PROSPECTUS

SeaBird Exploration Plc

(a company incorporated under the laws of the Republic of Cyprus)

Listing of 632,000,000 Shares issued in a Private Placement on Oslo Børs
Subsequent Offering of up to 10,000,000 consolidated Offer Shares at a Subscription Price of NOK 1.90 per share
Subscription Period: From 3 September 2018 to 17 September 2018 at 12:00 CET

The information in this prospectus (the "**Prospectus**") relates to (i) the listing on Oslo Børs, a stock exchange operated by Oslo Børs ASA (the "**Oslo Børs**") by SeaBird Exploration Plc (the "**Company**" or **"SeaBird"**) (together with its consolidated subsidiaries, the "**Group**") of 632,000,000 new shares in the Company with a nominal value of USD 0.001 each (the "**New Shares**") issued at a subscription price of NOK 1.90 per New Share in a private placement directed towards certain Norwegian and international institutional investors for gross proceeds of NOK 120,000,000 (the "**Private Placement**") and (ii) a subsequent offering (the "**Subsequent Offering**") of 10,000,000 consolidated new shares (the "**Offer Shares**") directed towards shareholders in the Company, as of 11 July 2018, as registered with the VPS on 13 July 2018 (the "**Record Date**"), who did not participate in the Private Placement, and who are not resident in a jurisdiction where such offering would be unlawful or (for jurisdictions other than Norway) would require any prospectus, filing, registration or similar action ("**Eligible Shareholders**").

Eligible Shareholders will receive non-transferable subscription rights based on their shareholding as of the Record Date. The subscription rights will give Eligible Shareholders a preferential right to subscribe for and be allocated shares in the Subsequent Offering. Over-subscription is allowed. Subscription without subscription rights will not be permitted. Eligible Shareholders will be granted 0.007 Subscription Rights for each Share held on the Record date. Each Subscription Right will give the right to subscribe for one (1) Offer Share in the Subsequent Offering. The subscription period commences on 3 September 2018 and expires on 17 September at 12:00 CET (the "**Subscription Period**").

Subscription Rights that are not used to subscribe for Offer Shares before expiry of the Subscription Period will have no value and will lapse without compensation.

The New Shares are are not listed and tradeable shares. The New Shares will be transferred to the ordinary ISIN of the Company's shares and become tradeable on Oslo Børs under the trading symbol "SBX" upon publication of this Prospectus.

The distribution of this Prospectus in certain jurisdictions may be restricted by law. The Company and the Managers require persons in possession of this Prospectus to inform themselves about, and to observe, any such restrictions. This Prospectus does not constitute an offer of, or an invitation to purchase, any of the New Shares in any jurisdiction in which such offer or subscription or purchase would be unlawful. The Company is not taking any action to permit a public offering of the Offer Shares in any jurisdiction outside Norway. The New Shares and the Offer Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or under the securities laws of any state or other jurisdiction in the United States, and are being offered and sold under exemption to registration under the U.S. Securities Act. For more information regarding restrictions in relation to the Subsequent Offering pursuant to this Prospectus, see Section 13 "Transfer Restrictions".

Investing in the Shares of the Company involves a high degree of risk; see Section 2 "Risk Factors" beginning on page 9.

Joint Lead Managers:

ABG Sundal Collier ASA | **Fearnley Securities AS** | **Sparebank 1 Markets AS**

The date of this Prospectus is 22 August 2018

IMPORTANT NOTICE

Please refer to Section 15 for definitions of terms used throughout this Prospectus, which also apply to the preceding pages.

This Prospectus has been prepared in order to provide information about SeaBird Exploration Plc and its business in relation to the listing of the New Shares and to comply with the Norwegian Securities Trading Act of June 29, 2007 no. 75 (the "Norwegian Securities Trading Act") and related secondary legislation, including EC Commission Regulation (EC) no. 809/2004 implementing Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive 2010/73/EU) regarding information contained in prospectuses (the "Prospectus Directive"). This Prospectus has been prepared solely in the English language.

The Company has furnished the information in this Prospectus. The Company has engaged ABG Sundal Collier ASA, Fearnley Securities AS and Sparebank 1 Markets AS as Managers for the matters giving rise to this Prospectus. Neither the Company nor the Managers have authorised any other person to provide investors with any other information related to the matters giving rise to the Prospectus and neither the Company nor the Managers will assume any responsibility for any information other persons may provide. Unless otherwise indicated, the information contained herein is current as of the date hereof and the information is subject to change, completion and amendment without notice. In accordance with Section 7-15 of the Norwegian Securities Trading Act, every significant new factor, material mistake or inaccuracy that is capable of affecting the assessment of the Shares arising after the time of approval of this Prospectus and before the date of Listing on Oslo Børs will be published and announced promptly as a supplement to this Prospectus. Neither the publication nor distribution of this Prospectus shall under any circumstances create any implication that there has been no change in SeaBird's affairs since the date hereof or that the information herein is correct as of any time since its date.

An investment in the Company involves inherent risks. Potential investors should carefully consider the risk factors set out in Section 2 in addition to the other information contained herein before making an investment decision. An investment in the Company is suitable only for investors who understand the risk factors associated with this type of investment and who can afford a loss of their entire investment. Investors should be aware that they may be required to bear the financial risks of an investment in the securities of the Company for an indefinite period of time. The contents of this Prospectus are not to be construed as legal, business or tax advice. Each prospective investor should consult with its own legal adviser, business adviser and tax adviser as to legal, business and tax advice. In the ordinary course of their respective businesses, the Managers and certain of their respective affiliates have engaged, and will continue to engage, in investment and commercial banking transactions with SeaBird. The securities described herein are subject to restrictions on transferability and resale under applicable securities legislation of certain jurisdictions and may not be transferred or resold except as permitted under applicable securities laws and regulations. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Without limiting the manner in which the Company may choose to make any public announcements, and subject to the Company's obligations under applicable law, announcements relating to the matters described in this Prospectus will be considered to have been made once they have been received by Oslo Børs and distributed through its information system.

The distribution of this Prospectus in certain jurisdictions may be restricted by law. An overview of certain of these restrictions is provided in Section 13 of this Prospectus. The Company and the Managers require persons in possession of this Prospectus to inform themselves about, and to observe, any such restrictions. This Prospectus does not constitute an invitation to purchase any of the securites of the Company in any jurisdiction in which such purchase would be unlawful. No one has taken any action that would permit the distribution of this Propectus outside of Norway. Furthermore, the restrictions and limitations listed and described herein are not exhaustive, and other restrictions and limitations in relation to the Prospectus that are not known or identified by the Company and the Managers at the date of this Prospectus may apply in various jurisdictions as they relate to the Prospectus.

This Prospectus shall be governed by, and construed in accordance with, Norwegian law. The courts of Norway, with Oslo City Court as legal venue, shall have exclusive jurisdiction to settle any dispute which may arise out of, or in connection with, the New Shares or this Prospectus.

TABLE OF CONTENTS

1 SUMMARY

Summaries are made up of disclosure requirements known as "Elements". These elements are numbered in Sections A – E (A.1 – E.7). This summary contains all the Elements required to be included in a summary for this type of securities and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "not applicable".

Section A – Introductions and warnings

A.1	Introduction and warning	This summary should be read as introduction to the prospectus. Any decision to invest in the securities should be based on consideration of the prospectus as a whole by the investor. Where a claim relating to the information contained in the prospectus is brought before a court, the plaintiff investor might, under the national legislation of the member states of the EU and the EEA, have to bear the costs of translating the prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the prospectus or it does not provide, when read together with the other parts of the prospectus, key information in order to aid investors when considering whether to invest in such securities.
A.2	Consent to use of prospectus by financial intermediaries	Not applicable

Section B New Shares – Issuer

B.1	Legal and commercial name	The issuer in respect of the New Shares is SeaBird Exploration Plc, being the group parent company for the companies referred to as SeaBird. SeaBird and SeaBird Exploration are commercial names used to describe the group and its business.
B.2	Domicile, legal form, etc.	The Company is a public company limited by shares, registered under the Cyprus Companies Law, with registration number 259593.
B.3	Nature of operations and activities	SeaBird is a global provider of marine acquisition for 2D/3D and 4D seismic data, and associated products and services to the oil and gas industry. SeaBird specializes in high quality operations within the high end of the source vessel and 2D market, as well as in the shallow/deep water 2D/3D and 4D market. Main focus for the company is proprietary seismic surveys (contract seismic).

B.4	Trends	Currently the company has limited backlog. However, oil prices and oil exploration macro indicators have continued to improve in 2018. This market improvement has resulted in a growing number of ocean bottom seismic tenders and SeaBird expect a commensurate increase in source vessel demand in the second half of 2018. With higher oil prices, SeaBird also expect that exploration spending will increase and positively impact streamer seismic demand. Early indications of market improvements can be seen in the increased node seismic tendering activity as well as stronger multi-client sales reported by the seismic industry. In addition, client inquiries for both 2D and niche 3D seismic surveys have returned and SeaBird is well positioned to capitalize on this trend. With the exception of this, SeaBird has not experienced any substantial changes or trends outside the ordinary course of business that are significant to its business or operations.
B.5	Group description	SeaBird Exploration Plc is the holding company of the SeaBird group. Operations are performed by the Company's different subsidiaries, whose function is to support the SeaBird group by means of their business activity.
B.6	Persons with notifiable interest	As of the date of this Prospectus, the Company has been notified of the following persons with notifiable interest: • Vatne Equity AS • Grunnfjellet AS • Miel Holding AS The Company is not aware of any persons or entities who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company. The Company has not taken specific steps to prevent the abuse of such control. The Company is not aware of any arrangements that may result in, prevent, or restrict a change in control over the Company.
B.7	Selected historical key financial information	The following financial information has been extracted from the audited consolidated financial statements as at and for the years ending 31 December 2017, 2016 and 2015, for the half year ending 30 June 2018 and 2017 and for the quarter ending 30 June 2018 and 2017, incorporated by reference into the Prospectus, and is qualified in its entirety by such financial statements.

(USD millions unless otherwise stated)	Year ended 31 December 2017 Audited	2016 Audited	2015 Audited
Statement of comprehensive income			
Total revenues	19.2	72.1	94.1
EBITDA	-25.6	22.4	10.9
EBIT	-46.5	-3.1	-17.6
Profit (loss) for the period	-49.7	-7.9	38.6
Statement of financial position			
Total non-current assets	28.5	50.8	70.8
Total current assets	12.8	21.5	36.0
Total assets	41.2	72.2	106.8
Total equity	15.7	22.1	30.0
Non-current liabilities	4.9	23.3	31.1
Current liabilities	20.7	26.9	45.7
Total equity and liabilities	41.2	72.2	106.8
Statement of cash flows			
Operating activities, net	-18.7	20.7	-6.9
Investing activities, net	-1.1	-5.7	-5.8
Financing activities, net	11.3	-6.2	12.0
Net change in cash and equivalents	-8.5	8.8	-0.7
Cash and equivalents at period end	6.6	15.0	6.3
Key figures			
Earnings per share (USD, diluted)	-2.6	-2.6	14.9
Dividend per share (USD)	0	0	0
Equity ratio (%)	38.0%	30.6%	28.1%

(USD millions unless otherwise stated)	6 months ended 30 June 2018 Unaudited	2017 Unaudited	Quarter ended 30 June 2018 Unaudited	2017 Unaudited
Statement of comprehensive income				
Total revenues	7.6	11.1	2.9	2.7
EBITDA	-1.3	-9.1	-2.3	-6.3
EBIT	-4.7	-16.0	-4.0	-9.7
Profit (loss) for the period	-4.6	-19.0	-3.6	-11.6
Statement of financial position				
Total non-current assets	25.3	42.4	25.3	42.4
Total current assets	24.0	10.9	24.0	10.9
Total assets	49.4	55.7	49.4	55.7
Total equity	29.1	3.2	29.1	3.2
Non-current liabilities	6.7	-	6.7	-
Current liabilities	13.6	52.5	13.6	52.5
Total equity and liabilities	49.4	55.7	49.4	55.7
Statement of cash flows				
Operating activities, net	6.5	-9.3	-2.8	-4.7
Investing activities, net	0.3	-1.0	-0.2	-0.5
Financing activities, net	16.8	-0.9	17.0	-0.4
Net change in cash and equivalents	10.6	-11.8	14.0	-5.5
Cash and equivalents at period end	17.1	3.3	17.1	3.3

	Key figures					
	Earnings per share (USD, diluted)		-0.00	-6.21	-0.00	-3.64
	Dividend per share (USD)		0	0	0	0
	Equity ratio (%)		58.8%	5.8%	58.8%	5.8%
	Significant changes	The Private Placement has provided additional liquidity to the Company. The Private Placement on 11 July and the subsequent offering completed on 15 August 2018, were completed after the latest balance sheet date, 30 June 2018, and has thus improved the Company's financial position. Other than as described above and the Transaction, there has been no significant change in SeaBird's financial or trading position since 30 June 2018.				
B.8	Pro forma financial information	Not applicable. This Prospectus does not contain pro forma financial information.				
B.9	Profit forecasts	Not applicable. This Prospectus does not contain any profit forecasts or estimates.				
B.10	Auditor qualifications	Deloitte Limited (Cyprus) was appointed as auditors in SeaBird at the annual general meeting held on 10 August 2018. The background for the change of auditors were applicable audit firm rotation requirements which require public companies to change audit firm after a specific period of service. Deloitte Limited is independent of SeaBird in all respects. Deloitte Limited has not audited any historical financial information with respect to this prospectus. BDO Ltd (Cyprus), the Company's previous auditor, has audited the Company's consolidated annual reports and accounts for each year since 2009. The group audit report for 2017 contained the following emphasis of matter: "Without qualifying our opinion, we draw attention to note 2.22 to the financial statements which sets forth the conditions, along with other matters which indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern." The group audit report for 2016 contained the following emphasis of matter: "Without qualifying our opinion, we draw attention to note 2.22 to the financial statements which sets forth the conditions, along with other matters which indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern." The group audit report for 2015 contained the following emphasis of matter: "Without qualifying our opinion, we draw attention to note 2.22 to the financial statements which sets forth the conditions, along with other matters which indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern."				
B.11	Working capital	The Company is of the opinion that the working capital available				

	statement	to the Group is sufficient for the Group's present requirements, for the period covering at least 12 months from the date of this Prospectus.

Section C – Securities

C.1	Type and class of securities offered and admitted to trading	New ordinary Shares of the Company. Pending the publication of this Prospectus, the New Shares were issued and delivered on separate ISIN CY0108020955, and having rights corresponding to the ordinary shares. Following the publication of this Prospectus New Shares will be transferred to the same ISIN as the Company's existing Shares, being CY0101162119, and automatically become listed and tradable on Oslo Børs under the trading symbol "SBX".
C.2	Currency of the securities issue	The currency for the New Shares is Norwegian Kroner (NOK).
C.3	Number of shares and par value	Upon the publication of this Prospectus, the Company's authorised share capital is USD 16,800,000 divided into 16,800,000,000 ordinary shares of a nominal value USD 0.001 each. There are issued and outstanding 2,833,205,145 ordinary shares with par value of USD 0.001 corresponding to a share capital of USD 2,833,205.145. All the issued shares are authorised and fully paid up.
C.4	Rights attached to the Shares	The Shares carry voting rights and the right to receipt of dividends when such are declared. The holders of the Shares also have a right to share in any surplus assets available for distribution in a winding up of the Company.
C.5	Restrictions on free transferability	The Company's Shares are freely transferable.
C.6	Application for other listing	No application has been made for the listing of any of the Company's securities on other markets than Oslo Børs.
C.7	Dividend policy	The Company has not paid or proposed dividends for any of the three last years.

Section D – Risks

D.1	Key risks specific to the issuer or its industry	Prospective investors should consider, among other factors, the following key risks relating to the market in which SeaBird operates: • The market for seismic services is closely linked to oil prices and to spendings by oil companies. The significant drop in oil prices which occuredd around middle of 2014 has caused oil companies to delay investments and reduce expenses on a broad scale, including the investments into exploration and reserve development. This has had, and may continue to have, impact on demand for seismic services in general, and on the commencement of seismic programmes (including surveys included in SeaBird's current backlog) which may be cancelled or delayed.

