



THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek advice from your own stockbroker, bank manager, solicitor, accountant or other financial adviser authorised pursuant to the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in Offshore Hydrocarbon Mapping plc (the "Company"), please send this document and the accompanying form of proxy at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

THIS DOCUMENT SHOULD BE READ IN CONJUNCTION WITH THE NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY SET OUT AT THE END OF THIS DOCUMENT

OFFSHORE HYDROCARBON MAPPING plc

(a company incorporated in England and Wales and registered with number 04329960)

Annual General Meeting on Friday 15 January 2010

Your attention is drawn to the letter from the Chairman of Offshore Hydrocarbon Mapping plc which is set out on pages 3 to 4 of this document and which contains, amongst other matters, the Board's recommendation to vote in favour of the Resolutions to be proposed at the Annual General Meeting referred to below.

Notice of the Annual General Meeting of the Company to be held at 2.00pm on Friday 15 January 2010 at the offices of KBC Peel Hunt Ltd, 111 Old Broad Street, London, EC2N 1PH is set out at the end of this document. Shareholders are requested to return the enclosed form of proxy, which to be valid must be completed and returned in accordance with the instructions printed thereon so as to be received as soon as possible by the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU but in any event so as to be received by them before 2.00 pm on Wednesday 13 January 2010. Completion and return of a form of proxy will not preclude Shareholders from attending, speaking and voting in person at the Annual General Meeting should they so wish.

This document does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, purchase or subscribe for any securities. This document has not been examined or approved by the Financial Services Authority or the London Stock Exchange or any other regulatory authority.

Copies of this document are available free of charge until 15 January 2010 at the Company's offices during usual business hours or from the investors section of the Company's website www.ohmrsi.com.

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Expected timetable of principal events

Publication of this document	16 November 2009
Posting to Shareholders	25 November 2009
Latest time and date for receipt of appointments of proxy	2.00 pm on Wednesday 13 January 2010
Time and date of Annual General Meeting	2.00 pm on Friday 15 January 2010

Definitions

Act or CA 2006	the Companies Act 2006
Annual General Meeting or AGM	the annual general meeting of the Company convened for 2.00 pm on Friday 15 January 2010 and any adjournment thereof, notice of which is set out at the end of this document
Articles	the articles of association of the Company in force as at the date of this document
Board or Directors	the directors of the Company at the date of this document whose names are set out on page 3 of this document
Business Day	any day (other than a Saturday, Sunday or a public holiday in England) on which clearing banks in the City of London are open for the transaction of normal sterling banking business
Company	Offshore Hydrocarbon Mapping plc
London Stock Exchange	London Stock Exchange plc
Notice	the notice convening the Annual General Meeting which is set out on pages 5 to 7 of this document
Ordinary Shares	ordinary shares of one penny each in the capital of the Company
Resolutions	the resolutions set out in the Notice
Shareholders	holders of Ordinary Shares



Offshore Hydrocarbon Mapping plc

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David Pratt, Chairman
Richard Cooper, Chief Executive Officer
Dr. Lucy MacGregor, Chief Scientific Officer
Bob Auckland, Finance Director
Keith Lough, (Senior Independent Director and Non-executive Director)
Thierry Le Roux (Non-executive Director)
Alan Faichney (Non-executive Director)

16 November 2009

To Shareholders and, for information only, to the holders of options or warrants over Ordinary Shares

Dear Shareholder

Notice of Annual General Meeting

A notice is set out at the end of this document convening the Annual General Meeting of the Company to be held at the offices of KBC Peel Hunt Ltd at 111 Old Broad Street, London, EC2N 1PH at 2.00 pm on Friday 15 January 2010

At the AGM, Resolutions will be proposed as explained below.

Resolutions 1 to 6 are proposed as ordinary resolutions. This means that for these Resolutions to be passed, a majority of the votes cast must be in favour of the Resolutions. Resolutions 7 and 8 are proposed as special resolutions. This means that for each of these Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

Resolution 1: Report and financial statements

The directors of the Company must present the financial statements to the meeting. A resolution will be proposed to receive and consider the annual report and accounts of the Company for the financial year ended 31 August 2009.

Resolution 2: Re-appointment of auditors

The Company is required to appoint auditors at each general meeting at which financial statements are presented to the shareholders for adoption. It is proposed that BDO LLP be re-appointed as the Company's auditors and that the directors of the Company be authorised to fix their remuneration.

Resolutions 3 to 5: Appointment of directors

The Company's Articles provide that one third of the directors are obliged to retire by rotation at each annual general meeting together with any directors appointed since the last annual general meeting.

Mr. Keith Lough is to retire by rotation at the AGM. Mr. Keith Lough is to offer himself up for re-election as a director.

Mr. Alan Faichney and Mr. Richard Cooper who, having both been appointed since the date of the last annual general meeting, retire pursuant to article 84.1 of the Articles. Mr. Alan Faichney and Mr. Richard Cooper are to offer themselves up for re-election as directors.

