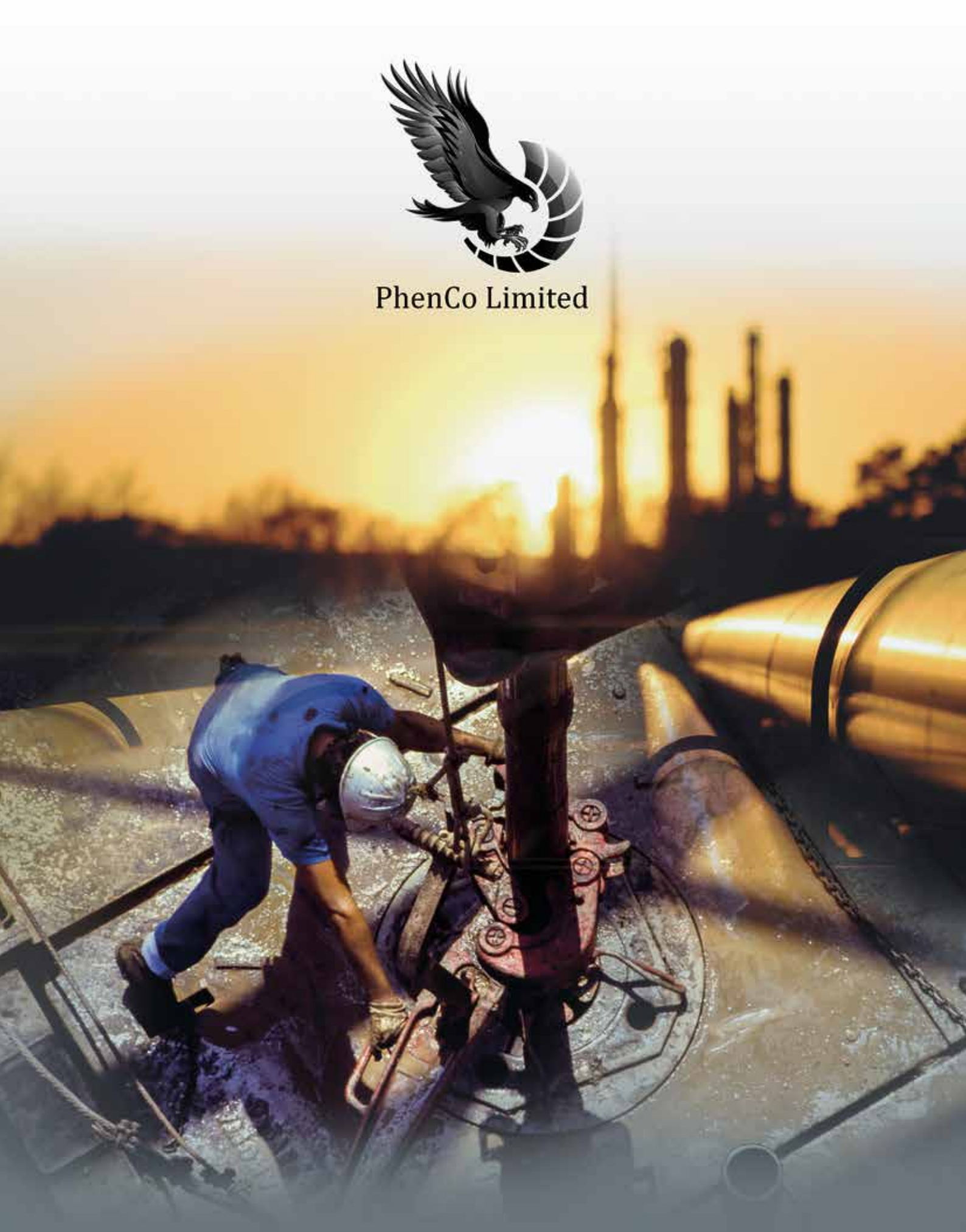
PhenCo Limited



Oil Acquisition and Development

Foreword

"Excellence is our objective, long term relationships our goal"

Everyone in the oil and gas industry is competing for limited investment and project capital. Our competitors are doing their best to be noticed. But our success is creating excitement, building alliances, attracting funds and making our prospects and shareholders believe in our ability to succeed for the long-term.

The majority of 2015 and the first quarter of 2016 thrust dire market conditions and uncertainty across the oil and gas industry, more so, the drilling and exploration sector. The sharp decrease in energy prices prompted us to turn a negative into a positive. As professionals, we had to restructure our industry objectives in order to capitalise in a market downturn and prompted us to be swift in our actions, seizing what we as a team collectively believe to be the right opportunity and acquire the rights to prime land complete with existing wells and infrastructure in place.

PhenCo Limited has been specifically engineered in order to take advantage of an excellent oil program situated in one of the USA's top five oil & gas producing states, Oklahoma. Oklahoma is consistently in the upper ranks as an oil & gas state, bolstered by its vast proven fossil reserves making this a wealthy state, rich in natural resources.

The lease comes with original detailed geologic studies, well logs and core samples; however, we are currently in the process of obtaining 3D seismic mapping and will look to compile a study to determine proven hydrocarbon reserves.

PhenCo proposes to raise £4,900,000 via the sale of non-voting shares in order to develop this oil program in North-eastern Oklahoma, the land titles are guaranteed by the US government, the site is environmentally clean and there is no need for an archaeological study.

We will:

Translate; complex technologies and business developments into easily understood concepts.

Provide superb quality; that reinforces our qualifications with presentations based on technological, business, and scientific facts.

Deliver; project strategy with excellent creative skills, industry knowledge and a proven track record.

Provide guidance using; highly skilled and decorated communicators within the oil and gas industry.

It is clear to see the unrivalled competitive edge we offer. We know the principles and background behind your goals and aspirations for we think like you think. It's why we can develop brilliant visual presentations that speak about the oil and gas industry in its own language, as well as, translate complicated concepts into easy-to-grasp messages for those unfamiliar with the basics.

We have been given a prospect which provides for the present and more importantly focuses on the future.

We've worked tirelessly in the oil and gas industry with a dedicated team in the US who have over 150 years combined experience in the Oil and Gas sector. We have dealt with changes in the economy, regulatory environments and national energy policies that impact our industry. We require no learning curve. A better effort in less time, equates to greater performance.

As industry professionals in oil and gas sector, we literally speak, think, and visualise in terms of the oil and gas industry. We know how to work productively with, geoscientists, engineers, oilmen and support staff.

We have been in the field on location with seismic, fracing and drilling crews. We understand underlying scientific principles. We can explain geological terms such as a fault, trap, perfs — or recovery methods such as waterflood or CO2 injection.

We also invest in the very latest computerised communications, design, and production technologies. By staying ahead of the curve, we can continually push the envelope and offer innovative ways to improve our products. We constantly demand more of ourselves, as we focus on communicating your message in a new light to meet with your specific investment needs and requirements. Technologies help us innovatively and expediently serve our shareholders at all levels. We will maintain close communications with you throughout the entire development and drilling process.

We look forward to you becoming a shareholder in our exciting project and you can be rest assured; that an incredible team worth investing in will stay at the helm to guide and support their shareholders for the long term period ahead.

It's never an easy climb to the top. But it's a lot faster when you're not on your own. PhenCo can be your support, your guide and your competitive edge in the market place. If there is ever a time to strike while the iron is hot, it is most certainly now. Purchasing existing assets and leases at a fraction of their potential worth is business in its truest definition.

I trust you to find the material contained within this prospectus both educational and compelling.

At PhenCo; Excellence is our objective, long term relationships our goal.

Yours faithfully,

Mr. Martin Finch
Managing Director

The information herein is relevant and specific to PhenCo Ltd oil acquisition; data has been collected from reputable and established industry professionals and sources and is referenced where applicable.

Nota Bene: In formulating this business model we have striven at all times to maintain full regulatory compliance. We are working with a Solicitor regulated by the Solicitors Regulation Authority, a Barrister regulated by the General Council of the Bar, and finally, an ICAEW Chartered Accountants Firm.

Executive Summary

PhenCo Ltd is a UK oil acquisition and development Company which carries out its business interests in the United States with its affiliate entity, Stuart Property LLC. Stuart Property LLC is the operator and manager responsible for the exploration and Production of the oil lease inclusive of assets and maintenance, all 3rd party servicing companies are under the professional direction of the operator, all crude oil is sold to a local refinery at prices determined in United States Dollars.

Stuart Property LLC Property Acquisition

The Stuart Property (Property) is located in North-eastern Oklahoma. It consists of 960 contiguous acres. On the Property there are 45 production wells with 5 of them currently operational. The Property is part of the Buel family cattle ranch. Its surface is prairie grassland under which there are multiple producing oil formations. The primary oil producing formation is the Bartlesville Sand located at approximately 1,700 ft. We plan to acquire the Property, increase its oil production, which will increase its asset value, and then sell the Property at a good profit when the price of oil rebounds to over $60 per barrel. The concept is similar to buying a house as an investment, fixing it up to increase its value, and selling it to a buyer at a profit. Currently, only around 450 acres of the 960 acres has been developed. This provides us with an opportunity to develop the remaining 510 acres and further increase the asset value of the Property. We are confident that the price of oil will recover to this level in the near future. However, note that we may have the opportunity to sell the Property prior to undertaking this development activity. The Stuart Property Acquisition program (Program) plan is to rework 30 of the 45 existing producing and non-producing wells and bring them up to full production, which would be in a range of 50 to 60 barrels of oil per day.

Market Timing

We believe the market timing is perfect for acquisition of the Property. We plan to increase the total oil production of the Property while oil is in the $30 to $50 range per barrel. This will put us in an excellent position to directly benefit from rising oil prices, which will rapidly increase the asset value of the Property. In February of 2016 the price of oil dropped to $26.19 per barrel. Since that time, it has been going up. On March 9th oil closed at $38.18, up 4.6% for the day. So it looks like the momentum is on the upside as we move into Q2 of this year.

Market Background & Analysis

The 2016 oil market presents challenges and opportunities. The challenges are centered on the depressed oil prices and the cost of production. Companies with a high cost of production have been greatly affected, particularly those where the cost to lift a barrel of oil out of the

ground is over $50. Note that our cost to lift a barrel of oil out of the ground in the current environment is circa $20.

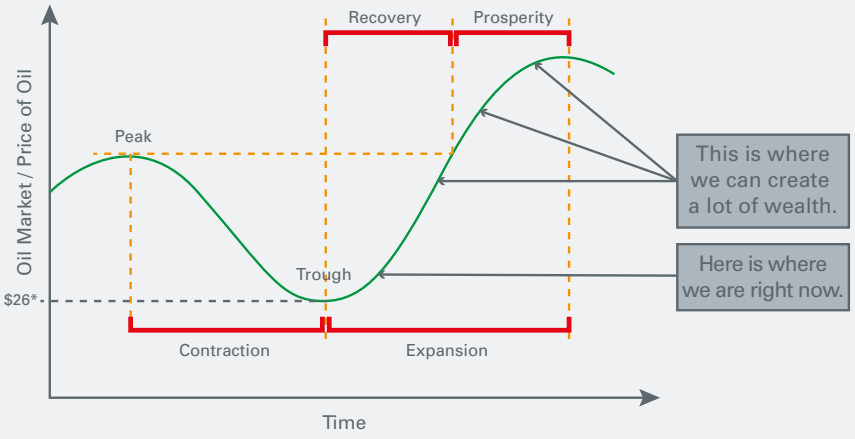
Currently, there are abundant opportunities for acquiring prime oil & gas assets with a solid history of oil production and large underground reservoirs of oil. They can be picked up at favourable prices due to the depressed oil market. Magnates, Corporations and Investors with an acute sense for business would have started acquiring leases the last quarter of 2015 and continuing into 2016. These same individuals and entities, shelving plans and deviating from costly development areas like North Dakota where the cost of production is among the highest in the country at $60 to $80 per barrel.