		• The market for seismic services is competitive and SeaBird may not be able to secure new contracts at satisfactory rates or at all as existing contracts come to an end. • Other risks, including macroeconomic fluctuations and market risks, industry and competition related risks, risks related to international operations, political risks, and risks of war, other armed conflicts and piracy. Prospective investors should consider, among other factors, the following key risks related to SeaBird and its business: • The majority of SeaBird's revenues come from sale of vessel services, which are contracted on a mix of short-term and longer-term contracts. To the extent that longer-term contracts are delayed or cancelled, or short-term contracts cannot be entered into to secure a sufficient utilization of SeaBird's vessels, revenues may be insufficient to cover SeaBird's expenses and other cash commitments, against which SeaBird has limited financial resources to withstand. • SeaBird may not be able to recover the investments made into multi-client seismic. • Other risk factors, including variability of operating results, service life and charter risks, risks of possible liabilities, dependence on few assets, risks related to loss of key employees, contractual risks, operational risks including risks of damage to vessels, equipment and personnel, technological risks and obsolescence, fleet and charter risks, and environmental risks. • Risks related to SeaBird's financial situation, including the third party indebtedness and other obligations, limited availability of funding, and risk that additional capital may not be available. • The Company may require additional funding for working capital purposes. Any issue of further equity capital is likely to result in substantial dilution to existing shareholders. There can be no guarantee that sufficient additional financing is available in a timely manner or at all.
D.2	Key risks specific to the issuer	Reference is made to Item D.1.
D.3	Key risks specific to the securities	Prospective investors should consider, among other things, the following risks related to the securities described herein: • The market price of the securities of SeaBird may fluctuate significantly in response to a number of factors; • Future issuance of shares may be done at a discount and may be dilutive to owners; • In the event of future capital raising, investors who do not participate may face dilution of their holding; • Holders registered under nominee may not be able to exercise all of their shareholder rights, including voting

		rights; • The Company has not registered its Shares under the U.S. Securities Act or the securities laws of other jurisdictions other than Norway, and the Company does not expect do so in the future. • There may be limited trading volume in the securities; • SeaBird may incur additional indebtedness and charter obligations; • The enforcement of rights as holder of any of the securities across multiple jurisdictions may prove difficult; • Any bankruptcy or insolvency proceedings may involve Cypriot, Norwegian and other insolvency law.

Section E – Offer

E.1	Net proceeds and expenses	The gross proceeds from the Private Placement amounted to NOK 120 million with total fees and expenses amounting to approximately NOK 8.2 million. Consequently, the net proceeds are estimated to approximately NOK 111.9 million. The gross proceeds from the Subsequent Offering will amount to NOK 19 million with estimated expenses amounting to approximately NOK 1.1 million. Consequently, the net proceeds will, if the Subsequent Offering is fully subscribed, be approximately NOK 17.9 million. All expenses related to such issuance and listing have been, and will be, borne by the Company.
E.2	Reason for the offer and use of proceeds	The net proceeds from the Private Placement will be used to finance the acquisition of the Vessel and equipment, as well as for general corporate purposes.
E.3	Key terms and conditions of the offer	*Eligible Shareholders:* Shareholders in the Company, as of 11 July 2018, as registered with the VPS on 13 July 2018, who were did not participate in the Private Placement, and who are not resident in a jurisdiction where such offering would be unlawful or (for jurisdictions other than Norway) would require any prospectus, filing, registration or similar action. *Offer Shares and subscription price:* The Subsequent Offering consists of an offer by the Company to issue up to 10,000,000 consolidated ordinary shares at a subscription price of NOK 1.90 per share *Subscription period:* The subscription period commences on 3 September 2018 and expires on 17 September 2018 at 12:00 CET. *Subscription rights:* Eligible Shareholders will receive non-transferable subscription rights based on their shareholding as of the Record Date. The subscription rights will give Eligible Shareholders a preferential right to subscribe for and be allocated shares in the Subsequent Offering. *Payment for the Offer Shares:* The payment for Offer Shares

		allocated to a subscriber falls due on 20 September 2018. *Delivery of the Offer Shares:* Assuming that payments from all Subscribers are made when due, it is expected that the share capital increase will be registered in the Cyprus Registrar of Companies on or about 21 September 2018 and that the delivery of the Offer Shares will take place on or about 21 September 2018. *Corporate resolutions:* The Board of Directors will issue the Offer Shares pursuant to the authorization by the Extraordinary General Meeting held on 23 October 2017, and the Subsequent Offering therefore remains conditional on such valid corporate resolution being passed.
E.4	Material interests	The Managers and their affiliates may have interests in the New Shares, as they have provided from time to time, and may in the future provide, investment and commercial services to the Company and its affiliates in the ordinary course of their respective businesses, for which they may have received and may continue to receive customary fees and commissions. The Managers, their employees and any affiliate may currently own existing Shares in the Company.
E.5	Selling persons and lock-up	Not applicable. There are no selling shareholders or lock-up arrengements in connection with the Subsequent Offering.
E.6	Dilution effects	Shareholders who did not participate in the issue of the New Shares were subject to a direct dilution of their ownership by approximately 23.6%. Shareholders who did not participate in the Subsequent Offering will be subject to a direct dilution of their ownership by approximately 3.4% (given full subscription).
E.7	Expenses charged to the investor	No expenses are being charged to the investor by the matters giving rise to this Prospectus.

2 RISK FACTORS

When assessing SeaBird and its business, investors should carefully consider all the information contained in this Prospectus and in particular the following risk factors, which may affect some or all of SeaBird’s activities and the industry in which SeaBird operates. An investment in SeaBird is suitable only for investors who understand the risk factors associated with this type of investment and who can afford a loss of all or part of their investment. Before deciding whether or not to invest in SeaBird, an investor should consider carefully all of the information set forth in this Prospectus and otherwise available, and in particular, the specific risk factors set out below. If any of the following risks actually materialize, SeaBird’s business, financial position and operating results could be materially and adversely affected. The order in which risk factors appear is not intended as an indication of the relative weight or importance thereof.

2.1 Risk factors relating to SeaBird and the industry in which it operates

Macroeconomic fluctuations and market risks

SeaBird is exposed to economic cycles, and changes in the general economic outlook could affect demand for its services. Demand for offshore geophysical services depends on the level of capital spending by oil and gas companies, particularly exploration and development expenditures. Capital expenditures, and in particular exploration and development expenditures, by oil and gas companies can be negatively affected by a number of factors including, but not limited to, decreases in oil and gas prices, fluctuations in production levels and poor exploration results. Low oil prices typically lead to a reduction in capital expenditures as the oil and gas companies scale down their investment budgets. Sustained periods of substantially reduced capital expenditures by oil and gas companies may reduce the demand for SeaBird's services. Furthermore, recoveries in oil and gas prices do not immediately increase exploration, development and production spending, so improving demand for SeaBird’s services may have a delayed effect compared to oil and gas price increases.

Variability of operating results

SeaBird’s operating results can vary from month to month. SeaBird’s operating income is difficult to forecast due to changes in oil companies' exploration and production budgets and expenditures, the competitive environment, efficiency in operations, adverse weather conditions and other general economic and market conditions. Changes in oil prices and exploration and production budgets could materially affect the business and operating results. Unanticipated difficulties in pursuing SeaBird’s business strategy as described in this Prospectus could have a material adverse effect on SeaBird’s business, operating results or financial condition.

Industry and competition related risks

The market for SeaBird's services is competitive. SeaBird may face competition from other existing companies within the seismic industry as well as potential new entrants, and such companies may have greater resources than SeaBird. Furthermore, overcapacity in the seismic market would have a negative effect on the operating results of the Company. Failure by SeaBird to maintain a competitive offering of equipment and services could have a material adverse effect on SeaBird's business, operating results or financial condition. Furthermore, overcapacity in the seismic market could have a negative effect on the prices for SeaBird's services.

Service life and technical risks

The service life of a modern seismic vessel is generally considered to exceed thirty years, but may ultimately depend on its efficiency, vessel maintenance and demand for such equipment. SeaBird applies a 15 year economic life as an accounting estimate for the majority of its vessels for depreciation. There can be no guarantee that the vessels owned or operated by SeaBird will have a long service life. The vessels may have particular unforeseen technical problems or deficiencies, new environmental requirements may be enforced, or new technical solutions or vessels may be introduced that are more popular than the vessels owned by SeaBird, causing less demand and use of these vessels that may not be possible to mitigate through upgrades of vessels and/or equipment.

Charters

SeaBird has a strategy of exposing its vessels both towards the long-term market as well as the more volatile spot market. There can be no guarantee that SeaBird will be able to secure contracts at such rates and utilization rates as are required for profitable operation. In addition, SeaBird may experience significant off-hires between charters. Furthermore, disputes under the charter parties may occur, which can result in liability and losses for SeaBird.

In particular, the significant drop in oil prices which occurred around the middle of 2014 has caused oil companies to delay investments and reduce expenses on a broad scale, including the investments into exploration and reserve development. This may have impact on the demand for seismic services in general, and on the commencement of seismic programmes (including surveys included in SeaBird's current contract backlog) which may be delayed or cancelled. In the event of such delays or cancellations, the ability of SeaBird to enforce legal action may be limited. The delay or cancellation of any existing contract, or a general reduction in the demand for seismic services which leads to reduced utilization of SeaBird's vessels, could have severe negative impact on SeaBird's revenues, earnings and cash flows.

Possible liabilities

Seismic operations are associated with considerable risks and responsibilities, including technical, operational, commercial and political risks. In addition, seismic operations may be affected by harsh weather and other conditions beyond SeaBird's control. SeaBird has insurances in line with good industry practice. It is, however, possible that such insurances may not cover all possible damages, incidents, risks and liabilities.

Dependence on few assets

SeaBird currently has a limited fleet of three owned vessels and charters one vessel through a bareboat agreement. If SeaBird fails to obtain short or long-term contracts for one or more of the owned or chartered vessels, the Company may incur significant financial losses.

Risks related to business models

The two prevailing business models in the seismic industry are the contract and multi-client models. In the contract model, which is the Company's primary business area, the project is initiated by the client and the data is acquired exclusively under contract for that specific client, typically over acreage licensed to that client. In the multi-client model the seismic companies plan, acquire and process the data at their own risk, and then offer the processed data for license to clients on a non-exclusive basis. The risk aspects of the two models differ as contracted work is commenced against pre-defined revenue while the income from multi-client projects is speculative and contingent on external factors such as the attractiveness to clients of the associated acreage being offered for lease.

Risks related to international operations

Operations in international markets are subject to inherent risks in international business activities, including, in particular, general economic conditions in each country, overlapping various tax structures, managing an organization spread over various jurisdictions, unexpected changes in regulatory requirements and complying with a variety of foreign laws and regulations.

Political risks

Changes in the legislative and fiscal framework governing the activities of oil and gas business could have a material impact on exploration and development activities, or affect SeaBird's operations and financial results directly. Changes in political regimes or imposed sanctions may constitute a material risk factor for SeaBird's operations in foreign countries.

Risk of war, other armed conflicts and piracy

War, military tension and terrorist attacks have, among other things, caused instability in the world's financial and commercial markets. This has in turn significantly increased political and economic instability in some of the geographic areas in which SeaBird operates and has contributed to high levels of volatility in prices for, inter alia, oil and gas. Continuous instability may cause further disruption to financial and commercial markets and contribute to even higher levels of volatility in prices. In addition, acts of terrorism and threats of armed conflicts in or around various areas in which SeaBird operates could limit or disrupt SeaBird's markets and operations, including disruptions from evacuation of personnel, cancellation of contracts or the loss of personnel or assets. Armed conflicts, terrorism and their effects on SeaBird or its markets may significantly affect SeaBird's business and results of operations in the future. Piracy is a risk that SeaBird may incur in certain areas of transits and operations and this risk has increased in recent years. SeaBird conducts risk assessment policies as well as non-combative preventative measures and takes all reasonable mitigating actions to avoid any such risks to personnel and assets in terms of insurance and security, but any successful action by piracy may significantly affect SeaBird's business and results of operations in the future.

Loss of key employees

Operations could be negatively impacted if SeaBird is unable to attract and retain qualified personnel. SeaBird's future business prospects are to a large degree dependent on its ability to meet changing customer needs, to anticipate and respond to technological changes and to develop effective and competitive relationships with its customers and suppliers. SeaBird believes that its short-term and long-term success depends largely on the ability to attract and retain highly skilled personnel.

Contractual risks

SeaBird's business depends on contracts with customers regarding collection and sale / licensing of geophysical data. Each contract normally involves a substantial value or consideration to SeaBird. Furthermore, some of the contracts are governed by the law of the operations area, which may create both legal and practical difficulties in case of a dispute or conflict. SeaBird also operates in regions where the ability to protect contractual and other legal rights may be limited compared to regions with more well-established markets.

Operational risks

There will always be operational risks involved in performing offshore seismic surveys. This includes, inter alia, unexpected failure or damage to vessels and technical equipment, work accidents or adverse weather conditions. These risks can cause personal injury, prevent surveys to be performed as scheduled and other business interruptions, property and equipment damage, pollution and environmental damage. SeaBird may be subject to claims as a result of these hazards. SeaBird seeks to prevent loss or damages from such incidents by insurance, contractual regulations and emergency routines. However, there will always be some exposure to technical and operational risks, with unforeseen problems leading to unexpectedly high operating costs, substantial losses, additional investments, etc., which may have a material negative effect on SeaBird's operating results and financial position. If e.g. a vessel is rendered a total loss, the charter party will be void and SeaBird will under such circumstances lose income that would otherwise come from operating this vessel. Additionally, the occurrence of any of these risks could damage SeaBird’s reputation.

Technological risks

Segments of the seismic and oil service industry are characterized by rapid changes in technology. There can be no assurance that the Company will have the necessary financial and human resources to respond to new technological changes and innovations and emerging competition.

Fleet and charter risks

SeaBird charters vessels for contractually agreed periods. However, SeaBird’s need for vessels may vary from time to time, depending on the demand for SeaBird’s services. If the number or quality of vessels available for surveys were to diminish below SeaBird’s requirements, SeaBird’s capacity to conduct surveys would be reduced. Moreover, a reduction in the number of vessels available to SeaBird could result from damage or destruction to them or other property loss, injury to personnel or because SeaBird cannot enter into or renew charters on economically reasonable terms or at all. Any reduction in the size or quality of the fleet may have a material adverse effect on SeaBird’s operating revenues and business.

Environmental risk

SeaBird’s operations are subject to numerous national and supra-national regulations including, but not limited to, environmental laws, health and safety laws, treaties and conventions, including, inter alia, those controlling the discharge of materials into the environment, requiring removal and clean-up of environmental contamination, establishing certification, licensing, health and safety, taxes, labor and training standards, operation of the vessels or otherwise relating to the protection of human health and the environment. The amendment or modification of such existing regulations or the adoption of new regulations curtailing or further regulating SeaBird's business could have a material adverse effect on SeaBird’s operating results and financial condition. The Company cannot predict the extent to which future earnings or capital expenditures may be affected by compliance with such new regulations. The amendment or modification of existing regulations or the adoption of new regulations could also limit the use of SeaBird's fixed assets, in particular its vessels. SeaBird cannot predict the extent to which the use of its fixed assets may be affected by compliance with such new regulations.

2.2 Risk factors relating to SeaBird's financing

Financial risks

SeaBird has invested significant amounts in acquiring vessels and equipment. However, there can be no assurance that SeaBird is able to recover all costs and expenses associated with such investments. In general, SeaBird’s future revenues are uncertain and depend on a variety of factors, many of which will be beyond SeaBird’s control. SeaBird cannot guarantee that its investments will yield a satisfactory rate of return.

Liquidity risks

SeaBird is dependent upon timely payments of receivables from customers as well as having access to long-term funding. Inability to collect receivables from customers could have a severe negative impact on SeaBird’s cash flow and liquidity. In order to successfully execute SeaBird’s strategies and effectively react to new opportunities and threats arising, SeaBird may seek to raise additional capital through equity issuance, debt financing, collaborative arrangements, strategic alliances or from other sources. If SeaBird is unable to generate adequate funds from operations or from additional sources, the business, results from operations and financial condition may be materially and adversely affected. Moreover, SeaBird's ability to obtain such additional capital may be significantly affected by the general economic conditions at that particular point in time. Failure to obtain such capital could have severe detrimental impact on SeaBird's operations and financial situation and could ultimately lead to bankruptcy.

Risks related to performance bonds and liquidated damages

SeaBird may from time to time have performance bonds issued by banks in connection with its projects. If completions of such projects are delayed beyond the relevant deadlines, SeaBird might be liable to cover part or all of such performance bonds and could consequently suffer liquidated damages on its contracts.

Risks related to debt arrangements

SeaBird's current and future debt arrangements may include covenants and undertakings of general, financial and technical nature and such debt arrangements may contain cross-default provisions. Failure by SeaBird to meet any of the covenants or undertakings could result in all outstanding amounts under the different debt arrangements becoming immediately due for payment. In addition, security rights granted to the lenders could be enforced. If outstanding debts were declared due for immediate payment, there would be no assurances that SeaBird would be able to meet its obligations, and there are no assurances that SeaBird would be able to obtain alternative financing, either on a timely basis or at all. Any breach of existing covenants and undertakings with a subsequent claim for repayment of all debts outstanding would thus have a material adverse effect on SeaBird's financial position and is likely to have a material adverse effect on the value of the Shares and the Company's operations and results.

Risk associated with interest rates

SeaBird's interest rate risk is mainly linked to its long-term and short-term interest-bearing debt. Interest-bearing debt issued at variable rates expose SeaBird to cash flow interest rate risk, while interest-bearing debt issued at fixed rates expose SeaBird to fair value interest rate risk. SeaBird aims to offset major effects linked to changes in the market rate, but an increase in interest rates can materially adversely affect SeaBird's cash flows and financial condition. Failure to comply with financial and other covenants may have a material adverse effect on SeaBird, including potential increased financial cost, requirement for additional security, new loan agreements on less favorable terms or cancellation of loans.