Resolutions 3, 4 and 5 will be considered and voted on separately.

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Resolution 6: Authority to allot shares

The Company has authorised but unissued share capital. This resolution permits the directors to allot unissued Ordinary Shares up to the nominal value of £231,726 (being one third of the current issued share capital of the Company, in accordance with institutional shareholder voting guidelines) subject to Resolution 7 in the case of issues for cash. The authority expires at the sooner of the conclusion of the next annual general meeting or fifteen months from the date of the passing of the resolution and replaces the authority given to the directors of the Company to allot shares at last year's annual general meeting.

Resolution 7: Authority to disapply pre-emption rights

If the directors wish to allot any of the unissued shares for cash (other than pursuant to an employee share scheme) they must first, pursuant to section 561 of the Act, offer them to existing shareholders. There may be occasions when the Company needs the flexibility to allot such shares without invoking these pre-emption rights, for instance, in financing an acquisition or to take advantage of stock market conditions to raise further working capital. The resolution would grant the directors of the Company authority:

- (i) to allot shares in connection with an offer of such securities by way of rights to holders of equity securities in proportion to their respective holdings and subject to certain exclusions and other arrangements; or
- (ii) to allot securities in the Company for cash up to an aggregate nominal amount equal to £34,759 (being approximately 5% of the current issued share capital of the Company).

In accordance with institutional shareholder voting guidelines, this resolution empowers the directors of the Company to allot equity securities up to an aggregate nominal value of £34,759, being equal to approximately 5% of the Company's issued ordinary share capital as at the date of this notice, for cash without first offering them to existing shareholders. The authority expires at the sooner of the conclusion of the next annual general meeting or fifteen months from the date of the passing of the resolution. The directors recommend that this authority be granted for the reasons set out above.

Resolution 8: Authorisation to make market purchases

Under Resolution 8, which is proposed as a special resolution, the Company will seek a limited authority to make purchases in the market of its own Ordinary Shares, subject to specified limits including the minimum and maximum prices which may be paid. The maximum number of Ordinary Shares which the Company may purchase pursuant to this authority is 6,951,769 Ordinary Shares (being approximately 10% of the Company's current issued share capital).

In seeking this authority the Board is not indicating any commitment to buy back Ordinary Shares. The Board will only exercise the authority if, in the light of market conditions prevailing at the time, it considers that the purchases of Ordinary Shares can be expected to result in an increase in earnings per share, be in the best interests of shareholders generally. The directors do, however, consider it desirable for this authorisation to be available to provide flexibility in the management of the Company's capital reserves. This authority replaces the authority given on 10 February 2009 and shall (unless previously renewed or revoked) expire on the earlier of the next annual general meeting of the Company or the date which is twelve months after the date on which the resolution is passed.

Action to be taken

A form of proxy for use by Shareholders at the Annual General Meeting is enclosed. Whether or not you propose to attend the AGM, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, as soon as possible and in any event so as to be received by the registrars no later than 2.00 pm on Wednesday, 13 January 2010. The completion and return of the form of proxy will not preclude you from attending the Annual General Meeting, speaking and voting in person should you wish to do so.

Recommendation

The directors consider that all the Resolutions are in the best interests of the Company and its Shareholders as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. Accordingly, the directors unanimously recommend that you vote in favour of the Resolutions as the directors intend to do in respect of their own beneficial holdings of 1,687,992 Ordinary Shares representing 2.43 per cent of the current issued share capital of the Company.

Yours faithfully,



Dave Pratt
Executive Chairman

OFFSHORE HYDROCARBON MAPPING plc Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of the Company will be held at 2.00pm on 15 January 2010 at the offices of KBC Peel Hunt Ltd at 111 Old Broad Street, London, EC2N 1PH for the purpose of considering and, if thought fit, passing the following resolutions:

Resolutions numbered 1 to 6 will be proposed as ordinary resolutions (which means that for each resolution to be passed, more than half of the votes cast must be in favour of the resolution). Resolutions 7 and 8 will be proposed as special resolutions (which means that for each resolution to be passed, at least three-quarter of the votes cast must be in favour of the resolution).

Ordinary resolutions

1. That the financial statements for the year ended 31 August 2009 and the reports of the directors and auditors thereon be received and considered.
2. That BDO LLP, Chartered Accountants, be and they are hereby re-appointed as auditors of the Company from the conclusion of the meeting until the conclusion of the next general meeting of the Company at which accounts are laid before the members and that the directors be authorised to fix their remuneration.
3. That Mr. Keith Lough, who retires by rotation pursuant to article 90 of the Company's articles of association, be re-appointed as a director of the Company.
4. That Mr. Alan Faichney, who having been appointed since the date of the last annual general meeting, retires pursuant to article 84.1 of the Company's articles of association, be re-appointed as a director of the Company.
5. That Mr. Richard Charles Cooper, who having been appointed since the date of the last annual general meeting, retires pursuant to article 84.1 of the Company's articles of association, be re-appointed as a director of the Company.
6. That the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all or any of the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate maximum nominal amount of £231,726; provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on whichever is the earlier of the conclusion of the next annual general meeting of the Company or the date falling fifteen months from the date of the passing of this resolution except that the Company may, before the expiry of the authority granted pursuant to this resolution, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of authority and the directors may allot from time to time such shares and grant such rights in pursuant of such an offer or agreement as if the authority conferred by this resolution had not expired.