The value of oil collapsed over the past 12 to 18 months and this impacted the economies of some of the largest countries in the world. Some economies like Russia, one of the richest countries in energy resources and Saudi Arabia, one of OPEC's founding members, are heavily dependent on oil and the effects from the collapse of the price of oil was highly detrimental to their primary national revenue. According to a recent article, Saudi Arabia needs $100 a barrel oil to support their economy.

The energy meltdown was a complete surprise to all, including the majority of industry and financial professionals. No one can predict with certainty the global events that will take place over the next couple of years that will dictate where the price of oil will be. It is far too complicated and not a simple supply and demand equation.

As is the case with all commodities, the value in oil can be influenced by many universal factors, including though not limited to; supply and demand, social and political unrest, governmental policies, fluctuating economies and advancing technology can shape in the ebb and flow, however, all of these factors can be advantageous if dealt with in the right fashion. Baron Rothschild an 18th Century British Nobleman and member of the Rothschild banking family, is credited with saying ''Buy when there's blood in the streets, even if the blood is your own''. Rothschild made a fortune buying in the panic that followed the Battle of Waterloo against Napoleon. This is contrarian investing at its heart - the strongly-held belief that the worse things seem in the market, the better the opportunities are for profit. Most people only want winners in their portfolios, but as Warren Buffett warned, "You pay a very high price in the stock market for a cheery consensus." In other words, if everyone agrees with your investment decision, then it's probably not a good one.

Our Strategy



Our strategy is to be in a solid position to be able to fully capitalize on the next big upturn in the market.

* WTI $26.19 per barrel on Feb 11, 2016

Our Focus and Strategy for 2016

Our "blood in the streets" strategy for 2016 is focusing on acquiring prime oil producing assets in Oklahoma, where the cost of production is among the lowest in the country and there are large proven underground oil reserves. The assets we are concentrating our attention will have existing oil production, with the scope to introduce recovery programs and reservoir stimulation methods enabling production to increase at a lower cost, valuable proven underground reserves, a good infrastructure, and lots of room for further development (drill new wells) when the price of oil recovers.

The current oil production will come from existing producing wells that we can rework to increase their yield. Also, we want there to be existing non-producing wells that we can easily rework and put back into production. Our goal is to double the initial output. If the price of oil doubled from where it is today and we doubled the initial oil production, the value of the acquired asset would increase dramatically and the production revenue would increase by a factor of 4.

Our Five Year Strategy

Our overall strategy covers 5 years up to 2021. We, along with many industry experts, believe that the price of oil will recover in the near future. Over the 5 year period it is our plan to build up the value of the assets we acquire and then sell them at a good profit. That is the exit strategy for our investors. The timing of selling the asset could come much sooner than 5 years. It could come in 2 years or less. We will confer with investors when we envisage the right time on the decision to sell.

The Opportunity

We are currently seeking investors to fund the acquisition of the North-East Oklahoma Property. Investors will profit from the sale of the asset and up until the point of the sale, they will share in the production revenue generated by the Property.

The Team

In order to be successful with an acquisition like this, you need a seasoned team of oil & gas industry professionals with the experience, knowledge, perseverance, and vision that can deal with the challenges faced in today's oil market. Our team successfully navigated through the five major downturns in the oil market dating back to the 1980's. In every case the downturn was reversed and oil prices recovered. Those who successfully navigated through the downturns profited handsomely when oil prices rebounded.

Our field and administrative team have an impressive track record with over 150 years of experience in every aspect of the oil & gas industry. To learn more about the team visit the Management section.

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Stuart Property LLC US Management Team

The Program is managed by a team of high level professionals with over 150 years of experience in the oil & gas industry and who have an impressive track record of success. They have the knowledge plus the work ethic to easily handle every phase of this project.

Rick Coody – President/Field Operations

Ron Clark – Director/ Communications & Technology

Wanda Sanders – CFO

US Team Biographies

Mr. Coody has lived and worked in the Oklahoma/Kansas area his entire life. He has over 25 years of experience in the oil & gas industry starting with 14 years at Schlumberger. Much of this time was spent in the Well Service area in management or as an owner of technology companies within the oil & gas industry.

He has extensive experience and knowledge in working- over existing, shut-in, older oil & gas wells. He knows how to put them back into operation, increase their production and value. He also has extensive experience and knowledge in drilling new wells.

Rick has been hired as a consultant by several oil & gas companies in Oklahoma and Kansas to work on well drilling/field development programs.

His job has been to manage and work closely with geologists, drilling contractors, and cementing and frack companies, as well as supervise all of the oil field development activities and well site construction. His responsibilities included executing each step of the drilling program through completion and putting the wells into production.

He was involved in this capacity in over 200 oil & gas wells from 2008 to 2013. The oil production from these wells ranged from 3 to 20 BOPD. Some were new wells and some needed reworking. Some involved a water- flood program.

Oil & gas technology companies he has been involved with as an executive or owner, since leaving Schlumberger in 1993 include: PEMCO - Wildcat Well Services - Universal Wireline Equipment Cooper Rig - Serva Group - Tulsa Equipment Manufacturing

Mr. Clark has a B.S. degree in Aerospace Engineering from Penn State University. He transitioned from engineering to sales and marketing when he took a job with Hewlett Packard (HP) as a computer systems analyst and was responsible for installing computer systems and teaching computer classes.

In two years he moved into sales and was selling HP's business and engineering computer systems. After four years with HP he went to work in a sales and marketing capacity for Computer vision and was a key contributor in pioneering and defining the CAD/CAM marketplace.

He was directly responsible for millions of dollars in sales of CAD/CAM systems to Fortune 500 companies, such as General Dynamics, Martin Marietta, Hughes, Rockwell International, Beckman Instruments, Solar Industries, Rohr Industries, Garrett Air Research, and Bertea.

After eight years he left Computervision, became an entrepreneur and went on to work with start-up companies in various capacities from CEO and President to V.P. of Sales and Marketing. He wrote business plans for them, "packaged them", raised millions of dollars in venture capital for them, developed all of their marketing materials, applied for patents, developed international markets/business, and much more. He has had his own marketing and sales consulting company, Business ID, for the past ten years.

Ms. Sanders handles the Financial and Administrative side of the business. She has an M.B.A. from Golden Gate University in San Francisco, CA and a Bachelor of Science in Business Administration in Finance.

She is a senior-level business leader with a successful track record producing tangible results in three diverse industries: high tech, telecommunications and medical devices/biotech. She has held executive-level positions at Hewlett Packard, Verizon Communications and Alere, Inc.

In her spare time she has served as a member of several Philanthropy Boards administering an annual budget of $66M designing and implementing Scholar Programs for students throughout the USA.

Recently, she was nominated and featured in the annual issue of the Minority MBA magazine listing her as one of the "Next Generation of Business Leaders" to watch based on her proven, outstanding Leadership Qualities in her field. She has excellent administrative, financial, project management, leadership and communication skills.

Independent Parties Providing Services

Oklahoma Operations Group LLC - Mr. Ron Herzfeld, Consultant Independent Geologist: has over 44 years of experience in the oil & gas industry, which started after his service as a Captain in the United States Marine Corps in 1972. His expertise includes oil field activities at depths from 500 to 18,000 feet, including pumping, flowing, water-flood, and gas-lift production operations, for both oil and gas. His experience also includes gas gathering and pipeline operations, gas compression and refining operations. His work with magnetic geophysical exploration has led to the discovery of major hydrocarbon reserves in the U.S., Canada, and Australia.

Ron has been widely published in the Oil and Gas Journal, World Oil and proceedings from major seminars within the oil and gas industry. He received a B.A. degree from the University of Texas at Austin and is an active member of the Society of Petroleum Engineers (SPE); American Association of Petroleum Geologists (AAPG); Geological Society of America (GSA); New York Academy of Sciences (NYAS). Mr. Herzfeld is the sole Owner and President of Austin Oil and Gas (AOG), an Oil and Gas Geologic, Geophysical, Engineering and Consulting Company; President and CEO of Riverdale Oil and Gas Corporation (RVDO), a publicly traded OTC Market Company; President of Property Development Group, Inc. (PDG) an Oil and Gas Production and Operations Company; and, President of Energy Gathering Systems (EGS) an international enhanced oil recovery company.

The production from wells Mr. Herzfeld has drilled, reworked and operated over a 17 year period is 648,281 Barrels of Oil and 4,072,174,000 Cubic Feet of Gas. ***That is an extremely impressive oil and gas track record.*** He has been accredited of the discovery of 10 new oil & gas fields.

Dr. Xuri Huang, Consultant Independent Geologist: obtained his PhD (1996) and MS (1994) in reservoir engineering from University of Tulsa. He got his EMAB from Pekin University, 2015. He graduated from the University of Petroleum (PU), China with a BS in applied geophysics in 1985, then worked in an integration research team of the University of Petroleum for seven years. Xuri worked for WesternGeco from 1996 to 2001 in the areas of 4D and reservoir characterisation. Currently, he is the president of SUNRISE where he is focusing on tools to close the loop between reservoir engineering and geophysics. Xuri also worked on Oil and Gas property development using his proprietary technologies combined with conventional and modern tools. Xuri is a member of the SPE and the SEG and has served as a committee member for SPE/SEG/AAPG joint 4D workshop 2006, 2008, and 2012. He has published almost 80 papers in SPE and SEG conferences and journals, and he was an SPE Distinguished Lecturer for the 2009-2010 series and an SEG Honorary Lecturer in 2014. Xuri has conducted training sessions for Petrobras and other companies (including CNPC, SINOPEC, CNOOC and Woodside) in close-the-loop technology and new seismic inversion

and interpretation techniques. He served as session chair for SPE, SEG annual meeting many times.

Gerold Allen, Consultant Independent Geologist has over 40 years' experience in the oil and gas industry as a professional petroleum engineer. He served 8 years as the Dean of the School of Petroleum Technology at Rodgers State University. Mr. Allen is also credited for developing and patenting new lifting technology known as Balanced Oil Recovery System (BORS Lift) designed for solution gas driven formations, which primarily fits the South American region.

In addition, Mr. Allen has owned and operated his own independent oil and gas company that performed all well service requirements in-house.

As a consulting Petroleum Engineer, he has worked on projects in almost all of the oil producing US States, Canada, and Middle East. Mr. Allen is a life-long member of the Society of Petroleum Engineers (SPE) No. 3185786, as well as a member of the Oklahoma Geological Society.

Coffeyville Resources Refining & Marketing LLC will purchase the oil $3.00 below the spot price of WTI oil Energy Corp will purchase the natural gas at a rate of 40% below spot Price.

Coffeyville Resources Refining & Marketing, LLC owns and operates an oil refinery in southeastern Kansas. It produces gasoline and diesel fuels, natural gas liquids, heating oil, and propane.