General tax risk

The Company is incorporated in Cyprus and has been tax resident in Norway since December 2011. The SeaBird group has subsidiaries and branches in Norway, Cyprus and in a number of other countries. The overall tax liability will depend on where the source of revenues is and/or where profits are accumulated and subject to taxation, as the different jurisdictions have very differing tax regimes and taxation rates. The taxation rules to which SeaBird is subject are of a complicated nature, and differences in interpretation between SeaBird and the relevant tax authorities may lead to SeaBird being subject to unexpected claims for unpaid taxes or sanctions as a consequence of breach of applicable tax legislation. The tax liability may also depend on the tax residence of the shareholders (and in certain instances indirect shareholders) of the Company, which may vary from time to time as the Shares are subject to trading. The tax position of investors may vary with respect to each such individual investor, and investors should seek to obtain independent tax advice prior to purchasing or subscribing for shares in the Company.

Notice from tax authorities in Colombia

SeaBird has received a demand for paying tax in Colombia relating a project in 2014. The estimated tax liability is USD 2.8 million as of the date of the prospectus. SeaBird has accrued for USD 2.8 million for tax liabilities and accrued interest in Colombia as per the 30 June 2018 balance sheet date.

Foreign exchange risk

Unites States Dollar (USD) is the functional currency of the Group. The Group is exposed to foreign currency risk related to its operations. The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures. SeaBird has a policy of not hedging currency. Major fluctuations in the foreign currency market for USD in relation to other currencies may have adverse effects.

Access to funding

At the date of this prospectus, the Company has sufficient funding for working capital purposes. Based on the risk factors described above, inter alia the variability of operating results and ability to secure additional backlog, the Company might require additional funding for working capital purposes in the future. Any issue of further equity capital might result in dilution to existing shareholders. There can be no guarantee that sufficient additional financing is available at any time in a timely manner, and the absence of additional financing if and when required could have the effect that the Company will be unable to continue operations.

2.3 Risk factors relating to the Shares

There may not be a liquid market for the Shares

Active, liquid trading markets generally result in lower price volatility and more efficient execution of buy and sell orders for investors. If there proves to be no active trading market for the Shares, the price of the Shares may be more volatile and it may be more difficult to complete a buy or sell order for Shares. Even if there is an active public trading market, there may be little or no market demand for the Shares, making it difficult or impossible to resell the shares, which would have an adverse effect on the resale price, if any, of the Shares. Furthermore, there can be no assurance that the Company will maintain its listing on Oslo Børs. A delisting from Oslo Børs would make it more difficult for shareholders to sell their Shares and could have a negative impact on the market value of the Shares.

Share price volatility

The SeaBird share price could experience substantial fluctuations caused by a number of factors. Many of these will be outside the Company's control and may be independent of its operational and financial development. Factors which may affect the share price include, but are not limited to, the following:

- Reactions to quarterly and annual reports published by the Company
- Changes in analysts' estimates
- Changes in the seismic industry in general
- Changes in market and financial prospects
- Rumors and speculation in the market
- The general sentiment in the stock market

Risks related to issuance of Shares or other securities

The Company is likely to offer additional Shares in the future in order to strengthen its capital base or for other reasons. Any additional offering of Shares may be made at a significant discount to the prevailing market price and could have a material adverse effect on the market price of the outstanding Shares.

Risks associated with dilution

The Company might require additional capital in the future to finance its business activities and growth plans. The issuance of Shares in order to raise such additional capital, or as means of honoring options or warrants, is likely to may have a dilutive effect on the ownership interests of the shareholders of the Company at that time.

Due to regulatory requirements under foreign securities laws or other factors, foreign investors may not be able to participate in a new issuance of Shares or other securities and may face dilution as a result. Any investor that is unable or unwilling to participate in the Company's future share issuances will have their percentage shareholding diluted. Further, if foreign holders of the Shares are not able to receive trade or exercise pre-emptive rights granted in respect of their Shares in any rights offering by the Company, then they may not receive the economic benefit of such rights. In addition, their proportional ownership interests in the Company will be diluted.

Additional risks for holders of Shares that are registered in a nominee account

Beneficial owners of Shares that are registered in a nominee account (e.g., through brokers, dealers or third parties) may not be able to vote for such Shares unless their ownership is re-registered in their names with the VPS prior to the Company's general meetings. The Company cannot guarantee that beneficial owners of the Shares will receive the notice for a general meeting in time to instruct their nominees to either affect a re-registration of their Shares or otherwise vote for their Shares in the manner desired by such beneficial owners.

Transfer restrictions under the securities laws of United States and other jurisdictions

The Company has not registered its Shares under the U.S. Securities Act or the securities laws of other jurisdictions other than Norway, and the Company does not expect do so in the future. The Shares may not be offered or sold in the United States or to U.S. persons (as defined in Regulation S under the U.S. Securities Act), nor may they be offered or sold in any other jurisdiction in which the registration of the Shares is required but has not taken place, unless an exemption from the applicable registration requirement is available or the offer or sale of shares occurs in connection with a transaction that is not subject to these provisions. In addition, there can be no assurances that shareholders residing or domiciled in the United States will be able to participate in future capital increases.

3 RESPONSIBILITY FOR THE PROSPECTUS

The board of directors of SeaBird Exploration Plc accepts responsibility for the information contained in this Prospectus. The members of the board of directors confirm that, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

22 August 2018

The board of directors of SeaBird Exploration Plc

Heidar Engebret	Dag Fredrik Arnesen	Olav Haugland	Ketil Nereng
(Chairman)	(Director)	(Director)	(Director)

4 THE PRIVATE PLACEMENT

4.1 General information

4.1.1 Background and reasons for the Private Placement

On 11 July 2018, the Company announced that it had entered into an exclusive process to acquire the seismic vessel Geowave Voyager (**"Geowave Voyager"** or the **"Vessel"**) and certain seismic equipment from Exploration Vessel Resources II AS, a wholly owned subsidiary of CGG S.A., for a cash consideration of USD 17 million (the **"Transaction"**). On the same date, the Company completed a Private Placement of 632,000,000 new shares (the "**New Shares**") at a subscription price of NOK 0.19 per New Share, which raised NOK 120 million in gross proceeds. The acquisition of the Vessel, as well as the Private Placement, was conditional on a satisfactory outcome of a technical inspection of the Vessel and equipment, which condition was lifted on 1 August 2018. The net proceeds from the Private Placement will be used to finance the acquisition of the Vessel and equipment, as well as for general corporate purposes.

The Company deposited 10% of the cash consideration of the Transaction in a restricted account on 2 August 2018, following the completion of the technical inspection and the Transaction becoming effective. Transfer of ownership and legal tiltle to the Vessel and certain seismic equipment and closing of the Transaction, as well as the payment of the remaining 90% of the cash consideration, is expected to be completed in October 2018.

4.1.2 Proceeds, expenses and use of proceeds

The Company will bear the total fees and expenses relating to the Private Placement and the Subsequent Offering, which are estimated to amount to approximately NOK 8.2 million (including the subsequent repair offering). No expenses or taxes will be charged by the Company or the Managers to the subscribers in the Private Placement.

Total net proceeds from the Private Placement are estimated to amount to approximately NOK 111.9 million (excluding any proceeds from the subsequent offering).

4.1.3 Advisors

ABG Sundal Collier ASA, Fearnley Securities AS and Sparebank 1 Markets AS acted as Managers in connection with the Private Placement. Advokatfirmaet Schjødt AS and Montanios & Montanios LLC acted as Norwegian and Cypriot legal counsel to the Company, respectively.

4.1.4 Interest of natural and legal persion involved in the Private Placement

The Managers and their affiliates have provided from time to time, and may provide in the future, investment and commercial banking services to the Company and its affiliates in the ordinary course of business, for which they may have received and may receive customary fees and commissions. The Managers, their employees and any affiliates may currently of Shares in the Company. The Managers do not intend to disclose the extent of any such investments or transactions otherwise in accordance with any legal or regulatory obligation to do so.

The Managers have received a commission in connection with the Private Placement (and will do so also in connection with the Subsequent Offering), and, as such, had an interest in the Private Placement.

4.1.5 Information specific to the issue and listing of the New Shares

In addition to press releases, which will be posted on the Company's web site, the Company will use the Oslo Børs information system to publish information relating to its securities.

4.2 Information specific to the issue and listing of the New Shares

4.2.1 The New Shares

The following main terms are applicable to the New Shares. A more detailed overview of the share capital of SeaBird Exploration Plc and the rights attached to the Shares is provided in Section 11.

Type and class of the New Shares	Ordinary shares of SeaBird Exploration Plc. Pending the publication of this Prospectus, the New Shares were issued and delivered on separate ISIN CY0108020955, and having rights corresponding to the ordinary shares. Following the publication of this Prospectus New Share will be transferred to the same ISIN as the Company’s existing Shares, being CY0101162119, and automatically become listed and tradable on Oslo Børs under the trading symbol “SBX”.
Legislation under which the New Shares are created	The New Shares have been issued pursuant to the Articles of Association and in accordance with the Cyprus Companies Law, Chapter 113.
Form of securities	The Company’s register of shareholders is maintained by the Company and kept in physical form at its registered office. Cyprus law requires that the Company’s primary register is kept in Cyprus. To achieve compatibility of the requirements under Cyprus company law as to the registration and transfer of shares with Norwegian requirements, the shares are in uncertificated form. Since the Company’s primary shareholders’ register is kept in Cyprus, the VPS is treated as an overseas supplemental register which is deemed to form part of the main register of shareholders. The VPS registrar for the Shares is DNB Bank ASA, Verdipapirservice, P.O. Box 1600, N-0021 Oslo, Norway.
Rights attached to the New Shares	The New Shares were entitled to any dividend declared by the Company from the date of their issuance and payment.There are no particular restrictions applicable on payment of dividends to non-residents of Cyprus. Any dividends will be declared in USD; however, shareholders who have supplied the Norwegian Central Securities Depository with a NOK account will receive their dividend in NOK to such account. All shares of the Company, including the New Shares, are entitled to one vote in a general meeting of the shareholders. The general meeting of the Company has authorized the board of directors to revoke pre-emptive rights of shareholders to subscribe for new shares being issued within the authorized capital of the Company. All shares of the Company, including the New Shares, have the right to their pro-rata share in profits and any surplus in the event of liquidation.
Resolution	The resolutions pursuant to which the New Shares were issued were passed by the Board of Directors of the Company on 12 July 2018.
Issue date	On 12 July 2018, the Company issued 632,000,000 New Shares of nominal value USD 0.001. Upon approval of this prospectus, the New Shares will be transferred to the ISIN of the Company's ordinary shares, and admitted to trading on the Oslo Børs.
Restrictions on transferability..	The New Shares are freely transferable.
Rules on mandatory takeover bids, squeeze-out and sellout..	See Section 11.5.13.
Public takeover bids	The shares of the Company have not been subject to voluntary or mandatory takeover bids.

Withholding tax	Under current tax regulations applicable to the Company, no tax is being withheld in Cyprus in respect of dividends paid by the Company to non-Cyprus resident shareholders. No withholding tax is imposed as an effect of the issue of the New Shares or by their listing.

4.2.2 Summary of the terms of the issue of the New Shares

The following main terms applied to the issue of the New Shares. The issue of the New Share has been completed and no further New Shares are being offered by means of this Prospectus or otherwise.

Conditions for the offer..........	The issue of the New Shares is completed and irrevocable, and no further conditions apply for the issuance of the New Shares.
Amount of the offer	A total of 632,000,000 New Shares of the Company were offered as part of the Private Placement. No existing shares were offered for sale by any shareholder.
Time period and application process	632,000,000 of the New Shares were subscribed for in a private placement with a subscription period commencing on 11 July 2018 and ending on the same date.
Minimum and maximum application	The minimum application in the issue of the New Shares, including the private placement, was the NOK equivalent of EUR 100,000. No maximum application applied.
Method of payment and settlement	Settlement of the New Shares took place on 6 August 2018, with the equivalent of 632,000,000 New Shares being settled against NOK 0.19 in cash per New Share. Settlement was made in VPS, the Norwegian Central Securities Depository.
Announcement	Announcement of the completion of the subscriptions for the New Shares was made on Oslo Børs on 11 July 2018. The new share capital was announced registered on 6 August 2018.
Pre-emptive rights	No pre-emptive rights applied to the issue of the New Shares.
Categories of investors..........	The New Shares were offered to external investors and known existing stakeholders of SeaBird, with no specific tranche being allocated to any category of investors.
Allocation to related parties and large investors	The following pre-subscriptions were made by the Company's key management and board members in the Private Placement, who received 100% allocation: CEO Hans Petter Klohs, through his wholly owned company Carthea AS (637,500 New Shares). Chief Operating Officer Finn Atle Hamre, through his wholly owned company Orion Offshore AS (525,000 New Shares). VP Business Development Kjell Mangerøy (525,000 New Shares). Chairman of the Board Heidar Engebret (800,000 New Shares). Board Member Ketil Nereng, through his wholly owned company Acme AS (2,500,000 New Shares). Board Member Dag Fredrik Arnesen, through his wholly owned company Storkleiven AS (8,000,000 New Shares). No other New Shares were allocated to current members of SeaBird’s management, supervisory or administrative bodies in the issue of the New Shares. Miel Holding AS and Grunnfjellet AS had shareholdings of 5% or more of the Company's Shares prior to the Private Placement and were allocated 45,000,000 and 16,330,000 New Shares respectively in the Private Placement.
Pre-allotment disclosure	As the issue of the New Shares has been completed, such pre-allotment disclosures are not relevant. The issue of the New Shares was not split into specific tranches (such as retail or employee tranches). Allocation to each

	investor was done by the board of directors of SeaBird Exploration Plc.
Notification of allocation	Each subscriber was informed by mail of his or her conditional allocation.
Over-allotment / "green shoe".	No over-allotment was applied in the issue of the New Shares and no stabilization measures were undertaken as part thereof.
Pricing.................................	The 632,000,000 New Shares were subscribed for in the Private Placement at a subscription price of NOK 0.19 per New Share.
Basis for pricing; reasons for revoked pre-emptive rights.....	The Board, together with the Company's management and the Managers, had considered various transaction alternatives to secure the financing of the Vessel and related equipment. Based on an overall assessment, taking into account in particular the need for certain funds within July 2018 to meet the seller's requirements, the Board had on the basis of careful considerations decided that the Private Placement was the only feasible alternative to secure the acquisition. Thus, the waiver of the preferential rights inherent in a share capital increase through issuance of new shares was considered necessary.
Potential disparity between the subscription price and cost to related persons	To the knowledge of SeaBird, with the exception of the publicly announced private placements in 2H 2017 and 1H 2018, at which time shares were allocated to members of senior management at the general price in the placements, no member of administrative, management or supervisory bodies or senior management have acquired shares in the Company during the past year, or have rights to acquire such shares, at a share price which is lower than the highest subscription price applied in the issue of the New Shares.
Managers	The managers of the issue of the New Shares were: ABG Sundal Collier ASA, Munkedamsveien 45E, N-0201, Oslo, Norway. Fearnley Securities AS, Grev Wedels Plass 9, 0151, Oslo, Norway. Sparebank 1 Markets AS, Olav V´s gt 5, NO-0161, Oslo, Norway.
Depository agent	DNB Bank ASA, Verdipapirservice, P.O. Box 1600, N-0021 Oslo, Norway.
Underwriting	The transaction was not underwritten.

4.2.3 Admission to trading and dealing arrangements

The following main terms apply to the listing of the New Shares.

Listing of the New Shares	The New Shares will be transferred to the ordinary ISIN of the Company's shares and become tradeable on Oslo Børs under the trading symbol "SBX"upon publication of this Prospectus. No arrangements have been made for the trading of the New Shares on other regulated markets.
Market maker arrangements ...	The Company does not have arrangements with entities to provide market making or similar activities in respect of the Shares.
Stabilization arrangements	No price stabilization arrangements are in place or have been made in respect of the New Shares.

4.2.4 Shares following the issue of the New Shares; Dilution

As a consequence of the new issue of the New Shares, the number of issued Shares in the Company was increased from 2,044,955,145 ordinary shares with par value USD 0.001, to 2,676,955,145 ordinary shares with par value of USD 0.001. A description of the Shares is set forth in Section 11 herein.

