entirely likely that the process will have been completed by the date of this Meeting.

Following approval of all the above Resolutions, assuming that no existing options are exercised prior to the placement proposed by Resolution 6, and that all common stock held in Canada and Australian CDIs have been converted to ordinary shares quoted in Australia, the Company's issued capital will be as follows:

Fully paid ordinary shares	3,218,914,446
Quoted options ex \$0.007 exp 31/1/2016	1,322,624,983
Unquoted options ex & exp various	1,105,760,490



ABN 86 115 229 984

000001 000 RTD
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au

- Cast your proxy vote**
- Access the annual report**
- Review and update your securityholding**

Your secure access information is:

Control Number: 999999

SRN/HIN: 1999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 2.00pm (AWST) on Tuesday, 23 July 2013

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

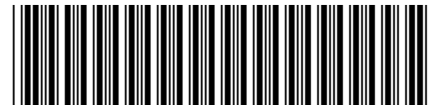
Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Rampart Energy Ltd hereby appoint

the Chairman of the meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Extraordinary General Meeting of Rampart Energy Ltd to be held at Level 3, London House, 216 St. Georges Terrace, Perth WA on Thursday, 25 July 2013 at 2.00pm (AWST) and at any adjournment of that meeting.

STEP 2 Items of Business PLEASE NOTE: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

RESOLUTIONS	For	Against	Abstain
1. Issue of unquoted options pursuant to participation in the Alaskan acreage	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Issue of ordinary shares pursuant to a Commission Agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Securities Placement to non-related sophisticated investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Securities issue on conversion of Convertible Loan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Issue of Corporate Advisory service fee options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of future share placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SAMPLE

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____



ABN 86 115 229 984

000002 000 RTDRM
MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030

Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

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or turn over to complete the form** ➔

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IND

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the Chairman of the meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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3. Securities Placement to non-related sophisticated investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5. Issue of Corporate Advisory service fee options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of future share placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SAMPLE

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

<p>Individual or Securityholder 1</p> <div style="border: 1px solid black; height: 25px; width: 100%;"></div> <p>Sole Director and Sole Company Secretary</p>	<p>Securityholder 2</p> <div style="border: 1px solid black; height: 25px; width: 100%;"></div> <p>Director</p>	<p>Securityholder 3</p> <div style="border: 1px solid black; height: 25px; width: 100%;"></div> <p>Director/Company Secretary</p>
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Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____