The company's clients include petroleum refiners, convenience store operators, railroads, and farm co-operatives. Coffeyville Resources Refining & Marketing primarily markets its products in Oklahoma, Kansas, Missouri, Nebraska, and Iowa. It also distributes gasoline and diesel fuel to regional distribution centres.

The company was incorporated in 2003 and is based in Coffeyville, Kansas. Coffeyville Resources Refining & Marketing, LLC operates as a subsidiary of CVR Energy, Inc. A New York Stock Exchange Member (NYSE: CVI).

Cornish Wireline Services – independent oil well logging company Cornish Wireline Services is the premier oil and gas wireline company founded in 1961 by Eugene Cornish. Later James and the late Harold Cornish took the reins of the company.

Today James Cornish continues to run and grow Cornish Wireline while still making sure the customer is the number one priority.

Cornish offer a wide array of open and closed hole services. Cornish Wireline Services mission is to safely deliver the highest quality services to clients.

Mokat Drilling Company was established in 1982 and specialises in drilling shallow plays. The team behind Mokat has had a number of years' experience working both independently and together up and down the southern half of the United States. Current studies show the company has annual revenue of $1 to 2.5 million and employs a small team of approximately 20 oil rig men.

Consolidated Oil Well Services LLC provides pressure pumping services for the oil and gas industry. It offers cementing, acidizing, hydraulic fracturing, and water hauling services, as well as frack tanks. The company was founded in 1956 and is based in Chanute, Kansas.

Program Overview

This is a "Turnkey" Program situated in Northeast Oklahoma, USA.

Operator: Stuart Property LLC

Number of Wells: 30 existing (to be reworked)

Type of Wells: Vertical shallow wells

Production: Oil

Secondary recovery method: Water-flood/Natural Enzymes

Depth/Formations – surface to 2400ft targeting the Skinner, Bartlesville, Burgess and Mississippi Chat

Oil Fields: Avant

The lease comes with;

- Clean title – guaranteed by the US Government
- Environmentally clean
- No archaeological studies needed

Extensive geological analysis has already been done. Stuart Property LLC will have a great understanding of the underground oil reserves from:

- Detailed well records
- Multiple vertical science wells with large logs and dipole sonic

Tank Batteries are already on site

$5 million infrastructure is already on the lease, including roads and access points.

Investors gain peace of mind investing in a UK Limited Company

Purchaser of extracted Oil: Coffeyville Resources

The average life expectancy of Oil producing wells in the Cherokee Basin is 25 to 40 years, although in some cases they produce for much longer than that.

The field team has over 150 years' experience in the oil & gas industry delivering commercially viable oil production.

The production from oil & gas wells Mr. Herzfeld drilled, reworked and operated over a 17 year period is 648,281 Barrels of Oil and 4,072,174,000 Cubic Feet of Gas.

Mr. Herzfeld has been accredited with the discovery of 10 new oil & gas fields

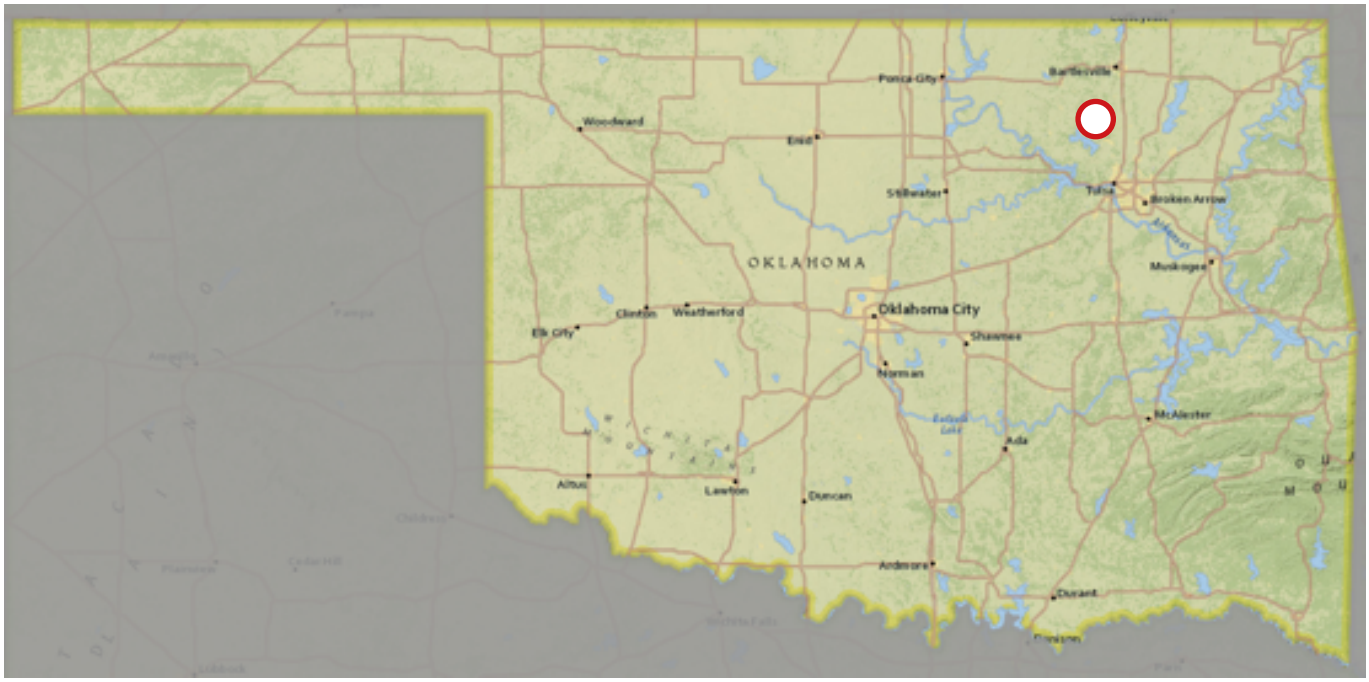
Nota Bene: In formulating this business model we have striven at all times to maintain full regulatory compliance. We are working with a Solicitor regulated by the Solicitors Regulation Authority, a Barrister regulated by the General Council of the Bar, and finally, an ICAEW Chartered Accountant.

Highlights of the Stuart Property Acquisition

1. **The Acquisition:** Stuart Property
2. **Location:** North-eastern Oklahoma
3. **Acreage:** 960 Acres / Developed Acres 450
4. **Property Condition:** Infrastructure and roadways are in good condition.
5. **Lease Infrastructure:** There are two large production tank batteries, as well as salt water injection wells for handling the production water.
6. **Tank Batteries**: 2
7. **Geology:** Multiple productive oil formations with proven oil reserves (See Geology section for details)
8. **Primary Formation:** Bartlesville Sandstone (See Geology section for details on other producing formations)
9. **Depth of Formations:** 1,600 to 2,400 ft.

10. **Producing Wells:** 5
11. **Non-producing Wells:** 40 (previously in production but are currently idling)
12. **Wells to be reworked:** 30
13. **Water Injection Wells:** 3
14. **Oil Type:** The crude oil produced from these wells is a light grade sweet crude oil of: 30 - 36 API gravity.
15. **Existing Production:** Approximately 5 to 8 Barrels of Oil per Day (BOPD)
16. **Depletion:** There has been very little depletion of oil in the underground formations.
17. **Quality and Scope:** This is a lower risk, high quality oil play

Location of the Stuart Property



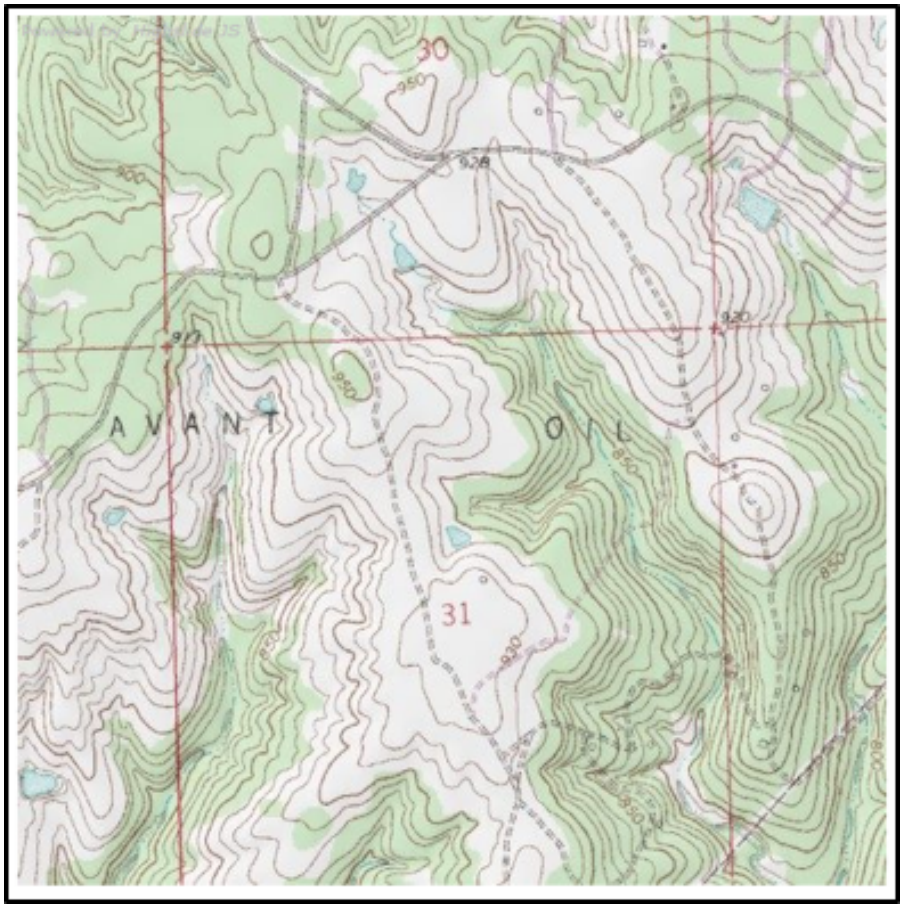
Oklahoma map - Stuart Property is situated in the Red Circle.

Investment Opportunity

Stuart Property Acquisition

30 Well Rework Program

- Acquire 960 acres which includes 45 existing oil wells
- Rework 30 Wells and increase the oil production
- Investors receive production revenue from the oil sales
- Sell the property at a nice profit
- Investors share in the sale price of the property



Avant Oil Field

Geology

- The North-East Oklahoma Property is located in the 26,500 Sq. Mi. Cherokee Platform Province in S.E Kansas N.E Oklahoma
- This oil and gas Province has been highly prolific since its first oil discovery in 1873
- Since then over 200,000 wells have been drilled and 431 new oil and gas fields discovered
- 5.3 Billion Barrels of Oil and 4.3 Trillion Cubic Feet of Gas has been produced in this Province before 1990

Geology

Map showing shelves and Basins in the state of Oklahoma, the North-East Oklahoma lease is situated in the Red Circle.

The Cherokee Platform Province in Oklahoma has been selected, at the present time, as our prime area for acquiring oil & gas assets. This region has a long history and track record of success in producing large quantities of oil from its geologic formations. It contains many opportunities for acquisition, as well as profitable development of oil & gas producing formations (reservoirs). The Province is situated primarily in north-eastern Oklahoma and south-eastern Kansas, consisting of 37 counties, stretching 235 miles north to south and 210 miles east to west, encompassing 26,500 square miles (16,960,000 acres).