Special Resolutions

7. That, subject to the passing of Resolution 6 above, the directors of the Company be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 6 above as if section 570 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities (as defined in section 560 of the Act):
 - (a) in connection with an offer of such securities by way of rights (including, without limitation, a rights issue, open offer or similar arrangements) to holders of equity securities in proportion (as nearly as may be practicable) to their respective holdings of such equity securities, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with legal or practical problems under the law of any territory or requirements of any regulatory body or stock exchange in any territory or in connection with fractional entitlements or shares represented by depositary receipts or otherwise; and
 - (b) otherwise than pursuant to paragraph (a) above, to allotments of equity securities in the Company for cash up to an aggregate nominal value equal to £34,759;

and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on whichever is the earlier of the conclusion of the next annual general meeting of the Company or the date falling fifteen months from the date of the passing of this resolution, except that the Company may before the expiry of this authorisation make an offer or agreement which would or might require equity securities to be allotted after the expiry of such period and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired and this authorisation shall be in substitution for all previous authorisations conferred upon the directors pursuant to section 570 of the Act.

8. That the Company generally be and is hereby authorised for the purposes of section 701 of the Act and article 51 of the Company's articles of association to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of one penny each in the capital of the Company ("**Ordinary Shares**") provided that:

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- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 6,951,769 Ordinary Shares (being approximately 10% of the Company's current issued share capital);
- (b) the minimum price which may be paid is one penny for each Ordinary Share being the nominal value thereof (exclusive of expenses);
- (c) the maximum price (exclusive of expenses) which may be paid for such shares for so long as the Ordinary Shares of the Company are listed on the Alternative Investment Market of London Stock Exchange plc shall be 5 per cent. above the average of the middle market quotations taken from the London Stock Exchange Daily Official List for the 5 business days before the purchase made;
- (d) the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the next annual general meeting of the Company or the date which is twelve months after the date on which the resolution is passed; and
- (e) the Company may make a contract to purchase its own shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority; and may make a purchase of its shares in pursuance of any such contract.

By order of the Board



Robert I. Auckland
Company Secretary

16 November 2009

Registered number 04329960

Registered office:
c/o Pinsent Masons LLP
30 Aylesbury Street
London
EC1R 0ER

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Notes

- 1 A member of the Company entitled to attend and vote at the meeting may appoint one or more proxies to attend, speak and vote instead of him. A proxy need not be a member of the Company.
- 2 If you wish to appoint a proxy other than the Chairman of the meeting, cross out the words "the Chairman of the meeting" on the Form of Proxy and write the full name and address of your proxy on the dotted line.
- 3 A Form of Proxy is provided with this notice. Instructions for its use are shown on the form (including how to appoint multiple proxies (as the case may be)). To be valid, proxies appointed other than via the CREST system, must be received at the office of the Company's Registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by no later than 2.00pm on Wednesday 13 January 2010. Deposit of the form of proxy will not prevent a shareholder attending the meeting and voting in person.
- 4 If someone else signs the proxy on your behalf, you or that person must send the power of attorney or other written authority under which it is signed (or a notary certified copy of such power of authority) to the Company's Registrars together with the form of proxy.
- 5 In the absence of instructions, the person appointed proxy may vote or abstain from voting as he/she thinks fit on the specified resolutions and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to resolutions) which may properly come before the meeting.
- 6 To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RO10 by 2.00pm on Wednesday 13 January 2010. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 7 Attendees should keep and bring with them the accompanying dual-purpose Admission Card/Form of Proxy. It will authenticate their right to attend, speak and vote and will speed admission.
- 8 In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered in the Company's register of members no later than 2.00pm on Wednesday 13 January 2010 or, if the meeting is adjourned, members entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting, shall be entitled to attend and vote at the meeting.
- 9 If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy nomination rights (a "Nominated Person") you may, under an agreement between you and the member of the Company who has nominated you, have a right to be appointed (or have someone else appointed) as a proxy for the Meeting. If you do not have such a proxy appointment right, or you do but do not wish to exercise it, you may have a right to give instructions to the Member who has appointed you as to the exercise of voting rights.
- 10 If you are a Nominated Person, the statement of the rights of members in relation to notes 1, 2, 4, 6 and 8 above do not apply. The rights described in these paragraphs can only be exercised by a registered member of the Company.

