

MINUTES

ANNUAL AND SPECIAL MEETING 2013

WENTWORTH RESOURCES LIMITED

The Annual and Special Meeting (the “**Meeting**”) of Wentworth Resources Limited (“**Wentworth**”) took place at Hotel Continental, Stortingsgaten 24/26, Oslo, Norway, on Tuesday, June 25, 2013 at 2:00 p.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 and Havard Reinholdtsen of Nordea Bank Norge ASA to act as Scrutineers.

The Chairman welcomed attending shareholders to the Meeting.

Notice of Meeting. Heather Jones tabled the notice of the Meeting and indicated that the notice, together with the form of proxy, annual report and a letter regarding the proposed use of electronic communications by Wentworth, were mailed on June 3, 2013 to all registered shareholders of record as of the record date for the Meeting, being May 24, 2013. No objections were made to the validity of the notice.

The Chairman requested that the notice of the Meeting, declarations of mailing, information circular, form of proxy, annual report and a letter regarding the proposed use of electronic communications by Wentworth be filed with the minutes of the Meeting.

Scrutineers and Report on Attendance. Havard Reinholdtsen read the report of the Scrutineers indicating that 26,416,148 shares, being 31.99% of the outstanding share capital, were 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 Scrutineers’ report on attendance was directed to be attached to these minutes.

ITEMS OF BUSINESS

- 1. Financial Statements.** As the first item of formal business, the Chairman stated that the financial statements of Wentworth for the year ended December 31, 2012, together with the auditor’s report thereon, had been mailed 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.** The Chairman stated that the next item of business was the election of directors. He advised that five directors are to be nominated to serve until the

close of the next annual general meeting or until their successors are elected or appointed and declared the Meeting open for nominations for the election of directors. A motion was tabled and seconded to nominate Robert McBean, John W.S. 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 carried upon a show of hands.

- 3. Appointment of Auditor.** The Chairman stated that the next item of business was the appointment of Wentworth's auditor for the current year. 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 carried.
- 4. Electronic Communication to Shareholders.** The Chairman stated that the next items of business concerned the approval of the use of electronic communication to shareholders, including the sending of annual accounts to shareholders by electronic communication. A motion was tabled and seconded to move that the resolution approving the use of electronic communication to shareholders, as set forth at page 10 of Wentworth's information circular in respect of the Meeting, be approved. Upon a show of hands, the motion was carried.
- 5. 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 carried. The Chairman declared the Meeting adjourned at 2:15 p.m. CEST.

Oslo, Norway, June 25, 2013

Wentworth Resources Limited

(signed) "Robert P. McBean"
Chairman

(signed) "Heather Jones"
Secretary