The Cherokee Platform Province has been highly prolific since its first oil discovery in 1873. Since that time there have been 200,000+ wells drilled, with 431 fields discovered with over 1 million barrels of oil equivalent produced. Among the largest fields in the Oklahoma portion of the Province are Burbank (500 MMBO+), Cushing (500 MMBO+), and Glenn Pool (300 MMBO+). In the Kansas portion, the larger fields have been primarily gas, such as Iola (150 BCFG+) and Buffalo-Viles (120 BCFG+). By the end of 1990 there had been over 5.3 Billion Barrels of oil and 4.3 Trillion Cubic Feet of gas produced in the Province.

Within the Cherokee Platform Province, there are many primary oil & gas formation objectives ranging from very shallow to medium depths. Some of the primary formation objectives from shallow to deep are the Skinner Sand, Bartlesville Sand, Burgess Sand, Woodford Shale, and the Arbuckle Group. There are numerous shallow secondary formation objectives with both structural and stratigraphic environments, presenting the opportunity for entrapment and accumulation of hydrocarbons. The Bartlesville Sand alone, in a study of production from 183 oil & gas fields in north-eastern Oklahoma over a period from 1979 to 1996, produced 90,277,717 barrels of oil, from the long-lived and slow declining oil reservoir.

Cherokee Platform Province in Oklahoma

Available Oil in Place

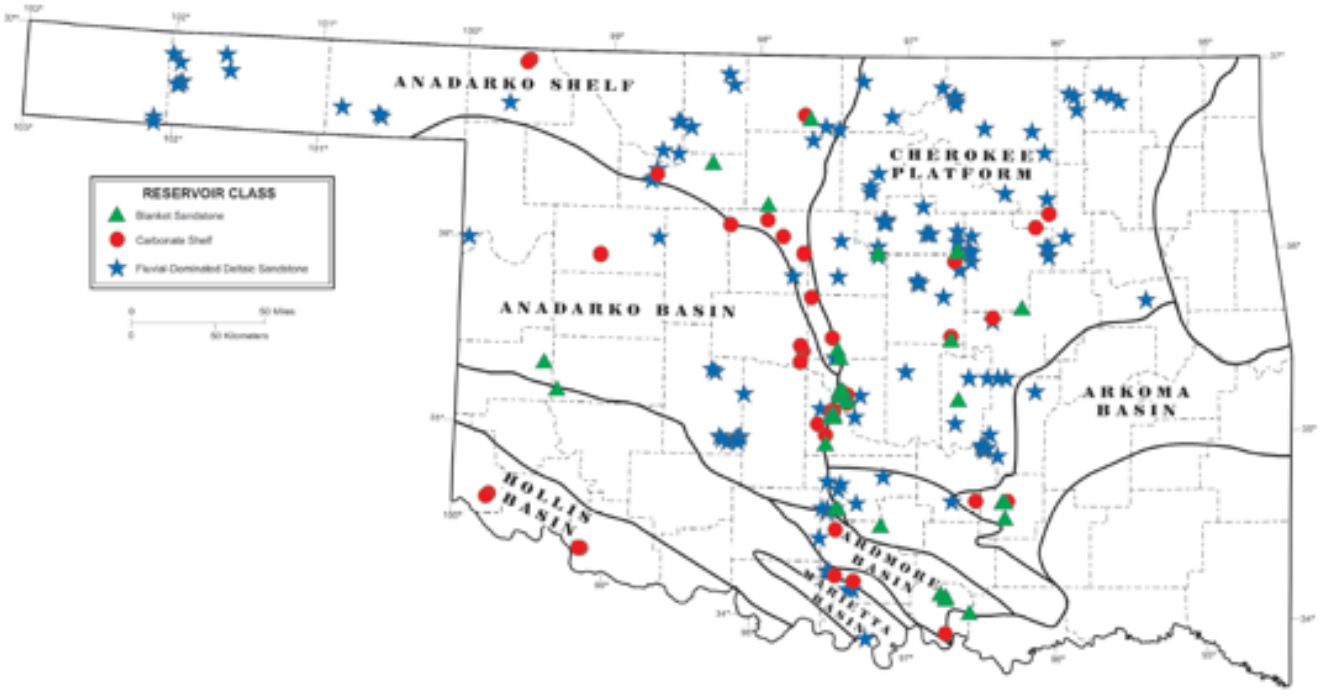
The vast amount of oil & gas that has been discovered is only a very small percentage of the Original Oil in Place (OOIP) that had been estimated to exist at the time the field was discovered. There is as much as 80% or more of that OOIP that has been left behind in most of the oil reservoirs depending on the formation's ability to produce oil, varying economic conditions, and other factors that would impact the production of oil.

This Remaining Oil in Place (ROIP) is extremely valuable under the right economic conditions. It has been said, "It's not the amount of oil & gas you produce, it's the amount of Money you make." Through a comprehensive review and evaluation process of bargain priced properties, it is our objective to find the best properties for acquisition, re-development, maintenance, revenue distribution, and selling when the price of oil recovers and is over $50 per barrel.

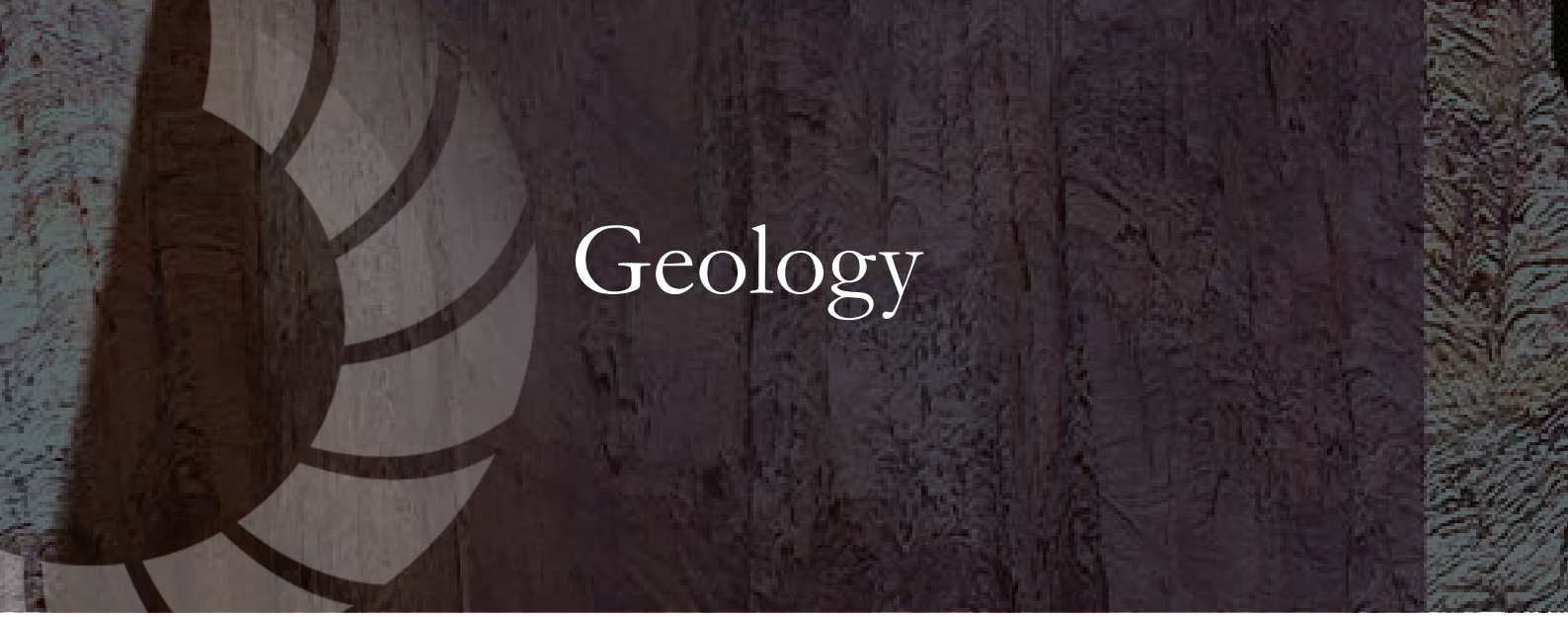
In evaluating the most prospective area for low cost development, operations, and historical potential for large amounts of producible oil & gas left remaining in place, we have focused on an area of Oklahoma that is geologically referred to as the Cherokee Platform Province, primarily in the north-eastern portion of the State.

There are three (3) basic classes of reservoirs in Oklahoma. The legend of the above map defines these classes. As it can be seen, the Cherokee Platform is largely comprised of the Fluvial Dominated Deltaic Sandstone (FDD). This is very important as the FDD is the most important economic reservoir class in Oklahoma.

The sandstone reservoirs that make up the FDD class are from the Pennsylvanian Geologic system, as seen in the following stratigraphic column chart overleaf.



Map showing major geologic provinces and the location and reservoir class of the reservoir studies that were analysed in this report.



Geology

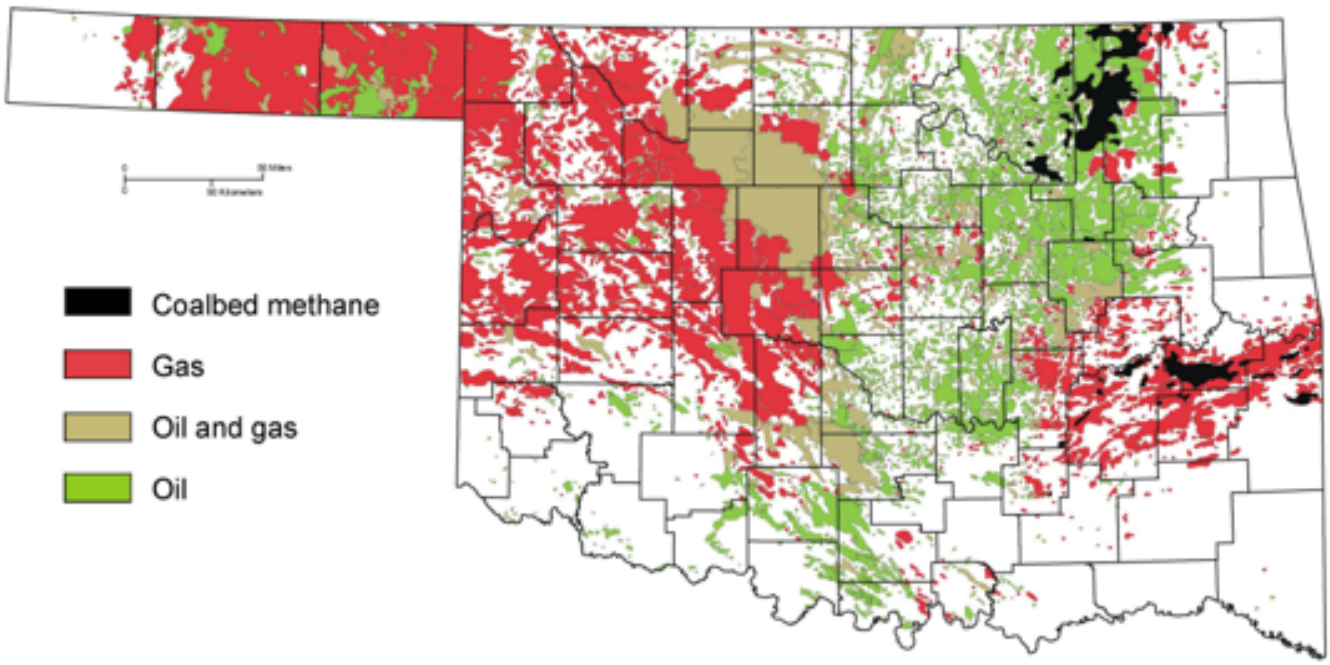
SYSTEM	SERIES	GROUP	RESERVOIR CLASS		
			(BS) Blanket Sandstone	(CS) Carbonate Shelf	(FDD) Fluvial-Dominated Deltaic Sandstone
Permian	Leonardian	Summer			Wichita, Fortuna, Noble-Olsen
	Wolfcampian	Chase			
		Council Grove			Wolfcamp Beasley
		Admire			
Pennsylvanian	Virgilian	Wabaunsee			
		Shawnee			
		Douglas			Tonkawa, Swastika
	Missourian	Ochelata		Lansing	Healdton, Osage-Layton, Hoxbar
		Skiatook		Missouri Lime	Layton, Wade, Burns-Brundage, Medrano, Cleveland, Marchand
	Desmoinesian	Marmaton		Oswego	Deese
		Cherokee			Prune, Senora, Skinner, Gibson, Dora, Red Fork, Hart, Bartlesville, Osborn, Booch
	Atokan	Atoka			Gilcrease, Muskogee
	Morrowman	Morrow		Union Valley	Morrow, Keyes, Cromwell, Kelly
Mississippian	Springeran	Springer			
		Chester		Manning (Ark. Novaculite), Meramec, Sycamore	
		Meramec			
		Osage			
			(Misener)		
Devonian		Hunton		Hunton	
Silurian					
Ordovician		Viola		Viola	
		Simpson	Bromide, Wilcox, Tulip Creek, McLish Oil Creek		
Cambrian		Arbuckle		Arbuckle	
Pre-Cambrian					