Shareholders who did not participate in the issue of the New Shares were subject to a direct dilution of their ownership as set forth in the table below:

	Prior to issue of the New Shares	After issue of the New Shares
Number of Shares..	2,044,955,145	2,676,955,145
% dilution...	-	23.6%

5 THE SUBSEQUENT OFFERING

5.1 Background

The Subsequent Offering consists of an offer by the Company to issue up to 10,000,000 consolidated ordinary shares at a subscription price of NOK 1.90 per share, thereby raising gross proceeds of up to NOK 19 million. The Company intends to use the proceeds for working capital purposes to strengthen the financial position of the Company as well as for general corporate purposes. Eligible Shareholders will be granted 0.007 Subscription Rights for each Share held on the Record date. The Company originally on 11 July 2018 announced a subsequent offering of 100,000,000 new shares at a subscription price of 0.19 per share. The annual general meeting of shareholders resolved on 10 August 2018 a consolidation of shares in the Company, in a ratio of 10:1 (the "Consolidation"). The Consolidation is resolved but not completed as of the date of this Prospectus, and is expected to be completed on 27 August 2018. The effect of the consolidation will be that the Subsequent Offering will consist of up to 10,000,000 new shares at USD 0.01 par value, at a subscription price of 1.90 per share (see section 11.1.6). Should the Consolidation of shares not be completed for any reason, the Subsequent Offering will instead consist of 100,000,000 new shares at a subscription price of 0.19 per share.

5.2 Key dates

The below timetable sets out certain key dates for the Subsequent Offering:

Last day of trading in the Shares including Subscription Rights	11 July 2018
First day of trading in the Shares excluding Subscription Rights	12 July 2018
Record Date	13 July 2018
Start of Subscription Period	3 September 2018
End of Subscription Period	17 September 2018
Allocation letters and payment instructions distributed to subscribers	18 September 2018
Payment Date for the Offer Shares	20 September 2018
Registration of share capital increase	On or about 21 September 2018
Listing and first day of trading of the Offer Shares on Oslo Børs	Expected on or about 21 September 2018

The above dates are indicative and subject to change. No action will be taken to permit a public offering of the Offer Shares in any jurisdiction outside Norway.

5.3 Resolution regarding the Subsequent Offering

On 10 August 2018, the Annual General Meeting granted the Board of Directors with the following authorization:

*"THAT, effective for the period up to the Company's Annual General Meeting in 2019, the Board of Directors be and is hereby authorised to issue and allot up to 14,755,044,855 additional ordinary shares ("**the New Shares''**), which will be 1,475,504,485 shares after the Consolidation, for general corporate purposes, restructuring of debt, capitalisation of the Company and incentive stock option programmes, on such price and other terms and to such persons as the Board may*

*determine and the shareholders hereby waive any pre-emption rights they have, under the applicable law, to subscribe for the New Shares ('**'Resolution 10**'')."*

The Board of Directors will issue the Offer Shares pursuant to the above authorization, and the Subsequent Offering therefore remains conditional on such valid corporate resolution being passed.

5.4 Eligible shareholders and Record Date

The Company will issue subscription rights to shareholders in the Company, as of 11 July 2018, as registered with the VPS on 13 July 2018 (the "**Record Date**"), did not participate in the Private Placement, and who are not resident in a jurisdiction where such offering would be unlawful or would (in jurisdictions other than Norway) require any prospectus, filing, registration or similar action ("**Eligible Shareholders**").

One subscription right will grant the right to subscribe for one (1) Offer Share. The subscription rights will be distributed free of charge, and the recipient of subscription rights will not be debited any cost. The Subscription Rights will be registered in each Eligible Shareholders' VPS account on or about 3 September 2018.

No fractional Offer Shares will be issued. Fractions will not be compensated, and all fractions will be rounded down to the nearest integer that provides issue of whole numbers of said securities to each participant.

Subscription Rights of shareholders resident in jurisdictions where the Prospectus may not be distributed and/or with legislation that, according to the Company's assessment, prohibits or otherwise restricts subscription for Offer Shares ("**Ineligible Jurisdiction**") will initially be credited to such persons' ("**Ineligible Shareholders**") VPS accounts. Such credit specifically does not constitute an offer to Ineligible Shareholders. The Company will instruct the Managers, as far as possible, to withdraw the Subscription Rights from such Ineligible Shareholder's VPS accounts. If the relevant Ineligible Shareholder by 12:00 CET on 17 September 2018 documents, to the satisfaction of the Company at its sole discretion, to the Company a right to receiving the Subscription Rights withdrawn from its VPS account, the Managers will re-credit the withdrawn Subscription Rights to the VPS account of the relevant Ineligible Shareholder.

5.5 Subsequent Period

The Subscription Period in the Subsequent Offering will commence on 3 September 2018 and expire on 17 September 2018 at 12:00 CET. The Subscription Period may not be shortened nor extended.

5.6 Subscription Price

The subscription price for one (1) Offer Share is NOK 1.90 (the "**Subscription Price**"). The Subscription Price is equal to the subscription price in the Private Placement. The Subscribers will not incur any costs related to the subscription for, or allotment of, the Offer Shares.

5.7 Subscription procedures and subscription office

Subscriptions for Offer Shares must be made on a Subscription Form attached as Appendix 1 hereto.

Subscribers who are Norwegian citizens may also subscribe for Offer Shares by following the link on www.abgsc.no, www.fearnleysecurities.no or www.sb1markets.no which will redirect the subscriber to the VPS online subscription system. In order to use the online subscription system, the subscriber must have, or obtain, a VPS account number. All online subscribers must verify that they are Norwegian citizens by entering their national identity number (Norwegian: "*personnummer*").

Online subscriptions must be submitted, and accurately completed Subscription Forms must be received by the Managers by 12:00 CET on 17 September 2018. Neither the Company nor the Managers may be held responsible for postal delays, internet lines or servers or other logistical or technical problems that may result in subscriptions not being received in time or at all by the Managers. Subscription Forms received after the end of the Subscription Period and/or incomplete or incorrect Subscription Forms and any subscription that may be unlawful may be disregarded at the sole discretion of the Company and/or the Managers without notice to the subscriber.

Properly completed and signed Subscription Forms may be, mailed or delivered to one of the Managers at the addresses set out below:

ABG Sundal Collier ASA	**Fearnley Securities AS**	**Sparebank 1 Markets AS**
Munkedamsveien 45E P.O. Box 1444 Vika N-0115 Oslo, Norway	Grev Wedels plass 9 P.O. Box 1158 Sentrum N-0107 Oslo	Haakon V´s gt 5, P.O. Box 1398 Vika NO-0114, Oslo, Norway
Tel: +47 22016000 E-mail: subscription@abgsc.no	Tel: +47 22 93 60 00 E-mail: tegninger@fearnleys.no	Tel: +47 24 14 74 00 E-mail: subscription@sb1markets.no

Subscriptions are binding and irrevocable, and cannot be withdrawn, cancelled or modified by the subscriber after having been received by the Managers. The subscriber is responsible for the correctness of the information filled into the Subscription Form. By signing and submitting a Subscription Form, the subscribers confirm and warrant that they have read this Prospectus and are eligible to subscribe for Offer Shares under the terms set forth herein.

There is no minimum subscription amount for which subscriptions in the Subsequent Offering must be made. Over-subscription (i.e., subscription for more Offer Shares than the number of Subscription Rights held by the subscriber entitles the subscriber to be allocated) is allowed. Subscription without subscription rights is not permitted.

Multiple subscriptions (i.e., subscriptions on more than one Subscription Form) are allowed. Please note, however, that two separate Subscription Forms submitted by the same subscriber with the same number of Offer Shares subscribed for on both Subscription Forms will only be counted once unless otherwise explicitly stated in one of the Subscription Forms. In the case of multiple subscriptions through the VPS online subscription system or subscriptions made both on a Subscription Form and through the VPS online subscription system, all subscriptions will be counted.

The Company is not aware of whether any members of the Company's Management or Board of Directors intend to subscribe for Offer Shares in the Subsequent Offering, or whether any person intends to subscribe for more than 5% of the Offer Shares, however such persons may receive Subscription Rights if they are Eligible Shareholders.

5.8 Financial intermediaries

All persons or entities holding Shares or Subscription Rights through financial intermediaries (i.e., brokers, custodians and nominees) should read this section. All questions concerning the timeliness, validity and form of instructions to a financial intermediary in relation to the exercise of Subscription Rights should be determined by the financial intermediary in accordance with its usual customer relations procedure or as it otherwise notifies each beneficial shareholder.

The Company is not liable for any action or failure to act by a financial intermediary through which Shares or Subscription Rights are held.

5.8.1 Subscription Rights

If an Eligible Shareholder holds Shares registered through a financial intermediary on the Record Date, the financial intermediary will customarily give the Eligible Shareholder details of the aggregate number of Subscription Rights to which it will be entitled. The relevant financial intermediary will customarily supply each Eligible Shareholder with this information in accordance with its usual customer relations procedures. Eligible Shareholders holding Shares through a financial intermediary should contact the financial intermediary if they have received no information with respect to the Subsequent Offering.

Ineligible Shareholders holding their Shares through a financial intermediary will not be entitled to exercise their Subscription Rights.

5.8.2 Subscription Period

The time by which notification of exercise instructions for subscription of Offer Shares must validly be given to a financial intermediary may be earlier than the expiry of the Subscription Period. Such deadline will depend on the financial intermediary. Eligible Shareholders who hold their Shares through a financial intermediary should contact their financial intermediary if they are in any doubt with respect to deadlines.

5.8.3 Subscription

Any shareholder who is not an Ineligible Shareholder and who holds its Subscription Rights through a financial intermediary and wishes to exercise its Subscription Rights, should instruct its financial intermediary in accordance with the instructions received from such financial intermediary. The financial intermediary will be responsible for collecting exercise instructions from the Eligible Shareholders and for informing the shareholders of their exercise instructions.

5.8.4 Method of Payment

Any Eligible Shareholder who holds its Subscription Rights through a financial intermediary should pay the Subscription Price for the Offer Shares that are allocated to it in accordance with the instructions received from the financial intermediary. The financial intermediary must pay the Subscription Price in accordance with the instructions in this Prospectus. Payment by the financial intermediary for the Offer Shares must be made to the Manager in accordance with section 5.10 "Payment for the Offer Shares" no later than the Payment Date. Accordingly, financial intermediaries may require payment to be provided to them prior to the Payment Date.

5.9 Allocation

Allotment of the Offer Shares is expected to take place on or about 18 September 2018.

The following allocation criteria will be made on the basis of Subscription Rights:

1. Allocation will be made to subscribers on the basis of granted Subscription Rights which have been validly exercised during the Subscription Period. Each Subscription Right will give the right to subscribe for and be allocated one (1) new share.
2. If not all Subscription Rights are validly exercised in the Subscription Period, subscribers having exercised their Subscription Rights and who have over-subscribed will have the right to be allocated remaining shares on a pro rata basis based on the number of Subscription Rights exercised by the subscriber. In the event that pro rata allocation is not possible, the Company will determine the allocation by lot drawing.

3. Other than what is set out in 2) above, subscription without Subscription Rights will not be allowed.

General information regarding the result of the Subsequent Offering is expected to be published on or about 18 September 2018 in the form of a stock exchange release through www.newsweb.no.

All Subscribers being allotted Offer Shares will receive a letter from the Managers confirming the number of Offer Shares allotted to the Subscriber and the corresponding amount which will be debited the Subscriber's account. This letter is expected to be mailed on or about 18 September 2018. Investors with access to VPS Investor Services will also be able to see their allocated Offer Shares through such service.

5.10 Payment for the Offer Shares

The payment for Offer Shares allocated to a subscriber falls due on 20 September 2018 (the "**Payment Date**"). Payment must be made in accordance with the requirements set out below.

5.10.1 Subscribers who have a Norwegian Bank account

Subscribers who have a Norwegian bank account must, and will by signing the Subscription Form, provide the Managers with a one-time irrevocable authorization to debit a specified bank account with a Norwegian bank for the amount payable for the Offer Shares which are allocated to the subscriber.

The specified bank account is expected to be debited on or after the Payment Date. The Managers are only authorized to debit such account once, but reserves the right to make up to three debit attempts, and the authorization will be valid for up to seven working days after the Payment Date.

The subscriber furthermore authorizes the Managers to obtain confirmation from the subscriber's bank that the subscriber has the right to dispose over the specified account and that there are sufficient funds in the account to cover the payment.

If there are insufficient funds in a subscriber's bank account or if it for other reasons is impossible to debit such bank account when a debit attempt is made pursuant to the authorization from the subscriber, the subscriber's obligation to pay for the Offer Shares will be deemed overdue. If payment for the allotted Offer Shares is not received when due, the Offer Shares will not be delivered to the Subscriber, and the Board reserves the right, at the risk and cost of the Subscriber, to cancel the subscription in respect of the Offer Shares for which payment has not been made, or to sell or otherwise dispose of the Offer Shares, and hold the Subscriber liable for any loss, cost or expense suffered or incurred in connection therewith. The original Subscriber remains liable for payment of the entire amount due, including interest, costs, charges and expenses accrued, and the Managers may enforce payment of any such amount outstanding.

Payment by direct debiting is a service that banks in Norway provide in cooperation. In the relationship between the subscriber and the subscriber's bank, the standard terms and conditions for "Payment by Direct Debiting – Securities Trading", which are set out on page 2 of the Subscription Form, will apply, provided, however, that subscribers who subscribe for an amount exceeding NOK 5 million by signing the Subscription Form provide the Managers with a one-time irrevocable authorization to directly debit the specified bank account for the entire subscription amount.

5.10.2 Subscribers who do not have a Norwegian bank account

Subscribers who do not have a Norwegian bank account must ensure that payment with cleared funds for the Offer Shares allocated to them is made on or before the Payment Date.

Prior to any such payment being made, the subscriber must contact one of the Managers for further details and instructions.

5.10.3 Overdue payments

Overdue and late payments will be charged with interest at the applicable rate from time to time under the Norwegian Act on Interest on Overdue Payment of 17 December 1976 No. 100, currently 8.50% per annum. If a subscriber fails to comply with the terms of payment, the Offer Shares will, subject to the restrictions in the Cyprus Companies Law and at the discretion of the Manager, not be delivered to the subscriber.

5.11 Publication of information relating to the Subsequent Offering

Publication of information related to any changes in the Subsequent Offering and the amount subscribed, will be published on www.newsweb.no under the Company's ticker "SBX", and will also be available on the Company's website www.sbexp.com. The announcement regarding the amount subscribed is expected to be made on or about 17 September 2018.

5.12 Delivery and listing of the Offer Shares

All Subscribers subscribing for Offer Shares must have a valid VPS account (established or maintained by an investment bank or Norwegian bank that is entitled to operate VPS accounts) to receive Offer Shares. Assuming that payments from all Subscribers are made when due, it is expected that the share capital increase will be registered in the Cyprus Registrar of Companies on or about 21 September 2018 and that the delivery of the Offer Shares will take place on or about 21 September 2018.

The Offer Shares will be issued in accordance with the Cypriot Companies Law and registered electronically in book-entry form with VPS under ISIN NO CY0101162119. The Offer Shares will be listed upon delivery.

No arrangements have been made for the trading of the Offer Shares on other regulated markets.

5.13 Transferability of the Offer Shares

The Offer Shares may not be transferred or traded before they are fully paid, the share capital increase has been registered with the Cyprus Registrar of Companies and the Offer Shares have been registered in the VPS. The Offer Shares are expected to be delivered to the Subscribers' VPS accounts on or about 21 September 2018.

5.14 Expenses and net proceeds

Transaction costs and all other directly attributable costs in connection with the Subsequent Offering that will be borne by the Company are estimated to approximately NOK 1.1 million, thus resulting in net proceeds of approximately NOK 17.9 million.

5.15 Dilution

Assuming full subscription, the Company's total number of issued Shares in the Company will increased from 2,833,205,145 to 2,933,205,145 Shares. A description of the Shares is set forth in Section 11 herein.

The immediate dilutive effect for the Company's shareholders who do not participate in the Subsequent Offering is as set forth in the table below:

	Prior to issue of the Offer Shares	After issue of the Subsequent Offering
Number of Shares	2,833,205,145	2,933,205,145
% dilution	-	3.4%

5.16 Shareholders' rights relating Offer Shares

The Offer Shares are listed and tradeable shares.

The Offer Shares will be issued electronically and will rank pari passu with existing Shares in all respects from such time as the share capital increase in connection with the issuance of the Offer Shares are registered in the Cyprus Registrar of Companies. The holders of the Offer Shares will be entitled to dividend from and including the date of registration of the share capital increase in the Cyprus Registrar of Companies.

5.17 Interest of natural and legal persons

The Managers and their affiliates have provided from time to time, and may provide in the future, investment and commercial banking services to the Company and its affiliates in the ordinary course of business, for which they may have received and may continue to receive customary fees and commissions. The Managers, its employees and any affiliate may currently own existing Shares in the Company. The Managers do not intend to disclose the extent of any such investments or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

The Managers will receive a fee of 5.5% of the gross proceeds raised in the Subsequent Offering and, as such, have an interest in the Subsequent Offering.

Other than what is set out above, there are no other interests (including conflict of interests) of natural and legal persons involved in the Subsequent Offering.

5.18 Managers and advisors

The Managers for the Subsequent Offering are ABG Sundal Collier ASA, Fearnley Securities AS and Sparebank 1 Markets AS. Advokatfirmaet Schjødt AS is acting as Norwegian legal counsel to the Company and Montanios & Montanios is acting as Cyprus legal counsel to the Company.

