

MINUTES

ANNUAL AND SPECIAL MEETING 2015

WENTWORTH RESOURCES LIMITED

The annual and special meeting (the “**Meeting**”) of the shareholders of Wentworth Resources Limited (“**Wentworth**”) took place at Hotel Continental, Stortingsgaten 24/26, Oslo, Norway, on Tuesday, June 23, 2015 at 10:00 a.m. (CEST).

Executive Chairman of the Board of Wentworth, Mr. Robert McBean, introduced himself as Chairman of the Meeting, in accordance with the by-laws of Wentworth, and called the Meeting to order. The Chairman directed Heather Jones, Corporate Secretary of Wentworth, to act as Secretary, and Rene Herskedal of Nordea Bank Norge ASA to act as Scrutineer.

The Chairman welcomed attending shareholders to the meeting.

Notice of Meeting. Heather Jones tabled the notice of the Meeting and the Meeting was declared regularly called and properly constituted for the transaction of business. No objections were made to the validity of the notice.

The Chairman requested that the notice of the Meeting, declaration of mailing, information circular, forms of proxy, form of direction and annual report be filed with the minutes of the meeting.

Scrutineers and Report on Attendance. Rene Herskedal read the Scrutineer’s report indicating that 56,591,832 shares being 36.72% of the outstanding share capital was represented at the meeting. Having ascertained that a quorum was present in accordance with the bylaws of Wentworth, the Chairman declared that the meeting was regularly called and properly constituted for the transaction of business. A copy of the Scrutineer’s report on attendance was directed to be attached to these minutes.

ITEMS OF BUSINESS

1. **Financial Statements.** The financial statements of Wentworth for the year ended December 31, 2014, together with the auditor’s report thereon, were made available electronically to the shareholders. The Chairman indicated that he would address any questions regarding the financial statements in the informal portion of the meeting. The reading of the auditors’ report and the annual financial statements was dispensed with.
2. **Election of Directors.** Five directors were nominated. A motion was tabled and seconded to nominate Robert McBean, John Bentley, Cameron Barton, Neil Kelly and Richard Schmitt to act as directors of Wentworth for the ensuing year or until their successors are duly elected or appointed or if their office is earlier vacated in accordance with the articles and by-laws of Wentworth and the *Business Corporations Act* (Alberta). The motion was passed upon a show of hands.

3. **Appointment of Auditor.** A motion was tabled and seconded to move that KPMG LLP be appointed auditor of Wentworth, to hold office until the close of the next annual meeting or until a successor is appointed, at a remuneration to be fixed by the board of directors. Upon a show of hands, the motion was passed.
4. **Advisory Vote Regarding Salary, Bonus and Benefits to the Executive Management of the Corporation.** A motion was tabled and seconded to move that the advisory guidelines as described in the Statement on the Determination of Compensation of Executive Personnel attached as Schedule “A” to the Information Circular, be approved. Upon a show of hands, the motion was passed.
5. **Binding Vote Regarding Equity-based Compensation to the Executive Management of the Corporation.** A motion was tabled and seconded to move that the binding guidelines as described in the Statement on the Determination of Compensation of Executive Personnel attached as Schedule “A” to the Information Circular, be approved. Upon a show of hands, the motion was passed.
6. **Further Business and Termination.** The Chairman stated that, unless there was further business to be discussed, the formal portion of the meeting be ended. A motion was tabled and seconded to terminate the meeting. The motion was passed. The Chairman declared the meeting adjourned at 10:20 a.m. CEST.

Oslo, Norway, June 23, 2015

Wentworth Resources Limited

“Signed” Robert P. McBean
Chairman

“Signed” Heather L. Jones
Secretary