Generalised Oklahoma Stratigraphic column highlighting the oil reservoir classes and the names of those report

The FDD class is mostly channel fill sands and splays (where channel sands and sediments spill over the river or channel banks and are deposited). The FDD class is estimated to comprise two-thirds (2/3) of the OOIP in Oklahoma and range from 52% to 5% of the initial recovery of oil. They range more than 200' thick with 25% porosity in channels, to overbank splays of a few feet that can barely flow without stimulation. Generally, channel sands have primary production of 15 to 20% of the OOIP. Water Flood, secondary recovery operations can add an additional 15 to 20% more oil.

The following map is an excellent representation of why the Cherokee Platform is the ideal area of Oklahoma for Oil in Place acquisition.

This is another good map that shows the Cherokee Platform and especially the major concentration of oil in the platform.

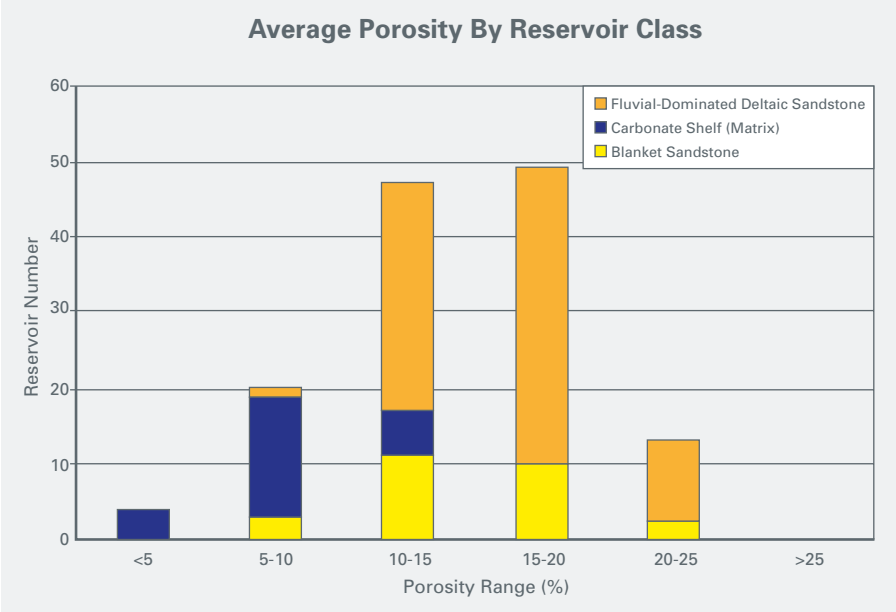


Map of major geologic provinces of Oklahoma showing oil and gas fields

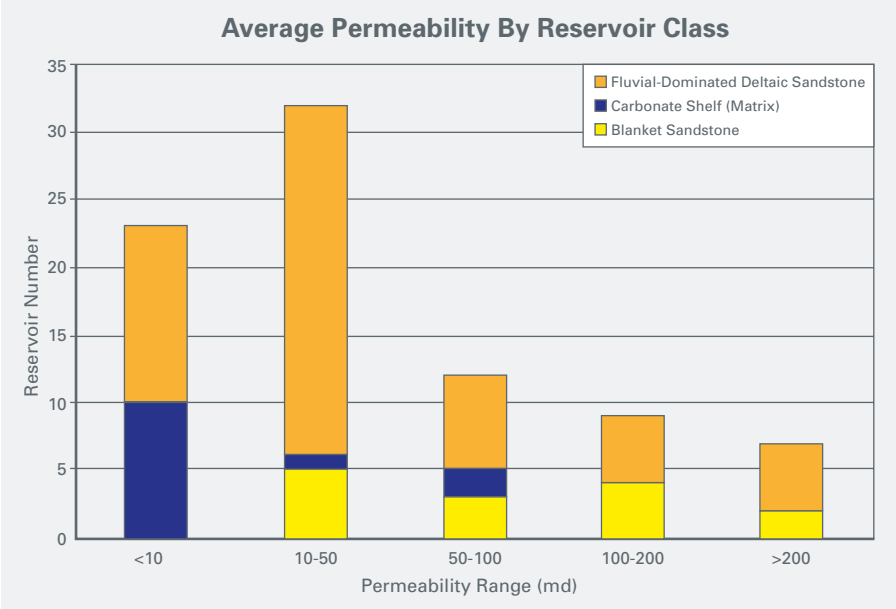
Geology

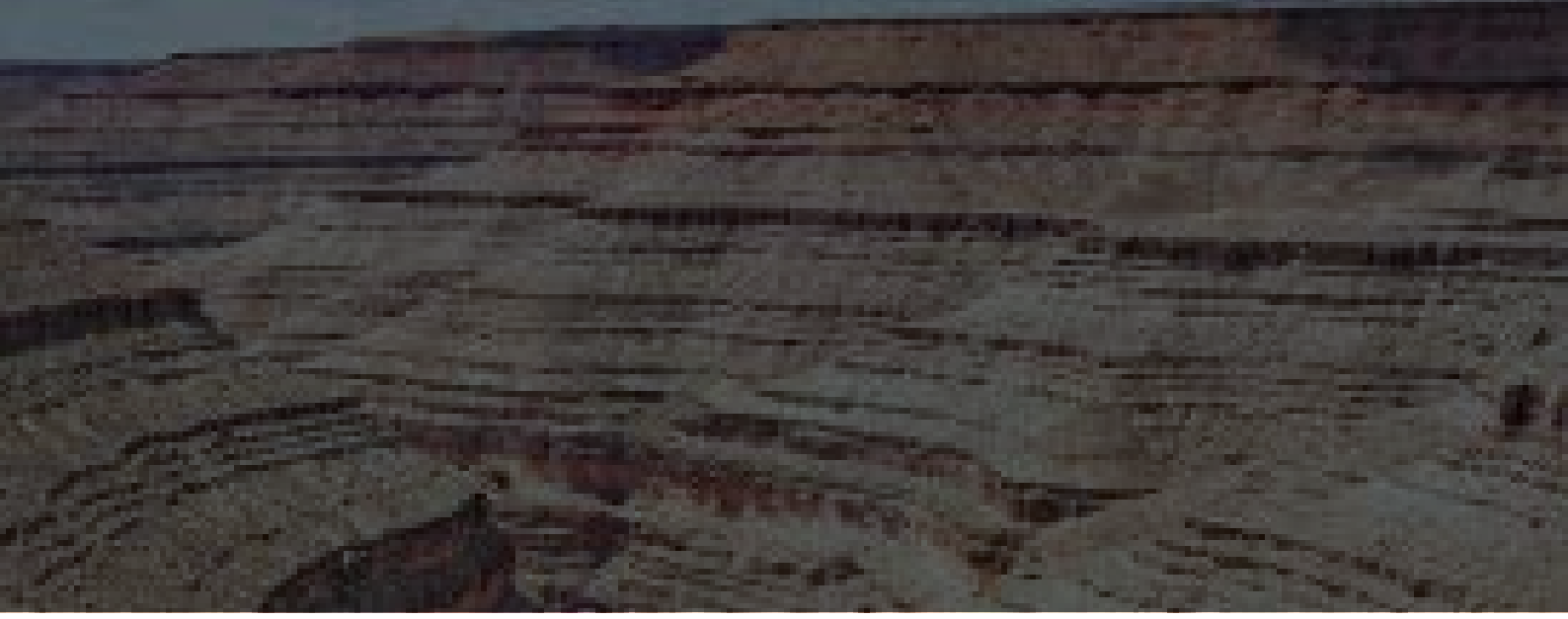
In a 2008 study by the Oklahoma Geologic Survey (OGS) it was estimated that there are 16 Billion Barrels that remain to be recovered, mostly in smaller new field discoveries and especially in existing fields that have been poorly operated and developed. Most of the oil estimated by the OGS will be found in the FDD reservoir class.

The particular characteristics of the Oil and Gas reservoirs provide the dominant reason why one reservoir has a better record of production than another. It's much like the pedigree of the reservoir. The following chart presents the average porosity by the 3 different classes. The porosity of a reservoir is the void space within the rock (sandstone grains), that can contain fluids. Basically, it is the volume of fluids that a reservoir can hold.