6 DESCRIPTION OF SEABIRD

6.1 Group and industry overview

6.1.1 The SeaBird group

SeaBird is a global provider of marine acquisition for 2D/3D and 4D seismic data, and associated products and services to the oil and gas industry. SeaBird specializes in high quality operations within the high end of the source vessel and 2D market, as well as in the shallow/deep water 2D/3D and 4D market. Main focus for the company is proprietary seismic surveys (contract seismic). Main success criteria for the company are an unrelenting focus on Quality, Health, Safety and Environment (QHSE), combined with efficient collection of high quality seismic data.

SeaBird owns four vessels (Aquila Explorer, Osprey Explorer, Harrier Explorer and Geowave Voyager). In addition, the Company charters one vessel through a bareboat agreement (Voyager Explorer). The vessels, together with associated seismic equipment, make up SeaBird's principal assets, and together with trained crews, make up its principal sources of income. A further description of the fleet and key assets is set forth in Section 6.5 "The fleet and main assets".

During the spring 2017, mainly as a result of market conditions having deteriorated over time to render SeaBird unable to meet its financial obligations, SeaBird completed a financial restructuring involving significant reduction in debt and lease commitments and maturity extensions in return for a debt to equity swap.

The ultimate parent company of the SeaBird group, SeaBird Exploration Plc, is a public limited liability company incorporated in the Republic of Cyprus. An overview of the group structure is set forth in Section 6.3. SeaBird has been listed on the Oslo Stock Exchange since April 2006 under the ticker-code "SBX".

6.1.2 Industry and business overview

A presentation of the seismic industry and the key drivers for market conditions in this industry is set forth in Section 8.

The seismic industry plays an important role in the exploration of the world's hydrocarbon resources (oil and gas). Seismic surveys are undertaken to scan geological formations for patterns that can indicate opportunities for hydrocarbons in the ground, whether on land or under the sea bed, or to provide information about known formations of such hydrocarbons.

Seismic surveys make use of acoustic waves that are sent into the ground and which are reflected by the ground. The acoustic patterns reflected can be processed to provide information about the structure of the subsurface.

When making offshore seismic surveys, specialized vessels and equipment are used to send and receive these acoustic waves. The principal form of equipment used is so-called streamers, being long cables with recording equipment that are referred to as hydrophones.

Seismic surveys can be undertaken in several manners, giving different detail of information and at different cost. These types of surveys are often referred to as 2D, 3D and 4D surveys, referring to the number of dimensions that are surveyed. 2D seismic makes use of a single streamer and represents an efficient method to scan large areas at a competitive cost, while 3D seismic makes use of more streamers at a higher cost. 4D seismic makes use of several 3D surveys, adding time as the fourth dimension, and is more costly.

In addition to the seismic surveys undertaken by vessels and streamers, being mobile equipment, seismic surveys can also be done by means of stationary equipment placed on the sea bed, referred to as ocean bottom nodes. Such surveys are generally more costly than conventional seismic surveys undertaken by vessels.

The principal types of seismic surveys, and the equipment employed in each type of survey, can be summarized as follows:

- Conventional 2D vessels towing one streamer and an array of air-guns;
- Conventional 3D vessels towing from two to twenty streamers and an array of air-guns;
- Ocean bottom survey vessels operating air guns and deploying recording devices on the seafloor; and;
- Source vessels only operating air guns. These are used if there is a need to increase the distance between the recordings (2D or 3D vessel), if there is a need for several sources (gun arrays) in different locations or for ocean bottom surveys.

SeaBird's business is principally related to the ownership and operation of vessels used as 2D and/or 3D seismic vessels, or as source vessels. All of the vessels in the Group's fleet are capable of working both as seismic vessels and as source vessels. Two of the vessels has 3D capability, while the remaining three vessels have 2D capability. SeaBird's engagement in 3D seismic is referred to as niche 3D, as the vessels are smaller and have less streamer capacity than the larger and more expensive vessels that dominate the 3D market. SeaBird's engagement in 2D seismic is referred to as "high end", making reference to its ability to provide service to the major oil companies, which involves approval of QHSE systems as further set out in Section 6. Companies without such approvals will not be able to have their vessels employed by such oil companies, but may find employment for their vessels with other seismic companies having such approvals, or with other clients that have less stringent demands to QHSE systems. An overview of the vessels and their specifications is set forth in Section 6.5 "The fleet and main assets".

SeaBird principally employs its vessels in so-called contract seismic, where the client becomes the sole owner of the seismic data being collected. An overview of the contract coverage for SeaBird's vessels is provided in Section 6.5.

SeaBird also collects seismic data for its own account (in whole or part), for later sales to third parties. This is referred to as multi-client seismic. Multi-client seismic carries a higher risk, as costs are carried with no certainty of their recovery through later sales. Multi-client seismic traditionally accounts for a smaller part of SeaBird's business. As a consequence of the financial restructuring of June 2017, SeaBird exchanged its multi-client library with TGS-NOPEC Geophysical Company ASA in exchange for the outstanding debt under SBX04 tranche A. Although SeaBird exchanged its multi-client library with TGS, carrying out multi-client surveys remain part of the Company's strategy.

The processing of seismic raw data is a computer intensive process, and the analysis of such seismic data is a highly specialized and expertized operation. The majority of data collected by SeaBird's vessels is delivered for processing and analysis by its clients.

6.2 History

SeaBird was founded in 1996, when a predecessor company was formed to supply seismic vessel capacity to larger seismic service providers. From 2000, the business model was extended to offer seismic services directly to end customers and leverage the extensive competency developed in-house. SeaBird had at this stage constructed a team of highly experienced industry professionals with significant expertise in high-quality seismic operations.

SeaBird's shares were listed on Oslo Børs in 2006. The same year, the company acquired an ocean bottom node seismic company, a business which was subsequently divested in 2011. Since 2011, SeaBird has focused solely on marine seismic operation.

SeaBird currently has a global fleet of efficient vessels targeting the 2D, source and niche 3D seismic sectors. SeaBird believes it is one of the world's largest independent suppliers of 2D and source seismic services (both in terms of market share and number of vessels).

In January 2015, the Company announced that agreement had been reached with certain lenders and creditors on the principal terms of a financial restructuring, being a consensual restructuring of the SeaBird group. The purpose of the Restructuring was to facilitate a comprehensive restructuring of the SeaBird group's balance sheet and provide new funding for SeaBird.

The 2015 restructuring followed announcements made in 2014 to the effect that SeaBird was in default of its existing bonds, certain debt obligations and certain other financial commitments, and required new sources of funds to continue its operations. Consequently, SeaBird had for several months been in close dialogue with its creditors and other stakeholders in pursuit of new funding, resulting in agreement in principle reached with several of the SeaBird group's stakeholders with respect to the 2015 restructuring.

In June 2017, SeaBird announced it had reached agreement concerning a restructuring of certain of its debt obligations. The majority of the debt is converted into new equity, while a smaller part is rolled over with 30 June 2020 as the new maturity date. The background to as well as a description of the Restructuring is further set out in Section 4.

To strengthen the balance sheet, the Company carried out a private placement and a subsequent repair offering raising gross proceeds of NOK 105 million at NOK 0.1 per share during the fourth quarter of 2017.

During the first quarter of 2018, the company agreed to redeliver the Munin Explorer (previously a chartered-in vessel) to its owner and decommissioned the Northern Explorer. The Munin Explorer was redelivered end April. After that the Company had a fleet of four vessels (three owned and one chartered, see more information in section 6.5).

In May 2018, the Company completed a private placement raising gross proceeds of NOK 150 million at NOK 0.16 per share. The background is further set out in Section 4.

In July 2018, the Company completed a private placement raising gross proceeds of NOK 120 million at NOK 0.19 per share. The net proceeds from the Private Placement will be used to i.a finance the acquisition of the Geowave Voyager, expected to be delivered to the Company in October 2018. The new vessel Geowave Voyager will be owned by the Company's subsidiary SeaBird Exploration Vessels Ltd in Cyprus. The background is further set out in Section 4.1.1.

6.3 Legal and group structure

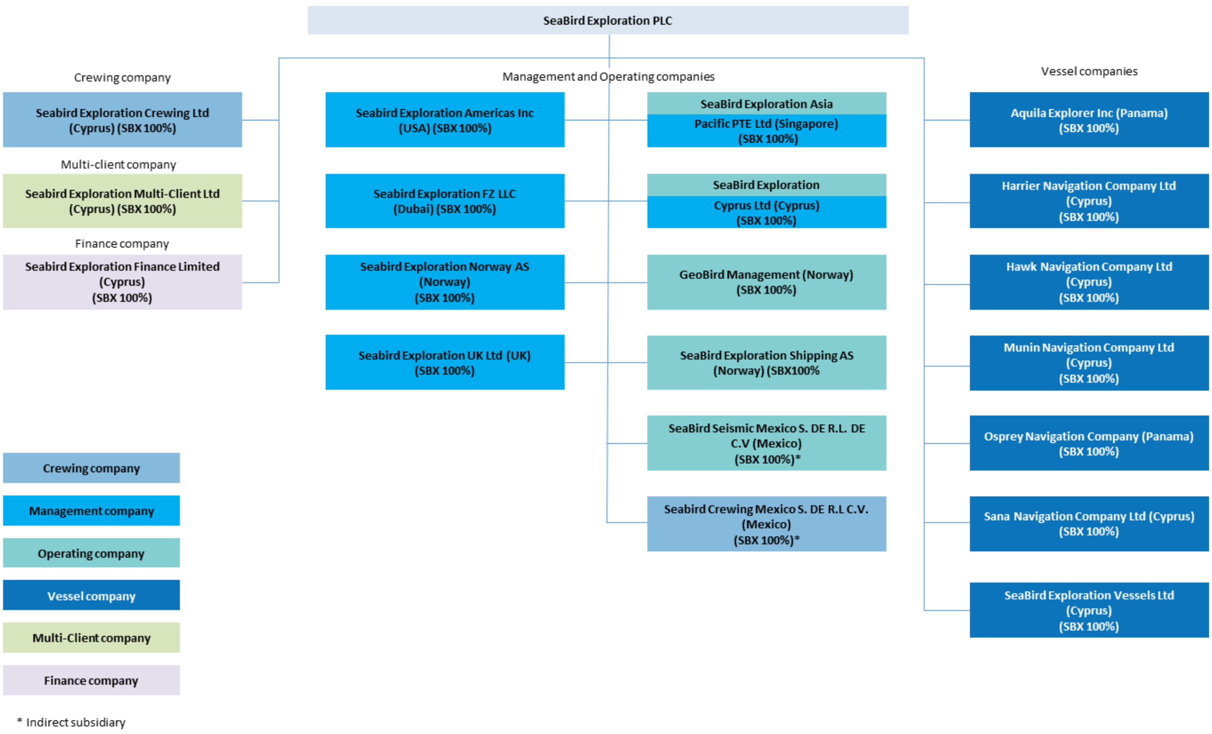
The Company serves as SeaBird's group parent company and is a public company limited by shares, registered under the Companies Law, Ch. 113 of the statute Laws of the Republic of Cyprus (as amended) and with registration number 259593 in the Registry of Companies, being a department of the Cyprus Ministry of Commerce, Industry and Tourism. The Company was originally incorporated on 28 August 2000 under the International Business Companies Act of 1984 chapter 291 of the laws of the British Virgin Islands, then under the name "GeoSea Holdings Limited". The Company re-domiciled to Cyprus on 18 December 2009 changing its name to SeaBird Exploration Plc. SeaBird and SeaBird Exploration are commercial names used to describe the group and its business.

The Company's registered office is at 25, Kolonakiou Street Block B, Office 101, 4103 Linopetra, Limassol, Cyprus. SeaBird's web site can be found at www.sbexp.com.

In addition to the registrated office above, offices of the SeaBird group include:

- Limassol (Cyprus, head office): SeaBird Exploration Plc, 4 Riga Fereou street, Omega court, 3rd floor, 3095, Limassol, Cyprus. Tel: +357 2527 0600 , e-mail: corporate@sbexp.com
- Oslo (Norway): SeaBird Exploration Norway AS, Cort Adelers gate 16, P.O. Box 1302 Vika, 0112 Oslo, Norway. Enterprise no: 977 236 371. Tel: +47 2240 2700, e-mail: corporate@sbexp.com
- Singapore: SeaBird Exploration Asia Pacific Pte. Ltd., 1 Fullerton Road, #02-01 One Fullerton, Singapore 049213. Tel: +65 6832 5593, e-mail: corporate@sbexp.com
- London (United Kingdom): SeaBird Exploration UK Ltd, 5 Elstree Gate, Elstree Way, Borehamwood, Hertfordshire WD6 1JD, United Kingdom. Enterprise no: 10890670. Tel +44 208 433 6994, E-mail: corporate@sbexp.com

The SeaBird group's operations are performed by a set of subsidiaries, a chart of which is set out below.



The table below sets forth an overview of the legal entities being active part of the SeaBird group. All subsidiaries are wholly owned.

Name	Registration	Function
Aquila Explorer Inc.	Panama	Vessel holding company
Seabird Exploration Crewing Limited	Cyprus	Crewing company
Geobird Management AS	Norway	Operating company
Harrier Navigation Company Limited	Cyprus	Vessel holding company
Hawk Navigation Company Limited	Cyprus	Vessel holding company

Munin Navigation Company Limited	Cyprus	Vessel holding company
Osprey Navigation Company Inc.	Panama	Vessel holding company
Sana Navigation Company Limited	Cyprus	Vessel holding company
SeaBird Exploration Exploration Vessels Limited	Cyprus	Vessel holding company
Seabird Crewing Mexico S. DE R. L DE C. V.	Mexico	Crewing company
Seabird Exploration Americas Inc.	USA	Management company
Seabird Exploration Asia Pacific Pte. Ltd	Singapore	Management / operating company
Seabird Exploration Cyprus Limited	Cyprus	Management / operating company
Seabird Exploration Finance Limited	Cyprus	Finance company
Seabird Exploration FZ-LLC	UAE	Management company
Seabird Exploration Multi Client Limited	Cyprus	Multi client company
Seabird Exploration Norway AS	Norway	Management company
Seabird Exploration Shipping AS	Norway	Operating company
Seabird Exploration Seismic Mexico S. DE R. L DE C. V.	Mexico	Operating company
Seabird Exploration UK Ltd	United Kingdom	Management company

In addition to the companies above, all of which have active functions in the SeaBird group as per the date of this Prospectus, there are also certain dormant/closed down/under closure subsidiaries as set out in note 13 to the parent company financial statements in the annual report 2017 (see Section 14.4).

Other than as set forth above, the SeaBird group does not have holdings in which it holds a proportion of the capital likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses.

6.4 Vision, goals/objectives and strategy

The SeaBird group's vision is to be the most reliable and productive service provider in focus areas, based on low cost operations, experienced crews and unparalleled technology expertise in the high end of the 2D, niche 3D and source marine seismic markets and to be a complete seismic services provider, covering the full range of its client needs.

- Global market leader in SeaBird’s principal sectors for the oil and gas industry and multi-client companies
- Best in class maritime operation
- Unique competence in frontier markets and niche seismic
- Complex survey areas, shallow water and high risk
- Leading 2D seismic technology development
- Highly reputable QHSE program which differentiates SeaBird in its segment

The goal is to be a market leader in the high end of the seismic market within its niches, by building on its strong sides, retaining focus on cost without compromising on Health, Security and

Environment (QHSE), and through building long term relationships with key clients and remaining conservative with regards to acquiring debt.

When using the term “high end” above, SeaBird makes reference to companies that are approved for employment by the major oil companies, which involves approval of QHSE systems. Companies without such approvals will not be able to have their vessels employed by such oil companies, but may find employment for their vessels with other seismic companies having such approvals, or with other clients that have less stringent demands to QHSE systems.

6.5 The fleet and main assets

The SeaBird fleet consists of the following vessels:

M/V Aquila Explorer

Building year: 1982

Year acquired: 2006

Converted for seismic operation in: 2007

Seismic: 2D

Location: Spain

Ownership: Owned by SeaBird

Warmed stacked

M/V Harrier Explorer

Building year: 1979

Year acquired: 2007Converted for seismic operation in: 2007

Seismic: 2D

Location: In transit to North West Europe

Ownership: Owned by SeaBird

Will commence 2D work in North West Europe in the beginning of Q3

M/V Osprey Explorer

Building year: 1985

Year acquired: 2006

Converted for seismic operation in: 2006

Seismic: 2D

Location: In transit to North America

Ownership: Owned by SeaBird

Posititioned to take on various leads in the Gulf of Mexico and the US

M/V Voyager Explorer

Building year: 2005

Seismic: 2D / SW-3D[1]

Location: In Brunei

Ownership: Bareboat charter

Mobilizing for source work in Brunei and Malaysia.

[1] Shallow water

Geowave Voyager

Building year: 2009

Year acquired: 2018

Seismic: 2D, source and niche-3D

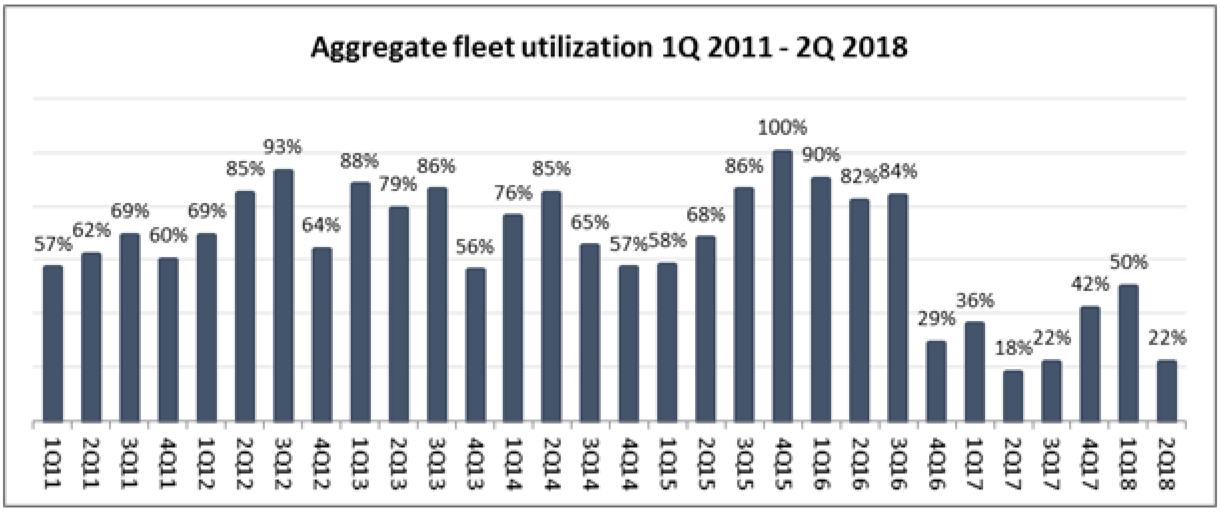
Location: Brazil

Ownership: Owned by SeaBird

Will work as source vessel for CGG in Q3-2018

6.5.1 Vessel utilization, chartering and contract coverage

The chart below provides an illustration of SeaBird's aggregate vessel utilization (contract and multi-client seismic), calculated as a quarterly average, for the period since 2011.



One of the vessels in SeaBird's fleet is in lay-up as per the date of this Prospectus, being Aquila Explorer. Harrier explorer was taken out of lay-up early June to commence work in North West Europe in early third quarter of 2018. Aquila Explorer will remain laid-up unitil market activity picks up and Seabird again sees the need for using the Bessel for its operations.

Chartering of SeaBird's vessels is generally based on contracts with duration between one and three months, although contracts may be shorter or longer. As a consequence of the generally short contract duration, SeaBird is dependent on continuously finding and developing new contract opportunities. Utilization will depend on the ability to secure new contracts in continuation of existing contracts in order to minimise idle periods. Geographic proximity of such new contracts is also of importance to minimise the time spend in transit between survey areas.

As per 6 August 2018, SeaBird has contracts or letters of intent for contracts for future employment contracts for its vessels corresponding to approximately 6.5 months of vessel utilization, representing aggregate contract revenue of approximately USD 8.5 million. There can be no assurance that the contracts will not be delayed or cancelled, in which case SeaBird will have limited opportunities to take legal action against the respective contract parties.

In addition to the contracts described above, SeaBird is in negotiations for various additional contracts. There can be no assurance that these additional and expected contracts will materialize, nor any certainty about the duration or amounts of such additional contracts.

6.5.2 Contract seismic and multi-client seismic; seismic library

SeaBird principally employs its vessels in so-called contract seismic, where the vessels are employed on fixed contracts for the campaign. When performed for an end-user client, the client becomes the sole owner of the seismic data being collected. An overview of the contract coverage for SeaBird's vessels is provided in Section 6.5.1.

SeaBird also collects seismic data for its own account (in whole or part), for later sales to third parties. This is referred to as multi-client seismic, and is a conceptually different business model than contract seismic. During the Restructuring in 2017, the Company sold the majority of its multi-client library to TGS in exchange for its outstanding debt obligation under SBX04 tranche A. As of 30 June 2018, the multi-client library had a book value of USD 0.0 million. Although the Company has divested most of its multi-client library, it is expected that the Company will engage in multi-client seismic surveys in the future dependent on market demand.

In the multi-client business model, the seismic companies plan, acquire and process the data at their own risk, and offer the processed data for license to clients on a non-exclusive basis. Under this model the clients benefit from access to high quality data at a lower cost compared to acquiring the same data on a proprietary contract basis, but forfeit any exclusivity to the data. Such data is typically acquired over open acreage in anticipation of licensing by the relevant authority and is used by clients for risk evaluation and prospect identification prior to them making a bid for acreage. For the seismic companies the benefit comes from the potential for multiple sales that in total can exceed the revenue that would have been otherwise derived from a contract survey.

The risk aspects of the two models differ as contracted work is commenced against pre-defined revenue while the income from multi-client projects is speculative and contingent on external factors such as the attractiveness to clients of the associated acreage being offered for lease. However, it is common practice in the seismic industry that client pre-funding is sought by the seismic companies for their multi-client projects according to the companies' risk appetite, in order to mitigate these risks, sometimes up to or exceeding the full pre-funding of the survey equivalent to that of the contract model.

SeaBird's main activity is contract seismic, which accounted for 97% of revenues in 2017 (2016: 97%, 2015: 97%). Multi-client is mainly used to capitalize on attractive investment opportunities and to stabilize fluctuations in contract market. Contract work is lumpy subject to the demand from third parties, hence multi-client work is a way to fill the gaps between contracts and make the best use of the vessels. SeaBird often does multi-client work in collaboration with other third-party multi-client specialists.

6.5.3 Commercial and technical management of the vessels

SeaBird is handling both commercial and technical management of all the vessels in its fleet. Responsibility lies with SeaBird's operations department, through the maritime and seismic support departments.

6.5.4 New products and/or services

SeaBird has not introduced, and does not plan to introduce, significant new products or services.

The board of directors of the Company does not expect any major changes in SeaBird's principal activities in the foreseeable future.

6.5.5 Statements regarding competitive position

The statements made by SeaBird in this Prospectus regarding its competitive position are provided on a "going concern" basis and are not based on any assumptions of changes in its relative competitive position, other than as described in this Prospectus.

6.5.6 Environmental issues

SeaBird is not aware of environmental issues that currently affect, or may reasonably be expected to affect, the utilisation of its assets. SeaBird's business activities do not rely on environmentally hazardous cargoes or substances, with the exception of the fuel used by its vessels.

6.6 QHSE systems and policies

SeaBird' policies for QHSE (Quality, Health, Safety and Environment) are developed to provide guidance and direction for all persons in the SeaBird group, at all levels, areas and spheres of its operations and offices. These policies have been detailed to provide a structured and practical approach in achieving its objectives, bringing value and applying ethics and moral in how SeaBird performs its work worldwide, be that on- or offshore.

The policies are fully integrated into its SeaBird's management system; which is based on a framework defined by IOGP (International Association of Oil & Gas Producers, an industry association). This is further aligned to its accreditations, covering: ISO 9001:2015 (Quality), ISO 14001:2015 (Environment), OHSAS 18001 (Occupational Health and Safety), ISM/ISPS (Maritime Document of Compliance), ISNetworld, Achilles and FPAL (Verification bodies). The systems are regularly audited for effectiveness by clients and annually by DNV-GL.

The system have been honed over a period of years to achieve robust end user functionality which adds value to the company by providing all the required processes and tools to support the Company on and offshore at all sites.

6.7 Property, plant and equipment

SeaBird leases its offices from several parties, with such lease agreements being entered into on commercial terms and satisfactory to its needs. SeaBird has no owned premises. Offices in Norway are leased until 31 August 2019, while offices in London, Cyprus (head office) and Singapore are leased on short-term agreements. No particular arrangements or infrastructure is required for SeaBird's office needs.

The majority of assets owned by SeaBird are seismic vessels (approximately USD 18.7 million book value excluding the book value of Geowave Voyager), as set out in Section 6.5. In addition to the vessels, SeaBird's assets consist of seismic equipment (approximately USD 3.6 million book value, excluding book value of seismic equipment included in the Transaction) and maritime equipment (approximately USD 4.0 million book value, excluding book value of maritime equipment included in the Transaction). An overview of investments (historical, ongoing and planned) is provided in Section 10.1. The encumbrances on SeaBird's vessels are set out in Section 10.2.5. Please refer to section 6.5.1 Vessel utilization, chartering and contract coverage for details around the Company's backlog.

6.8 Material contracts Dependence on contracts and licences

SeaBird's business and profitability is dependent on entering into new operating contracts as existing contracts come to an end. These contracts are entered into in a competitive market based on bidding procedures against other seismic operators with capacitities and availabilities matching the requirements of the respective clients. Reference is made to Section 8 for a discussion of the competitive situation for SeaBird's vessels.

An overview of the contract backlog for the employment of SeaBird's vessels is provided in Section 6.5.1. For the year 2016, TGS constituted the largest customer with 86% of group revenues. As the contract with TGS ended in 2016, there has been no revenues from TGS in 2017. TGS remains an important customer of SeaBird, and the parties have entered into an option agreement where SeaBird may provide up to 20 months of seismic services pending demand from TGS. In 2017, the revenue mix was more diversified between different customers, however, one major customer contributed 29% of the total revenues in 2017.

To the extent that SeaBird relies on third parties to perform services, SeaBird does not believe any such third party to be critical to its operation. Third party services are purchased in an open and competitive market, and are selected on the basis of price and quality.

For streamers and other seismic equipment, SeaBird relies on approvals from US authorities to be receiver of US-controlled technology exported from the United States. Should such approvals be revoked, SeaBird would suffer a reduced selection of supplies and might not have access to the industry preferred technology.

SeaBird faces regulatory requirements from ISO (Organization for Standardization), flag states as well as class (in line with other maritime industries).

In the opinion of the Company, and except as forth above, SeaBird is not dependent on any particular licences, industrial, commercial or financial contracts or manufacturing processes to conduct its business.

6.8.1 Material contracts outside the ordinary course of business

SeaBird is not a party to any material contract other than contracts entered into in the ordinary course of business.

6.9 Changes in framework conditions

Factors concerning QHSE system policies are described in section 6.6, environmental issues are described in section 6.5.6 and factors concerning market conditions in section 8.1-8.4. Other than as described in these sections, SeaBird is not aware of any governmental, economic, fiscal, monetary or political policies or factors that have materially affected, directly or indirectly, its operations, or of proposed changes to such policies or factors that could materially affect its operations.

7 BOARD, MANAGEMENT AND CORPORATE GOVERNANCE

7.1 Board

7.1.1 Composition of the Board of Directors

Overall responsibility for the management of the Company and its subsidiaries rests with the board of directors.

Pursuant to the Articles, the board of directors of the Company shall have between two and nine members.

Directors serve for periods of one year at a time, and are elected or re-elected at the annual general meeting unless an extraordinary general meeting is called to elect new directors. The extraordinary general meeting held on 20 June 2018 elected Heidar Engebret (chairman), Dag Fredrik Arnesen and Ketil Nereng, and re-elected Mr. Klohs. On 24 June 2018, Mr. Klohs was appointed CEO of the company, and has therefore resigned from the position of director. The annual general meeting held on 10 August 2018 also elected Olav Haugland. Following said elections and resignation, the Board of Directors constitutes of the four directors as set forth in the table below.

Name	Position	Served since
Heidar Engebret	Chairman	2018
Dag Fredrik Arnesen	Director	2018
Ketil Nereng	Director	2018
Olav Haugland	Director	2018

The Company’s business address (Zavos Kolonakiou Shopping Centre, 25 Kolonakiou Street, Block B, Office 101, 4103 Linopetra, Limassol, Cyprus), serves as c/o address for each member of the board of directors.

Under the Code of Practice (as defined and further described in Section 7.5."Corporate governance") it is recommended, to ensure independence from special interests, that the majority of the members of the board should be independent of a Company’s executive personnel and material business contacts, and that at least two of the members of the board should be independent of the main shareholders. None of the directors of the Company are, or are affiliated with, executive personnel of the Company.

7.1.2 Brief biographies of the members of the Board of Directors

Set out below are brief biographies of the members of the board of directors of the Company, including their relevant management expertise and experience, an indication of any significant principal activities performed by them outside the Company and names of companies and partnerships of which a member of the board of directors is or has been a member of the administrative, management or supervisory bodies or partner the previous five years (not including directorships and management positions in subsidiaries of the Company), where for purpose of this overview “C” indicates the position of chairperson and “D” indicates director.

Heidar Engebret– Chairman

Mr. Engebret was appointed to his position in 2018. He holds a Bachelor degree in Economics and Business Administration from Norwegian School of Economics (NHH). Mr. Engebret has experience from equity & high yield sales in Sparebank 1 Markets and is also a Board member in Fjord Bank AB. He has been an advisor to the board in SeaBird Exploration since October 2017. Mr. Engebret is a Norwegian citizen and resides in Norway.

Overview of current directorships, partnerships and management positions:

- *Fjord Bank AB (D)*

Overview of directorships, partnerships and management positions during past five years, no longer held:

KryptoVault AS (CFO)

Dag Fredrik Arnesen – Director

Mr. Arnesen was appionted as a director of the company in 2018. Mr. Arnesen is a private investor. He has held numerous leading positions in DNB, Orkla Finans, Skipsbanken and Eidsiva Rederi ASA. He was also a senior advisor in GIEK. Mr. Arnesen holds an MSc in Economics and Business Administration from the Norwegian School of Economics (NHH).

Overview of current directorships, partnerships and management positions:

- *Odd Berg AS (D), Bernh Botolfsen Import AS (D), A La Carte Produkter AS (D), Kontorfellesskapet Skøyen AS (C), Slåtterøy AS (CEO & C), Ffs 33 Hylle AS (C), Storkleiven AS (C), Lillestrøm Sentrumsbolig AS (D), Sameiet Sjusjøen Panorama 2.1 - 2.2 - 2.3 (D), Colibri Eiendom AS (D), Cedar Car Carrier AS (D), Cedar Car Carrier 2 AS (D), Sam Purpose AS (D), E & G Bygg AS (D), Godt Innafor AS (D), Byala AS (D), Greenbarge AS (D), Teldar Paper Inc AS (deputy D), Trinity Group AS (deputy D)*

Overview of directorships, partnerships and management positions during past five years, no longer held:

- *None*

Ketil Nereng – Director

Mr. Nereng is a private investor primarily in shipping and offshore, founder and manager of investment company focused on development of small scale hydro powerplants. He is the chairman of the board of BNVannkraft AS and Bøen Kraft AS, and member of the board of BNTurbin AS. Mr. Nereng holds a Bachelor of Business Administration from La Salle, Barcelona and a MSc in Financial Economics from BI Oslo.

Overview of current directorships, partnerships and management positions:

- *BNHolding AS (D), BNTurbin AS (D), BNVannkraft AS (C and CEO), Bøen Kraft AS (C), Acme AS (C), KNHolding AS (C)*

Overview of directorships, partnerships and management positions during past five years, no longer held:

- *None*

Other than a suspended sentence for a traffic violation, Mr. Nereng has no prior publicly incriminated and/or sanctioned by any statutory or regulatory authorities during the last five years preceding the date of this Prospectus.

Olav Haugland – Director

Mr. Haugland was appioned as a director of the company in 2018. He has also served as director of the Company during the period 2015-2017. He holds a Master of Science in Economics and Business Administration and is a state authorized public accountant. Mr. Haugland is a seasoned CFO with extensive international network and broad experience in the capital market from both equities and as bond issuer. He has broad business experience with some 80+ board membership and years of CFO responsibilities in the shipping and oil service with both public and private groups. Over the last decade, he has held various management positions in capital-intensive companies, including the position as CFO in Farstad Shipping ASA. He is a Norwegian citizen, and resides in Norway. He is now CEO in subsea company Ocean Installer AS.

Overview of current directorships, partnerships and management positions:

- *Ocean Installer AS (CEO)*

Overview of directorships, partnerships and management positions during past five years, no longer held:

- *Hansa Property Group (D), Sinvest ASA (D), Wilhelm Wilhelmsen ASA (D), Kistefos (D), Farstad Shipping ASA (CFO)*

7.1.3 Remuneration to the Board of Directors, and benefits upon termination

Aggregate remuneration to the board of directors was USD 212 784 for 2017, USD 285 930 for 2016 and USD 254 644 for 2015.

No member of the board of directors is entitled to benefits upon termination.

7.1.4 Shares and options held by members of the Board of Directors

The table below sets forth shares, options and warrants held by each member of the board of directors (including shares held by spouses, dependent children or companies in which the person has a controlling influence.

Name	Shares
Heidar Engebret	6,600,000
Dag Fredrik Arnesen	20,000,000
Ketil Nereng	20,306,676
Olav Haugland	-

7.1.5 Sub-committees of the Board of Directors

The audit committee currently consists of the board members Mr. Heidar Engebret and Mr. Dag Fredrik Arnesen. The main purpose of the audit committee is to oversee the following matters:

- the integrity of the Company's financial statements and other financial information provided to stockholders and others;
- SeaBird's system of internal controls; and
- the engagement and performance of the independent auditors.