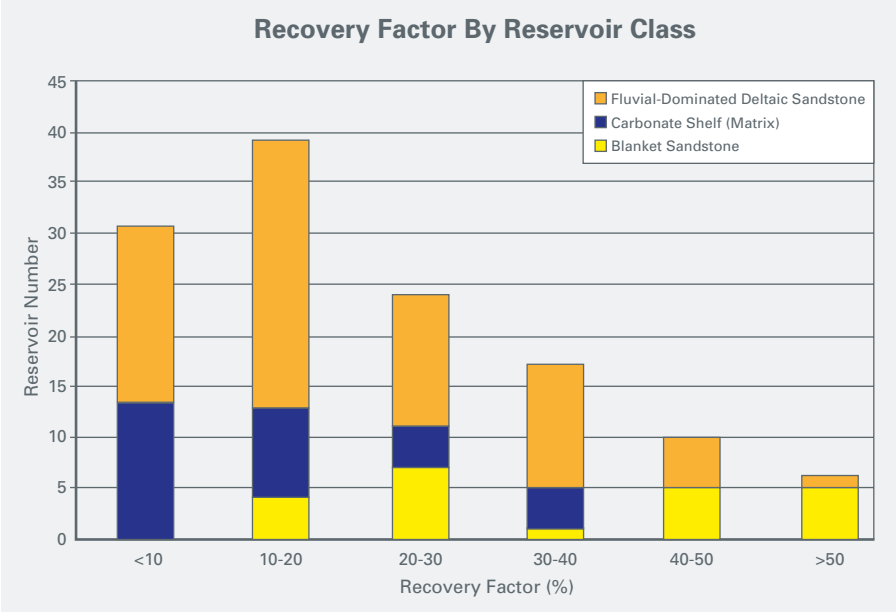


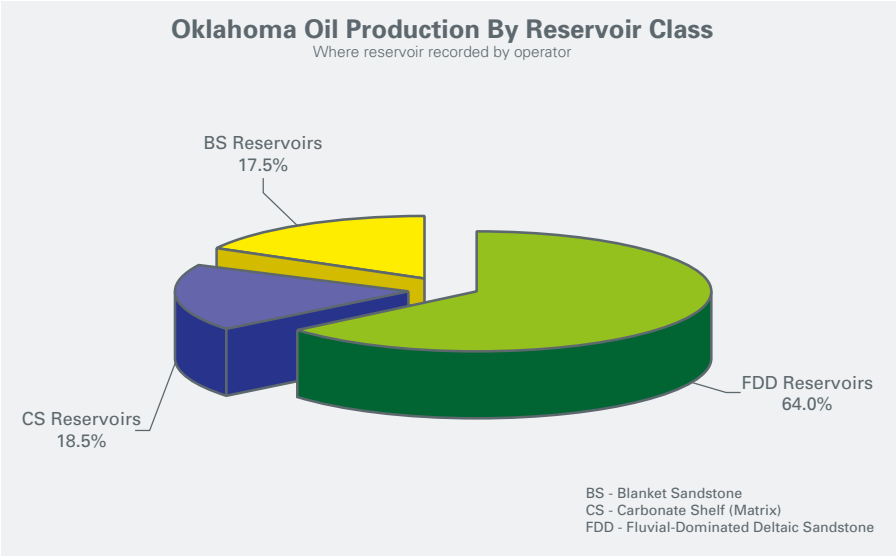
The following chart presents the various class characteristics for permeability. The permeability is the measurement of the rock's (sandstone) ability to transmit fluids, generally measured in Darcies or millidarcies. It is basically the measure of the resistance of the fluids to flow through the reservoir.



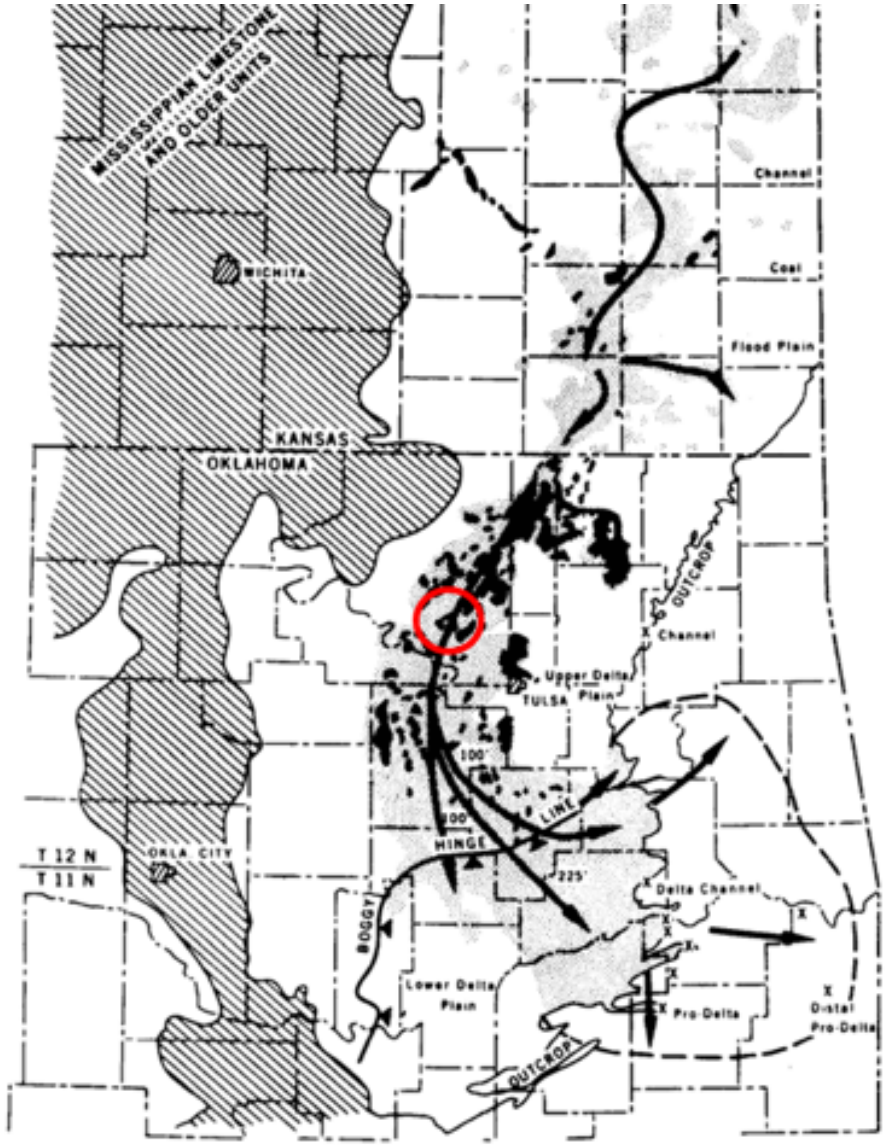


The next charts are very descriptive, as they present the reservoir class that has the consistent dominance for Recovery Factor.





Conclusion



Distribution of the Bartlesville Sand (in Black) situated in north-east Oklahoma and south-east Kansas.
We are focusing our efforts in the Red Circle

The Oil in Place Acquisition Program (OIPAP) is situated in the heart of the 26,500 square mile Cherokee Platform Province of south-eastern Kansas and north-eastern Oklahoma. This oil and gas Province has been highly prolific since its first oil discovery in 1873. Since that time there have been over 200,000 drilled wells, with 431 fields discovered with over 1 million barrels oil equivalent. By the end of 1990, there had been over 5.3 Billion Barrels of Oil and 4.3 Trillion Cubic Feet of Gas produced in the Province.

Within the area of the OIPAP, there are numerous Sandstone Reservoirs that comprise the FDD class of reservoirs. The Bartlesville Sand alone, in a study of production from 183 fields in north-eastern Oklahoma, over a period of 1979 to 1996, producing solely from the Bartlesville Sand, produced 90,277,717 Barrels of Oil, from the long-lived, slow declining oil reservoir.

The subsurface oil and gas formations of the OIPAP present a unique opportunity for greater development within an area of proven and prolific oil and gas reserves.

Advances in drilling and production technologies have increased U.S. oil production

Advances in drilling and production technologies and the application of those technologies have led to increases in U.S. oil and natural gas production. In the past, a drilling rig drilled a single vertical well. Now many directional or horizontal wells can be drilled from one location or well pad to access greater areas of oil and natural gas bearing rock.

Oil may flow to the surface from natural pressure in the rock formation or it may be forced out of the ground and up through the well depending on the type of reservoir in which it is located. In situations where oil needs to be forced out of the ground, various technologies are used to enable the flow of oil and natural gas from the reservoir or resource bearing rock into the wells.

Hydraulic fracturing is used to access oil and natural gas contained in tiny pores of geological formations composed of shale, sandstone, and carbonate (limestone) rock. Hydraulic fracturing breaks up the rock in the formations and creates pathways that allow oil and natural gas to escape rock layers. Hydraulic fracturing involves forcing water, chemicals, and sand or other proppants (materials used to keep the pathways open) under high pressure into wells. Steam, water, natural enzymes or carbon dioxide (CO2) can also be injected into a rock layer to help oil flow more easily into production wells.

Once the oil has been collected from wells in a production field, the oil is transported by pipelines, trucks, or trains to refineries, or it may be taken to a port and loaded on ships for transport to other countries.

Picture of Fracking Lorries

Oklahoma Overview

Many important oil and gas conservation practices and organisations trace their origins to Oklahoma.

Picture of Wild Mary Sudick Well, 1930

Oklahoma is in the heart of the Mid-Continent Oil Region, a vast oil- and natural gas-producing area extending northward from Texas and flanked by the Mississippi River to the east and the Rocky Mountain states to the west. Crude oil and natural gas wells can be seen across much of Oklahoma, and some of the largest oil and natural gas fields in the country are found in the state. Eastern Oklahoma is also a coal-mining region. Oklahoma's economy is diverse. The state is best known, however, for its energy-intensive petroleum and natural gas industries. Total energy consumption in the state is above the national median, and Oklahoma is in the top 10 states in energy use per capita. The industrial sector is the largest energy-consuming end-use sector in Oklahoma, followed by the state's transportation sector.

Petroleum

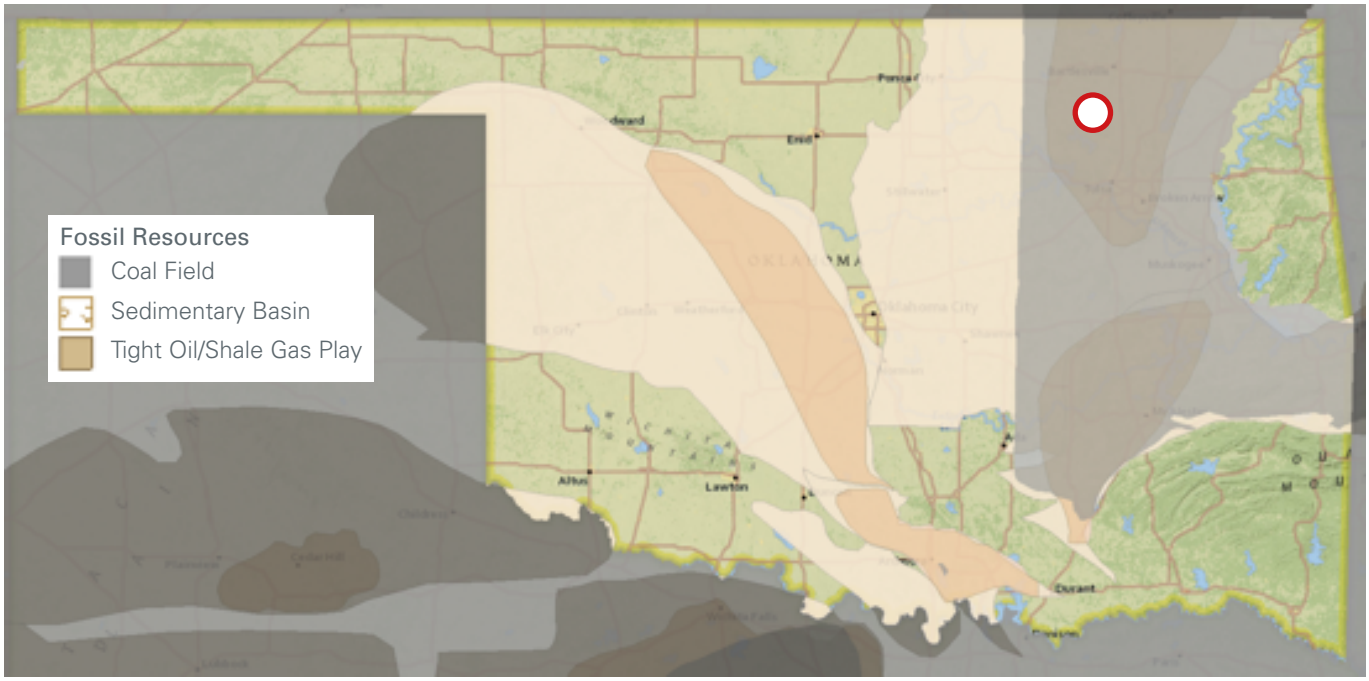
Many important oil and gas conservation practices and organisations trace their origins to Oklahoma.