The members of the audit committee and the chairperson are appointed by the board. The chairperson shall be an independent non-executive director. The committee shall consist of minimum two members. The committee shall meet often enough to undertake its role effectively, and shall meet no less than four times a year. Members of the management may be invited to attend the audit committee meetings. The management is obliged to supply the audit committee with adequate information in a timely manner, in order to enable it to make informed decisions. The meetings may be held by means of a teleconference.

The Company has no separate remuneration committee. The entire board is in charge of compensation, incentivation and retention matters for the employees. The nomination committe is in charge of making proposals for compensation to the board members and the nomination committee.

7.1.6 Nomination committee

The Company has a nomination committee elected by the general meeting. The Nomination committee was changed at the annual general meeting held on 10 August 2018and consists of

Svein Øvrebø (Chairman), Marius Horgen and Thomas Aanmoen. The general meeting also elects the leader of the nomination committee and determines its compensation.

The nomination committee of SeaBird shall consider and report to the board of directors for resolutions on the following matters:

- nominees for election as shareholder appointed members of the board of directors and the chairperson of the board of directors.
- nominees for election of the nomination committee.
- the proposed remuneration of the board of directors and the members of the nomination committee.

The report of the nomination committee shall be enclosed to the notice for the annual general meeting. The nomination committee shall operate in accordance with generally accepted principles for good corporate governance.

Having a nomination committee is not required pursuant to the Company's Memorandum or Articles, as it is not recognised as a corporate body in home state legislation.

7.2 Management

7.2.1 Overview of key management positions

The names and positions of the members of key management of the Company are set out in the table below. The Company's business address (Zavos Kolonakiou Shopping Centre, 25 Kolonakiou Street, Block B, Office 101, 4103 Linopetra, Limassol, Cyprus), serves as c/o address for each member of management unless otherwise stated.

Name	Position	Employed since
Hans Petter Klohs	Chief Executive Officer	2018
Nils Haugestad	Chief Financial Officer	2012
Finn Atle Hamre	Chief Operation Officer	2018
Gunnar C. Jansen	Chief Commercial and Legal Officer	2018
Kjell Mangerøy	VP Business Development	2006
Steinar Fjeldbo	VP Operations	2014
Dag Grepperud	VP QHSE	2015

7.2.2 Brief biographies of the members of management

Set out below are brief biographies of the key management of the Company, including their relevant management expertise and experience, an indication of any significant principal activities performed by them outside the Company and names of companies and partnerships of which a member of management is or has been a member of the administrative, management or supervisory bodies or partner the previous five years (not including directorships and management positions in subsidiaries of the Company), where for purpose of this overview "C" indicates the position of chairperson and "D" indicates director.

Hans Petter Klohs – Chied Executive Officer

Mr. Klohs was appointed as CEO of the company on 24 June 2018. He holds a BSc degree in Economics and Business Administration and an Mphil degree in International Finance. Mr. Klohs has extensive senior executive management experience from Norwegian stock listed entities in both oil service and oil & gas, amongst other as CFO and later CEO in GC Rieber Shipping ASA for more than 10 years, CEO in Arrow Seismic ASA and Armada Seismic ASA and CFO in Rocksource ASA. His field of experience includes corporate funding, financial reporting, M&A, corporate finance, investor relations and business development. He is a Norwegian citizen and resides in Norway.

Overview of current directorships, partnerships and management positions:

- *Seabed Solutions AS (C), Allegaten Eiendom AS (C), Carthea AS (C)*

Overview of directorships, partnerships and management positions during past five years, no longer held:

- *GC Rieber Shipping ASA (D), Arrow Seismic ASA (D), Armada Seismic (D), Rocksource ASA (D), Odfjell Drilling Ltd (D), Omega Subsea AS*

Nils Haugestad – Chief Financial Officer

Mr. Haugestad has held the position as Chief Financial Officer of the company since April 2012. Mr. Haugestad has over 20 years' experience in investment banking, principal investments and corporate strategy. He came from the position as Chief Executive Officer and founding partner of Fokus Capital Ltd. Prior to this, Mr. Haugestad was Chief Operating Officer of Evolvence Capital Ltd. Mr. Haugestad has previously held a number of positions in New York with Citigroup, Citicorp Venture Capital, Credit Suisse, RBC Capital Markets and UBS. Mr. Haugestad holds a Bachelor of Science degree from the Wharton School, University of Pennsylvania and a Master of Business Administration degree from Harvard Business School. Mr. Haugestad is a Norwegian citizen and resides in Oslo, Norway.

Overview of current directorships, partnerships and management positions:

- *None except from Company and subsidiaries*

Overview of directorships, partnerships and management positions during past five years, no longer held:

- *None*

Finn Atle Hamre – Chief Operating Officer – Deputy Chief Executive Officer

Mr. Hamre was appointed as COO of the company on 24 June 2018. He holds a B.Eng. (Hons) in Naval Architecture, and a Master of Business Administration. Mr. Hamre has 20 years of experience in the Offshore Oil and Gas industry across both European and Asian markets. He has more than 10 years of experience in senior executive management positions including VP, MD, CCO and CFO. He is a Norwegian citizen and resides in Norway.

Overview of current directorships, partnerships and management positions:

- *Orion Offshore AS (C & CEO)*

Overview of directorships, partnerships and management positions during past five years, no longer held:

- *Marine Contracting Pte Ltd (Singapore) (D & CFO), FAHM Contracting Pte Ltd (Singapore) (D & CEO), Nordic Maritime Pte Ltd (Singapore) (VP Commercial)*

Gunnar C. Jansen – Chief Commercial and Legal Officer

Mr. Jansen was appointed as CCO and CLO of the company on 8 August 2018. He holds a BA degree in Economics and International Studies and Master degree in Jurisprudence and Maritime Law. He has more than 15 years' experience in the Offshore Oil and Gas and Shipping industry and 10 years' experience in senior executive management positions including Deputy CEO, CCO, CFO and General Counsel. Mr. Jansen has extensive experience in Business Development, contract negotiations, chartering, commercial management, project development and ship-financing. He is a Norwegian citizen and resides in Norway.

Overview of current directorships, partnerships and management positions:

- *Essayons AS (D)*

Overview of directorships, partnerships and management positions during past five years, no longer held:

- *Geoship AS (CCO), Forland Shipping AS (CFO), Vestland Management, (Deputy CEO and CCO), Østervold Seismikk AS (D)*

Kjell Mangerøy – VP Business Development

Mr. Mangerøy has held the position as VP Business Development in the company since February 2008. Prior to the appointment of VP Business Development, he held the position as VP Operations since 2006. Before joining SeaBird, he held the position of Business Development Manager (Africa) for PGS from 2001 to 2006 based in London and from 1995 to 2001, he held the position of Operations Manager in PGS based in Oslo. From 1985 to 1995, he worked for CGG on board vessels as Party Chief and later as Operations Manager based in London for three years before opening an office for CGG in Stavanger in 1992. From 1976 to 1985, he held various positions in several seismic and survey companies before joining CGG. Mr. Mangerøy has extensive experience from 35 years in the seismic industry. Mr. Mangerøy is a Norwegian citizen and resides in London, UK.

Overview of current directorships, partnerships and management positions:

- *None except from Company and subsidiaries*

Overview of directorships, partnerships and management positions during past five years, no longer held:

- *None except from Company and subsidiaries*

Steinar Fjeldbo – VP Operations

Mr. Fjeldbo joined SeaBird in February 2014, after 22 years in the seismic industry working for Geco-Prakla, WesternGeco, Reservoir Exploration Technology, Fugro GeoTeam and CGG. Nine of these years were offshore and the rest in operational management. Mr. Fjeldbo has a military and technical education from the Royal Norwegian Navy where he had six years of service, specializing in sonar and other technical equipment on submarines. Mr. Fjeldbo is a Norwegian citizen and resides in Sandefjord, Norway.

Overview of current directorships, partnerships and management positions:

- *None except from Company and subsidiaries*

Overview of directorships, partnerships and management positions during past five years, no longer held:

- *CGG (Vessel Manager, 2013), Fugro-Geoteam AS (Operations & Performance Manager 2012-2013, Vessel Director 2011-2012, Project Manager 2010-2012)*

Dag Grepperud – VP QHSE

Mr. Grepperud has held the position as VP QHSE since May 2015. He rejoined the same position that he held with SeaBird from 2006 to 2011. Mr. Grepperud has 19 years' experience from QHSE related positions in the marine and oil and gas industry. He held the position as Quality Assurance, Risk & Marine Assurance Manager with Technip Norge AS from 2011 until resuming with SeaBird in May 2015. Mr. Grepperud is an accredited ISM and ISO 9001 auditor and accredited Risk Manager. His background is Marine Operations and he graduated from the Royal Norwegian Naval Academy in 1992. Mr. Grepperud is a Norwegian citizen and resides in Oslo, Norway.

Overview of current directorships, partnerships and management positions:

- *None except for Company*

Overview of directorships, partnerships and management positions during past five years, no longer held:

- *None except for Company*

7.2.3 Remuneration and benefits to members of management

7.2.3.1 Total remuneration

The following amounts have been paid or set aside for salaries and other benefits for the members of key management of the SeaBird group, being defined as Christophe Debouvry (CEO from January 2016 until 24 June 2018), Kjell Mangerøy (VP Business Development from February 2008), Dag Grepperud (VP QHSE from May 2015), Nils Haugestad (CFO from April 2012), and Steinar Fjeldbo (VP Operations from July 2014):

(figures in USD '000)	2017	2016	2015
Salaries and other short-term employee benefits	1,528	1,579	2,228
Bonus payments	142	57	-
Post employment benefits	567	31	425
Total key management compensation	**2,237**	**1,667**	**2,653**

7.2.3.2 Agreements providing benefits upon termination of employment

On a general basis, upon termination by the Company without legal cause or at change of control, certain members of key management of the Company may receive up to one year benefit as contracted severance compensation.

7.2.4 Shares and options held by members of management

The table below sets forth shares held by each member of key management (including shares held by spouses, dependent children or companies in which the person has a controlling influence), including the volume weighted average price of shares acquired during the last year.

Name	Shares
Hans Petter Klohs	2,200,000
Nils Haugestad	8,000,000
Kjell Mangerøy	4,525,003
Gunnar C. Jansen	-
Finn Atle Hamre	525,000
Steinar Fjeldbo	-
Dag Grepperud	-

7.3 Loans and guarantees provided to directors or management

The Company does not have a policy for granting loans and guarantees and has not granted any loans or guarantees to any of the members of its board of directors, key management or other parties related to these groups.

7.4 Conflicts of interest and other disclosures

The Company believes that it has taken reasonable steps to avoid, and to mitigate effects of, potential conflicts of interests arising from the board members' and key management's private interests and other duties. There are no potential conflicts of interest between any duties to the Company of the members of the board or the senior management and their private interests and/or other duties.

During the last five years preceding the date of this Prospectus, no member of the board of directors or the key management has:

- had any convictions in relation to fraudulent offences;
- been officially publicly incriminated and/or sanctioned by any statutory or regulatory authorities (including designated professional bodies) or been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct the affairs of a company; or
- been associated with any bankruptcy, receivership or liquidation.

There are no family relationship between any member of the board of directors and the member of the executive management.

There are no arrangements or understandings with major shareholders, customers, suppliers or others, pursuant to which members of the board of directors or key management were selected to their positions in the Company.

No member of the board of directors or key management is subject to restrictions on their disposal of the Company's securities within any period of time.

7.5 Corporate governance

The Company and the board of directors has adopted and implemented corporate governance principles that are based on the Norwegian Code of Practice of Corporate Governance, as last published on 30 October 2014 (the "Code of Practice"). The Company's corporate governance also fulfils the requirement in Corporate Governance Code of April 2014 issued by the Cyprus Stock Exchange (the "Cyprus Corporate Governance Code").

The Company has disclosed its corporate governance principles in its annual report and on its website www.sbexp.com.

The Code of Practice is a "comply or explain" guideline and the board of directors will state and explain any deviation from the recommended guidelines in the annual report.

The Company is, in all material respects, in compliance with the Code of Practice and the Cyprus Corporate Governance Code. The nomination committee is not regulated in the Company's memorandum and articles of association, which is the custom in Cyprus.

7.6 Employees

7.6.1 Overview of employees

The table below shows the development in the average number of employees in SeaBird for the years 2017, 2016 and 2015.

	2017	2016	2015
Average number of employees	254	329	471

The average number of employees' was from January 2018 to the date of this Prospectus is 226 offshore and 34 onshore.

The table below shows provides an overview the geographical location of the employees in SeaBird as an average for 2017, divided into onshore and offshore employees.

	Onshore	Offshore	Total
Cyprus	32	195	227
Norway	23		23
Singapore	2		2
USA	2		2

Marine and seismic offshore staff is in general employed in the crewing subsidiary, SeaBird Exploration Crewing Limited. The remainder is on-shore staff.

7.6.2 Loans provided to employees

SeaBird has no loans outstanding to employees.

7.6.3 Pensions

SeaBird has a defined contribution pension scheme, and contributions for Company's subsidiaries in Norway. The total amount of NOK 980,551 was set aside with respect to defined contribution pernsion scheme for 2017. This amount constitutes a part of selling, general and administrative expenses in the Company's audited consolidated financial statements for 2017 (see section 14.4). There are no specific amounts set aside or accrued by the Company or its subsidiaries to provide additional pensions, retirement or similar benefits upon termination of employment.

8 MARKET CONDITIONS

The demand for seismic surveys is in general correlated with the oil price. Since the second half of 2014 the oil price has dropped significantly from above USD 100 per barrel down to a trough of just under USD 30 per barrel before recovering to current levels of USD 70-80 per barrel. The low oil prices experienced since late 2014 have made new exploration and production projects became less profitable for the oil companies, which again impacted their spending on seismic services. With the recent increase in oil price, the company is experiencing increased tendering activity and sees signs of improvement in the market.

8.1 Marine geophysical services

Seismic data is conventionally collected by discharging a wave of acoustic energy just below the water's surface from energy sources towed behind a survey vessel. At rock layer boundaries, parts of the waves are reflected back to the streamers. Hydrophones detect and convert these reflections into digital data, which in turn are recorded onboard the survey vessel.

There are several seismic techniques that are being used to analyse potential sub-sea reservoirs. These can roughly be categorised as 2-, 3- and 4-dimentional analyses, as well as the developing electro-magnetic surveying. 2-dimentional seismic survey is the most cost efficient method, conducted by having a survey vessel towing a single streamer. The seismic survey will generate data which generally represents a vertical cross-section along the line tracked by the streamer and is the preferred method for initial analysis of larger areas.

An alternative to this is simply to use more streamers to produce several parallel 2D cross-section data. This will later be processed to produce a 3D image of the subsurface, often used when initial 2D analyses indicate findings. Normally, one will use several streamers attached to one survey vessel, but where longer offset and wide azimuth analyses are required, several source vessels may be used. This process requires more sophisticated navigation equipment to ensure a precise determination of the positions of streamers and energy sources; hence it is a more costly approach.

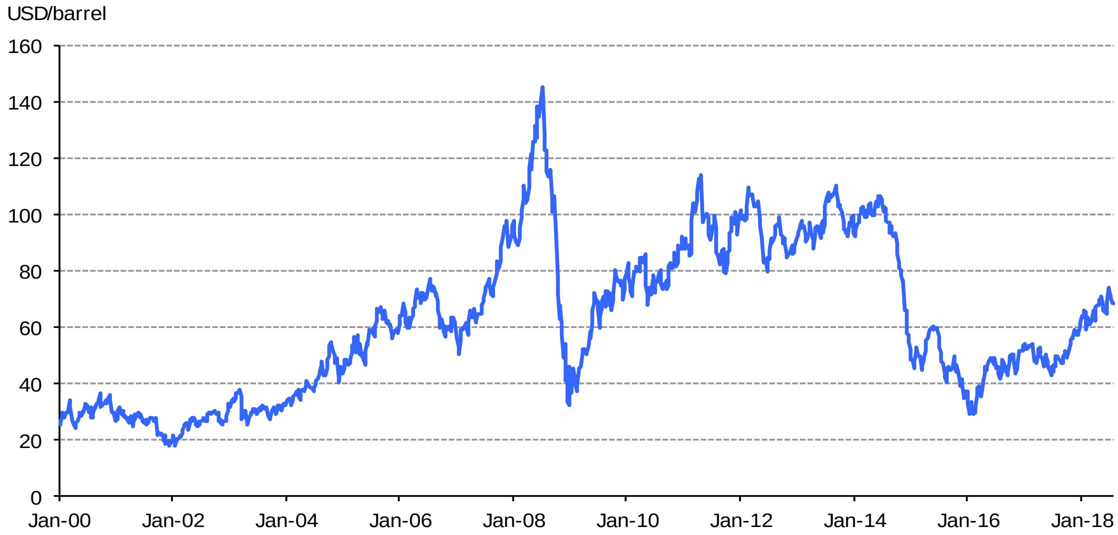
A fourth dimension, evolvement over time, is used to efficiently determine the changes occurring in the reservoir as a result of hydrocarbon production or injection of water or gas into the reservoir by comparing the repeated datasets. Time-lapse or 4D seismic involves comparing the results of 3D seismic surveys repeated at considerable time intervals (e.g. before a field starts producing versus various post-production stages).