The discovery of oil in Oklahoma transformed the state's economy. By the time Oklahoma became a state in 1907, it was the largest oil producer in the nation. The early history of petroleum development in Oklahoma is one of booms and busts, including unregulated overproduction and waste. As a result, many important oil and gas conservation practices and organisations trace their origins to the state. In 1935, the Interstate Oil and Gas Compact Commission (IOGCC), headquartered in Oklahoma City was created. Its purpose is to ensure responsible development and to prevent waste of petroleum resources through the coordinated efforts of oil-producing states. The voluntary IOGCC has grown from an association of 6 oil-producing member states in 1935 to 30 member states and 8 associates in 2015.

Oklahoma produces a substantial amount of crude oil. With annual production typically accounting for between 3% and 4% of the nation's total, Oklahoma is one of the top five petroleum-producing states. Although oil fields predominate in the eastern half of the state and natural gas fields in the west, oil wells are found throughout Oklahoma. One of the 100 largest oil fields in the United States is in south central Oklahoma. The state's oil industry experienced declining production from the mid-1980s until 2005, when crude oil production in Oklahoma hit its lowest point since 1913. Production has rebounded in recent years and, by 2014, was more than twice the 2005 level. Proved reserves also doubled between 2009 and 2014. Oklahoma crude oil provides the feedstock for the state's refineries, which have a combined distillation capacity of more than 500,000 barrels per calendar day-roughly 3% of the total U.S. refining capacity. The number of operable refineries in Oklahoma has declined from 12 in the early 1980s to 5 in 2015. Several petroleum product pipelines connect those refineries to markets in Oklahoma and in other states.

Cushing, Oklahoma, is known internationally as the delivery point for the U.S. benchmark crude oil, West Texas Intermediate.

The city of Cushing, in central Oklahoma, is known internationally as the designated delivery and pricing point for the U.S. benchmark crude oil,

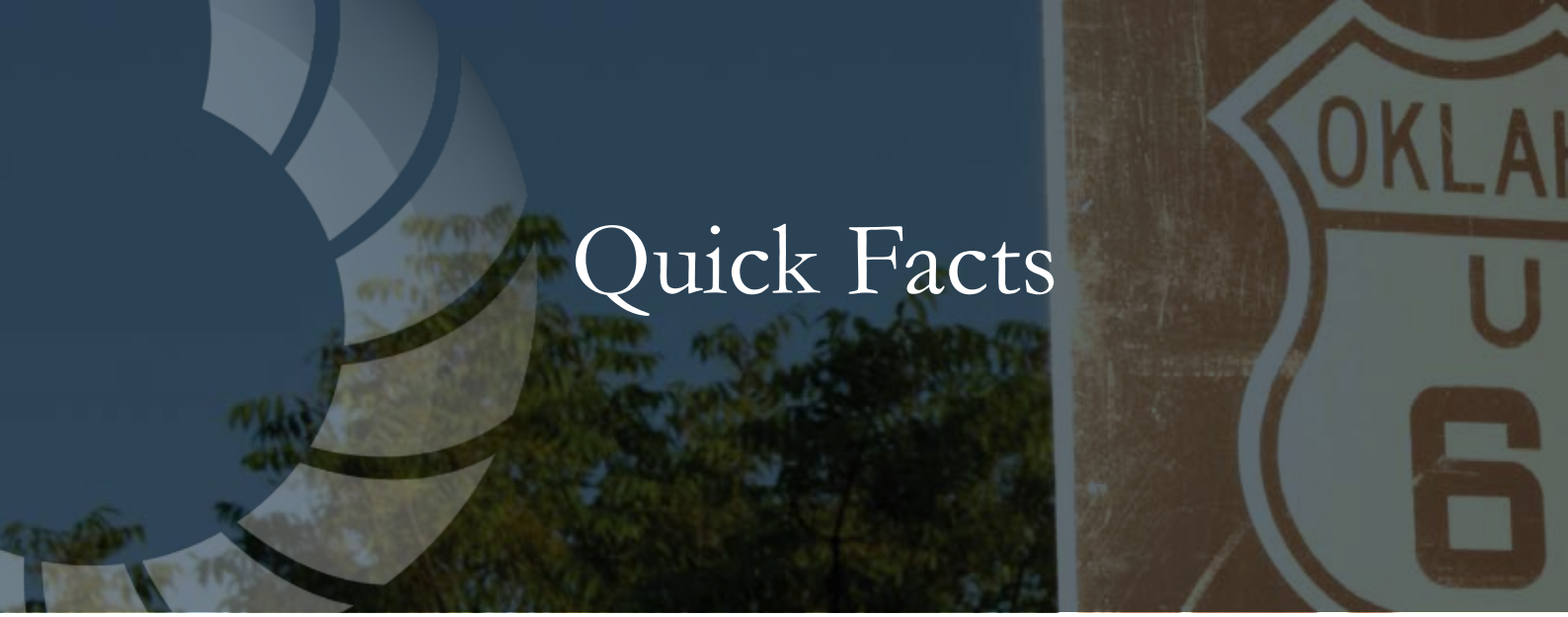


A map of Oklahoma's Fossil resources

West Texas Intermediate (WTI). It has been called the most significant trading hub for crude oil in North America, and it is the terminus for many crude oil pipelines. It is also a major storage terminal, with about one-fifth of the nation's crude oil storage capacity, excluding the U.S. Strategic Petroleum Reserve. Over the past five years an annual average of almost 40 million barrels of crude oil has been stored at Cushing. The Cushing hub connects Gulf Coast producers and importers to refiners in other parts of the country, originally transporting Gulf Coast and Mid-Continent crude oil north to Midwest refining markets. Increased U.S. shale oil and Canadian heavy crude oil production created a crude oil delivery bottleneck at Cushing in 2011.

In response, an underused pipeline system that originally transported crude oil from South Texas to Cushing was reversed in May 2012, marking a historic shift in the way oil flows across the United States. That reversal allowed delivery of more U.S. shale and Canadian crude oil to Gulf Coast refining centers and helped relieve the bottleneck at Cushing. Additional pipeline capacity from Cushing south to the Gulf Coast has since come on line.

Per capita petroleum consumption in Oklahoma is greater than in three-fourths of the states. The transportation sector uses more than three-fourths of petroleum consumed in the state. The industrial sector uses most of the rest. The residential sector where only about 0.1% of households use petroleum for home heating accounts for 2% of state consumption.



Quick Facts

- Oklahoma ranked fifth in crude oil production in the nation in 2014, excluding federal offshore areas.
- Oklahoma had five operating petroleum refineries with a combined daily capacity of over 500,000 barrels per day (2.8% of the total U.S. operating distillation capacity) as of January 2015.
- Oklahoma is one of the top natural gas-producing states in the nation, accounting for 7.4% of U.S. gross production and 7.4% of marketed production in 2014.
- Cushing, Oklahoma is where the benchmark price is set for the blend of U.S. crude oils known as West Texas Intermediate (WTI).
- In 2014, Oklahoma ranked fourth in the nation in net electricity generation from wind, which provided almost 17% of the state's net generation.

Source: US EIA

Oklahoma Ranks High in Oil & Gas Production

- #5 oil producer & #4 natural gas producer in U.S.
- Over 120,000 active oil & gas wells.
- 72 of its 77 counties produce Oil & Gas.
- Proven oil reserves of 1,019,000,000 barrels as of 2013.

Crude oil is produced in 31 U.S. states and in U.S. coastal waters. In 2014, about 65% of U.S. crude oil production came from five states:

In 2014, about 16% of U.S. crude oil was produced from wells located offshore in the federally administered waters of the Gulf of Mexico.

Although total U.S. crude oil production generally declined between 1985 and 2008, it has been increasing since 2008. More cost-effective drilling technology has helped boost production, especially in Texas, North Dakota, Oklahoma, and Colorado.

Since the last economic downturn and the sharp decrease in energy prices, the number of oil and gas drilling rigs has more than halved. This will have a significant impact on the amount of oil and gas being produced in the United States.

Corporate Social Responsibility (CSR)

"Put us on your team. We take notice of the finer points."

PhenCo and our US team take its responsibility towards the environment very seriously and works with local Government and stakeholders to minimise the environmental footprint of operations. Finding and producing oil is an industrial process that, inevitably, has some degree of impact on the environment and the challenge is to balance this with the benefits that society takes from having a secure energy supply.

As a specialist SPV company and an oilfield service industry firm, PhenCo and our US Team strive to operate in a sustainable and proficient manner in all of our undertakings.

Many aspects of our business contribute to corporate social responsibility (CSR) via our US counterparts. These include our collective commitment to health, safety, the environment, technology development programs, and development of a diverse, inclusive workforce. It also encompasses our community involvement and commitment to being a responsible, legally compliant corporate citizen.

CSR is strongly supported by our Team's corporate culture, whose core values are integrity, teamwork, performance and learning. Guided by these values, every day, we work together to promote safety and reduce the environmental impact of developing oil. We contribute to the communities where we work and support local institutions in their drive for a cleaner oil industry. We also ensure that we run our business according to the highest professional and ethical standards.

I'm very proud of my team and the positions my group of companies have achieved in the oil industry, to date we have completed 3 fully funded successful turnkey projects and our Team understands that CSR requires a long-term commitment. We look forward to reporting our ongoing progress in this important area to each of our shareholders.

Enhanced oil recovery

Enhanced oil recovery (EOR), also referred to as tertiary recovery, can effectively double or triple the amount of oil produced from a mature field. Successful EOR projects increase both oil rates and ultimate recovery and do so with a good rate of return.

Reducing uncertainty

Reducing risk and uncertainty in any EOR project is about identifying the most profitable approach, preventing information overload, and identifying and deploying the right technology at the right time. The key is knowing what is important — and what is not — as we plan our projects.

Confidence that a project will generate incremental value comes from knowledge and insight based on both past successes and learning curves with an understanding of all aspects of the current project, from initial concept to the final drop of oil out of the ground.

The more we know about the reservoir and its EOR opportunities and options, the more confident we will be in doing what we need - and just what we need - to achieve a positive outcome. Our reservoir evaluation and process monitoring capabilities coupled with our reservoir engineering and EOR field expertise are an ideal complement to de-risking our objectives and plans that ultimately benefit each of the shareholders we serve.

PUT US ON YOUR TEAM. WE TAKE NOTICE OF THE FINER POINTS.

We confidently proclaim that our ability to guide you to your most effective communications and results is unmatched. Shareholders rely on our insights, talent and industry-specific knowledge. They trust us to translate their communication needs into strategic objectives and investment solutions - that are accurate, effective, easy to understand, and of the highest quality.

When prospects and clients seek the very best solution to their most important investment objectives, they routinely turn to us. We, too, are industry experts. We offer them the leadership and guidance they need to trust with confidence that their goals and aspirations will get noticed and that we get the job done to the highest professional and ethical standards.

Over the last 3 years and more, we have gained a great deal of practical insight into target audiences such as oil and gas lenders and investors, institutional shareholders and investment analysts.

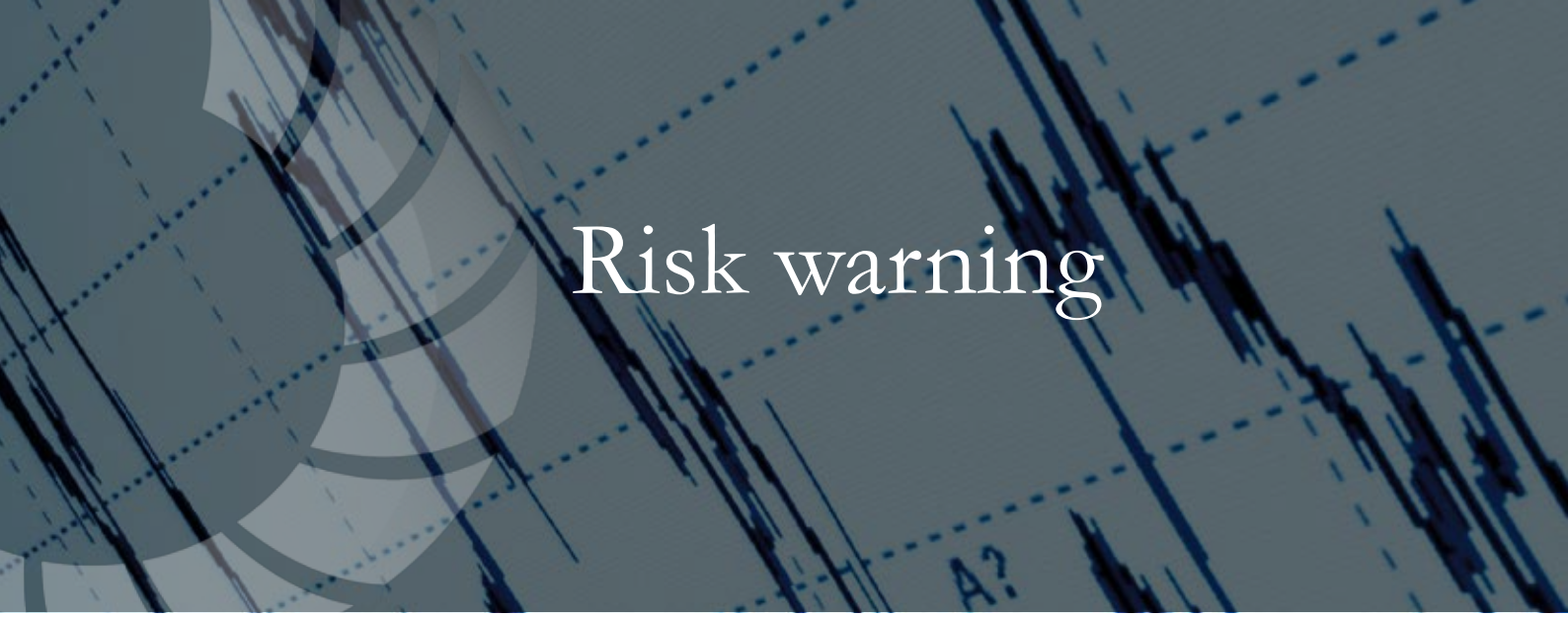
In short, there is no need for you to invest time in a long learning curve for what may turn out to be an uncertain outcome. As a communications leader and with our US industry veterans, we join your team as a peer who can contribute immediately. We hit the ground running - getting you to the finish line with the most effective and highest quality product.

Quite often, you only need to define your needs and objectives and provide your raw investment goals. Then we go to work in ways that pay off the most for you in defining your key criteria, positioning your interest and transforming your thought process into a decisive well executed portfolio plan.

You usually have only one shot to tell your story. Often you have a tremendous amount at stake and need every competitive edge. Put us on your team. When you enlist our experience and expertise, you already separate yourself from the status quo and competition. Your shareholding experience within our company starts from a position of strength - and that is only the beginning.

We look forward to many years of success ahead and we look forward to seeing you at our scheduled Annual General Meeting which will take place at our offices in the heart of the country side here at Braxted Park Manor.

PhenCo, Keeping the Edge



Risk warning

This document and the information within it may contain specific market comment and independent indicative prices; this is for information purposes only and in no way constitutes advice to buy or sell.

The investment vehicle for this project is PhenCo Limited, a company registered in England & Wales under company number 09882965 ("the Company"). If you decide to proceed with a subscription in this project then you will become a non-voting shareholder in the Company.

In order to ensure safe receipt of money, the Company has appointed Jade State Wealth Limited (Co number: 07688855) as its escrow provider. Jade State Wealth Limited is instructed to hold your capital and only release when you, as the subscriber have been registered as a non-voting shareholder on the company's share register. If you are not registered then Jade State Wealth Limited will return your funds to you. This will offer you a degree of security in respect of your subscription capital.

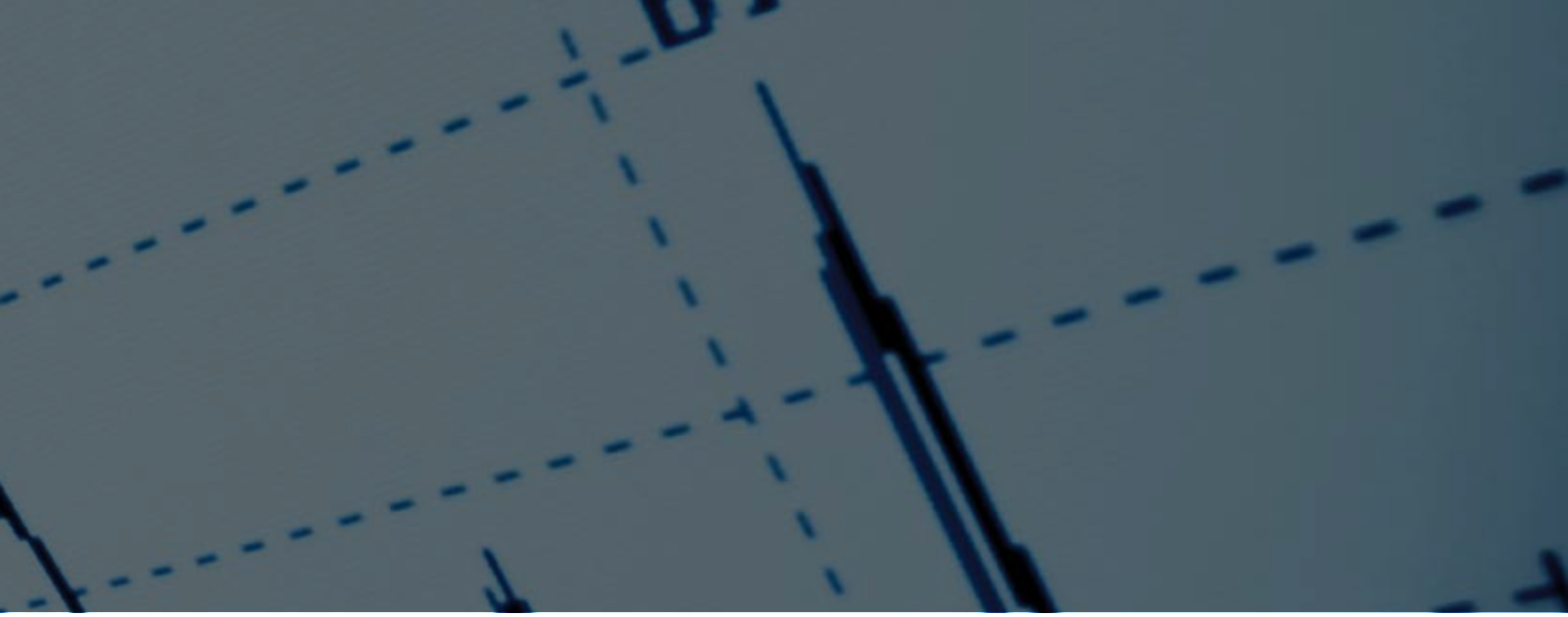
The Company has entered into an agreement with Stuart Property LLC, which has the exclusive right to manage, drill, acquire and produce in the Stuart Property. Stuart Property LLC is contractually obliged to pay to the Company 86% of the net income derived from the existing wells. As a non-voting shareholder in the Company you will be entitled to dividends in accordance with the terms of the Subscription Agreement which you will sign prior to investment.

Your subscription funds will be utilised by Stuart Property LLC to fund the exploration and exploitation of the above-referenced wells. It is important to note that approximately 50% of your subscription funds go to the Stuart Property LLC for this purpose. The other 50% or thereabouts of your subscription funds will go to cover costs associated with running the Company such as introducer and brokerage fees, accountancy fees, legal fees, escrow fees, management fees as well as IT and administration. The Stuart Property LLC will derive its funding for this Program exclusively from PhenCo Ltd. The reason why we need to operate through Stuart Property LLC rather than undertaking the Program ourselves is due to local, state and national laws

The Company will utilise the services of third party promoters and marketers who have a strict code of conduct to which they must adhere. The code of conduct is available to subscribers upon request.

PhenCo Ltd offers various services to Sophisticated, High net worth, Professional and Corporate clients only and does not participate in any transactions made by retail clients

The value of your investments and the income from them can go down as well as up and is not guaranteed at any time. You may get back less than you originally invested and in extreme circumstances, lose all of the value of your subscription.



Information on past performance is not an indicator for future performance.

The information contained in this brochure is not intended to constitute and should not be construed as investment advice.

The income from the opportunity is dependent on the market for oil and natural gas and this is subject to change. While the operation of oil and gas wells is generally subject to insurance this may not cover all liabilities which may be encountered

The market for this opportunity is illiquid and you may have difficulty in selling the holding at the price you wish to achieve and in some cases it may be difficult to sell them at any price. There is no guarantee that you will be able to sell your holding. The purchase should be regarded as high risk and speculative in its nature. It can be difficult to assess what the actual market value is for the holding and you may not get back the full amount originally subscribed and in some cases you may lose the entire amount paid.

You should not enter into this agreement unless you understand the nature of the transactions envisaged herein and the extent of your exposure to risk.

You should be satisfied that the transactions are suitable for you given your financial circumstances and investment objectives.

The rules and regulations governing such opportunities are subject to change and such changes may have a detrimental impact on the price of the agreement and/or the potential market

Past performance is not an indication of future performance. No warranties are given as to the future value of the holding. The price of the holding can fall as well as rise.

With any opportunity in the Oil and Gas sector either corporate or individual clients should seek the appropriate advice prior to agreeing terms.

None of the companies involved in the project are authorised or regulated by the Financial Conduct Authority (the "FCA"). The services are not governed by the FCA's rules and you will not benefit from any protections which may be available under the FCA's rules. You will not be covered by the Financial Services Compensation Scheme or the Financial Ombudsman Service.

STUART
ACQUISITION
A U.S. OIL & GAS VENTURE

Disclaimer:

The communication to which this investment relates is exempt from the general restriction in Section 21 of the Financial Services and Markets Act 2000, on making financial promotions to members of the public where the promoter is not an authorised and regulated person for the purposes of the Financial Services and Markets Act 2000 on the basis that it is made to and only to certain groups who are exempt within the meaning of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005. These include sophisticated investors self-certified sophisticated investors, high net worth companies, certified high net worth individuals and certain investment professionals.