8.2 Drivers of demand for marine geophysical services

In addition to the technological developments that affect the cost, quality and reliability of marine seismic data, demand for marine geophysical services is driven by the oil industry's incentives to invest in exploration, development and production. The willingness to invest is a consequence of current revenues, acreage available for exploration and production combined with the global oil and gas demand/supply balance. These factors are, in turn, affected by various political and economic factors, such as global production levels, prices of alternative energy sources, government policies, and the political stability in the oil producing countries. In general the demand for geophysical services is therefore driven by:

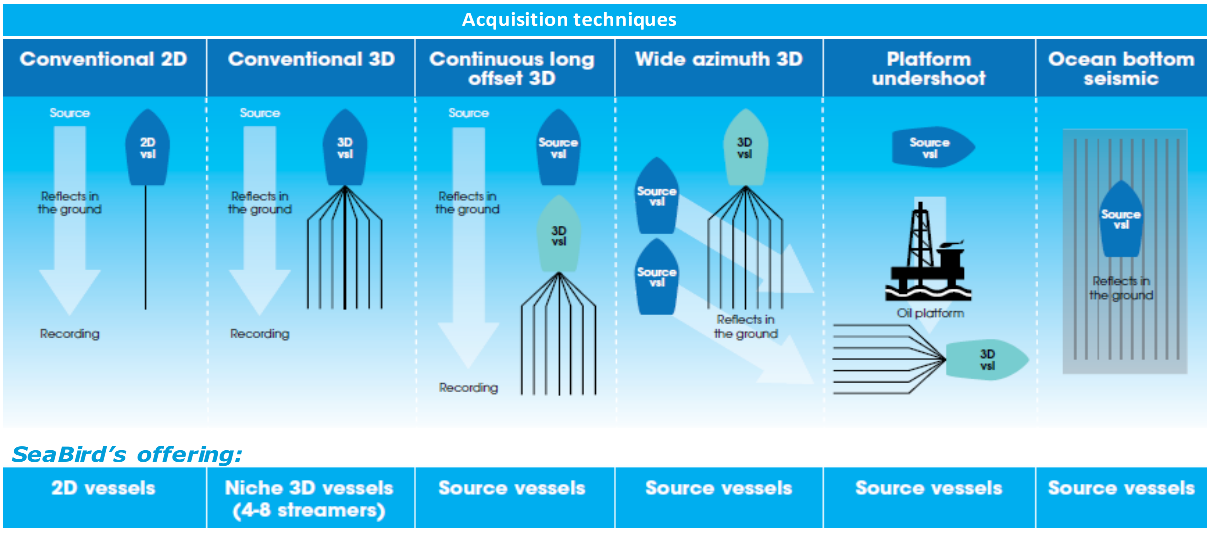
- Future demand/supply balance for oil and gas
- Oil and gas companies' exploration and production spending

From the end of the 1990's, global E&P spending saw a decade of growth. This growth was capped by the economic recession that started in 2008. The result was a decrease in year-on-year global exploration and production (E&P) spending in 2009. The recession had a significant short-term impact on the global energy demand, illustrated by the severe drop in oil prices. At USD 30.28 per barrel, the oil price trough was reached in December 2008. In 2009 oil prices recovered on OPEC's above-average compliance to agreed-upon production targets, and trended upwards throughout the year. The positive trend in oil prices continued in 2010, with contract prices reaching USD 89 per barrel in December. Along with higher oil prices, oil companies invested more heavily in developing new resources, illustrated by a year-on-year increase in E&P spending for 2010. From 2011 to H1 2014 the oil price volatility was significant, illustrated by oil prices ranging from USD 74 to USD 114 during the period. However in the second half of 2014 the oil price has fallen back from highs of around USD 110 down to a bottom of approximately USD 28 per barrel in January 2016. Following that, the oil price, supported by OPEC production reductions, has inceased to a current level of USD~70 per barrel. The graph below illustrates the development in the oil price (West Texas Intermediate), from 2000 until August 2018 (source: Factset, 6 August 2018).



8.3 SeaBird's main markets

SeaBird specializes in high quality operations within the high end of the source vessel and 2D market, as well as the niche 3D market (by means of a smaller vessel with 4-8 streamers). The exhibit below illustrates different marine seismic shooting techniques and SeaBird's related offering. As seen from the exihibit SeaBird is a service provider across all core seismic markets (source: SeaBird).



8.3.1 About the 2D market

2D seismic is critical for frontier exploration as it is less costly to cover a large area with 2D seismic compared with 3D seismic. 2D is then often used in frontier areas or when new areas are opened up for seismic exploration. Examples of these types of markets are Somalia, Gabon, Mozambique, Madagascar, Sierra Leone, Liberia, Panama, Myanmar, Falkland Islands, Arctic areas and Mexico.

8.3.2 About the source vessel market

SeaBird also operates in the source markets. Demand for such vessels improved continuously in the latter part of the last decade. As oil exploration and development are moving into more complex structures the quality of the data is increasingly important. The seismic industry has developed several of techniques to improve the data quality when shooting complex geological structures. Source vessels are usually required in these advanced 3D surveys. Source vessels are also required in ocean bottom seismic. SeaBird fills this need on a contract basis with the 3D seismic provider in charge or the ocean bottom seismic operator.

8.3.3 About the niche 3D market

For smaller 3D surveys, and also for surveys involving longer transits, it might be benifical for the client to hire a smaller vessel with typically 4-8 streamer capability as these vessels are less costly to operate than the larger and more expensive vessels that dominate the 3D market, having capacity for 12 or more streamers. While a vessel with fewer streamers uses longer time to cover an area, it is typically less costly to mobilize and transit; hence these vessels might prove economically benificial for smaller surveys. The market is a natural fit for Voyager Explorer.

Currently this market is under pressure from the excess capacity and low rates in the 3D market.

8.4 Geographical markets

SeaBird has a global presence and is serving customers around the globe. Having a sizeble fleet is critical to be able to reduce transit and achieve economics of scale. Vessels are being moved between geographical areas; however it is a benefit to have a vessel nearby when the Company bids for contract work as that would reduce the time spent in transit and keeping cost down. A comment on the various geographical markets is given below.

8.4.1 Europe, Africa and the Middle East

The Northern Europe season was slow in 2017 as a result of the current market weakness. Nevertheless, with licensing round awards in the United Kingdom and Norway, general seismic contract activity is expected to improve. The Mediterranean, and in particular Eastern Mediterranean and the Middle East is an attractive area going forward for both 2D and source projects. North West Africa has attracted renewed interest due to oil discoveries in Senegal and Mauritania and large 3D programs are being conducted in these countries in addition to Morocco. In the Gulf of Guinea there are several surveys lined up for work in Cote d'Ivoire, Ghana and Nigeria whilst further south there are multi-client surveys ongoing in South Africa and on the East Coast in Mozambique. There are also renewed interest for towed streamer shallow water 3D in Africa and Middle East and SeaBird is well prepared for this.

8.4.2 Asia Pacific

Continued interest in Australasia is expected, but a number of surveys have recently been postponed due to budget limitations, prefunding concerns and delays in environmental permitting. The activity level in the source market is anticipated to be resilient given oil companies continued interest in reservoir monitoring and ocean bottom seismic surveys in the region. In the long term, Asia Pacific is likely to remain an essential region for all types of seismic exploration. There are planned 3D, node surveys and 2D in the region throughout the year. In particular, an uptick in activity is anticipated in Bangladesh from Q4-18 onward, with possible large 2D programs. Node surveys and towed streamer 4D surveys are planned in Malaysia and Brunei during 2018.

8.4.3 North and South America

The North America streamer market is less active at present, but work is expected to recommence in East Canada mid-year. Seabird has recently seen an uptick in market requirement for applications of dedicated source vessels in conjunction with ocean bottom seismic as well as 3D surveys in the US Gulf of Mexico for the second half of 2018. Plans for the United States to open the Atlantic coast are back on the table, but still face objections at the local and state level, which could continue to delay proceedings. Latin America has been slow but steady, with 2D and 3D surveys in Suriname and Guyana being conducted. There are more surveys to come as ExxonMobil also have plans for 2D and 3D seismic in their acerage in Suriname. Activity in Brazil has been impacted by project delays and cuts in exploration spending, although we believe several new seismic projects could materialize in the short or medium term. Upcoming licensing rounds in Argentina and Brazil have triggered multi-client surveys in the region. We also see increased OBS activities in the Gulf of Mexico, Trinidad & Tobago and Brazil.

8.4.4 Fleet location and key focus areas

The geographical location of the SeaBird fleet varies from time to time, depending on the location of the seismic campaigns being undertaken. As per late August 2018, the vessels are located as follows: Harrier Explorer is working in North West Europe, Voyager Explorer working in Asia Pacific, Osprey Explorer is in the US Gulf and Aquila Explorer is warm-stacked in Spain. Geowave Voyager will join the fleet in fourth quarter 2018 and is currently in Brazil.

The vessels are able to operate globally and seek employment in the key regions relevant for exploration of oil and gas reserves.

8.5 Client base

Major oil companies have stringent requirements for their suppliers when it comes to QHSE systems and track record. SeaBird's leading QHSE systems, as described in Section 6.6 "QHSE systems and policies", prequalify the Company to work with most oil majors, which sets SeaBird apart from many of its smaller competitors. SeaBird's clients include national oil companies, independent oil companies and seismic companies. When working for seismic companies, it is usually either as a vessel provider for companies doing multi-client surveys without having any vessels, or as a source vessel provider.

Examples of the clients within the different catagories base are given below:

8.6 Competitors

SeaBird views itself as a market leader in the high-end 2D seismic services segment. SeaBird believes it has one of the largest fleet in this segment. The large 3D seismic companies including PGS, WesternGeco and CGG also have historically had vessels in this market but 2D and source work are not their primary focus.

With the exception of WesternGeco, the others typically had between 1-2 vessels in the 2D and source markets. As the 3D market has weakened, these operators took low-end 3D vessels and put them to use as 2D vessels while awaiting a recovery in the 3D market. These vessels are typically too costly to operate efficently in 2D mode, but it has been a better alternative than laying them up.

During the last years, it has been a trend that these vessels have been laid-up or retired as market conditions in the 3D market have experienced a prolonged downturn, with reduced likelihood of the low-end 3D vessels returning to 3D operation. Today it is SeaBird and BGP that are the only remaining companies with a global platforms and international focus in the 2D and source markets.

9 SELECTED FINANCIAL INFORMATION

9.1 Overview and basis of presentation

9.1.1 Financial information presented

The following consolidated financial figures have been derived from the Company's audited consolidated financial statements for 2017, 2016 and 2015, and the unaudited consolidated financial statements for Q2 2018 and Q2 2017 which have been incorporated into this Prospectus by reference (see Section 14.4).

9.1.2 Basis for presentation

The audited consolidated financial statements for 2017, 2016 and 2015 have been prepared in full compliance with IFRS. The unaudited consolidated financial statements for Q2 2018 have been prepared in accordance with the International Accounting Standard 34 "Interim Financial Reporting" (IAS 34).

The amounts from the financial statements are presented in USD, rounded to the nearest thousand, unless otherwise stated. USD is the reporting as well as the functional currency for SeaBird and its operations.

9.1.3 Accounting principles

The accounting policies applied in the preparation of the consolidated financial statements can be found in note 2 in the annual report 2017, incorporated by reference to this Prospectus (see Section 14.4).

9.2 Auditors and information being subject to audit

The Company's auditor since 10 August 2018 is Deloitte Limited (Cyprus). The address of Deloitte Limited is Maximos Plaza, Tower 1, 3rd Floor, 213 Arch. Makariou III Avenue, CY-3030 Limassol, Cyprus. Deloitte Limited is members of the Institute of Certified Public Accountants of Cyprus, and is registered as Certified Public Accountants and Registered Auditors (CY). Deloitte Limited is independent of SeaBird in all respects. Deloitte Limited has not audited any historical financial information with respect to this prospectus.

The background for the change of auditor on 10 August 2018 was applicable audit firm rotation requirements which require public companies to change audit firm after a specific period of service. Cyprus has adopted the EU Directive 537/2014. Based on the directive, SeaBird needed to tender for audit services in 2018 since BDO Ltd (Cyprus) had been SeaBird's auditor for more than 10 years. SeaBird issued a tender for audit services for the 2018 financial year. Deloitte Limited was selected as SeaBird's new audit firm in the tender process. The selection of Deloitte Limited was based on a combination of quality and total audit cost criteria.

BDO Ltd, the Company's previuos auditor, audited the historical financial information covered in this Prospectus. BDO Ltd was the Company's auditor from 2008, when the Company changed its principal place of business to Cyprus, is BDO Ltd (236 Strovolos Avenue, PO Box 25277, CY2048 Strovolos, Nicosia, Cyprus) until the appointment of Deloitte Limited as the Company's auditor on 10 August 2018. BDO Ltd was members of the Institute of Certified Public Accountants of Cyprus, and are registered as Certified Public Accountants and Registered Auditors (CY). BDO Ltd was independent of SeaBird in all respects.

The group audit report for 2017 contained the following emphasis of matter: "Without qualifying our opinion, we draw attention to note 2.22 to the financial statements which sets forth the conditions, along with other matters which indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern."

The group audit report for 2016 contained the following emphasis of matter: "Without qualifying our opinion, we draw attention to note 2.22 to the financial statements which sets forth the conditions, along with other matters which indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern."

The group audit report for 2015 contained the following emphasis of matter: "Without qualifying our opinion, we draw attention to note 2.22 to the financial statements which sets forth the conditions, along with other matters which indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern."

BDO Ltd has not audited, reviewed or produced any report on any other information provided in this Prospectus.

9.3 Summary financial information

The table below provides a summary of the financial information given elsewhere in this Prospectus, including information incorporated by reference, and is qualified in its entirety by such other financial information. The table also sets forth selected key figures calculated on the basis of such financial information.

	Year ended 31 December		
(USD millions unless otherwise stated)	**2017 Audited**	**2016 Audited**	**2015 Audited**
Statement of comprehensive income			
Total revenues	19.2	72.1	94.1
EBITDA	-25.6	22.4	10.9
EBIT	-46.5	-3.1	-17.6
Profit (loss) for the period	-49.7	-7.9	38.6
Statement of financial position			
Total non-current assets	28.5	50.8	70.8
Total current assets	12.8	21.5	36.0
Total assets	41.2	72.2	106.8
Total equity	15.7	22.1	30.0
Non-current liabilities	4.9	23.3	31.1
Current liabilities	20.7	26.9	45.7
Total equity and liabilities	41.2	72.2	106.8
Statement of cash flows			
Operating activities, net	-18.7	20.7	-6.9
Investing activities, net	-1.1	-5.7	-5.8
Financing activities, net	11.3	-6.2	12.0
Net change in cash and equivalents	-8.5	8.8	-0.7
Cash and equivalents at period end	6.6	15.0	6.3
Key figures			
Earnings per share (USD, diluted)	-2.6	-2.6	14.9
Dividend per share (USD)	0	0	0
Equity ratio (%)	38.0%	30.6%	28.1%

(USD millions unless otherwise stated)	6 months ended 30 June 2018 Unaudited	6 months ended 30 June 2017 Unaudited	Quarter ended 30 June 2018 Unaudited	Quarter ended 30 June 2017 Unaudited
Statement of comprehensive income				
Total revenues	7.6	11.1	2.9	2.7
EBITDA	-1.3	-9.1	-2.3	-6.3
EBIT	-4.7	-16.0	-4.0	-9.7
Profit (loss) for the period	-4.6	-19.0	-3.6	-11.6
Statement of financial position				
Total non-current assets	25.3	42.4	25.3	42.4
Total current assets	24.0	10.9	24.0	10.9
Total assets	49.4	55.7	49.4	55.7
Total equity	29.1	3.2	29.1	3.2
Non-current liabilities	6.7	-	6.7	-
Current liabilities	13.6	52.5	13.6	52.5
Total equity and liabilities	49.4	55.7	49.4	55.7
Statement of cash flows				
Operating activities, net	6.5	-9.3	-2.8	-4.7
Investing activities, net	0.3	-1.0	-0.2	-0.5
Financing activities, net	16.8	-0.9	17.0	-0.4
Net change in cash and equivalents	10.6	-11.8	14.0	-5.5
Cash and equivalents at period end	17.1	3.3	17.1	3.3
Key figures				
Earnings per share (USD, diluted)	-0.00	-6.21	-0.00	-3.64
Dividend per share (USD)	0	0	0	0
Equity ratio (%)	58.8%	5.8%	58.8%	5.8%

9.4 Condensed consolidated historical financial information

The sections below summarise the consolidated financial statements for the years ended 31 December 2017, 2016 and 2015, the six months ended 30 June 2018 with comparable figures from 2017, and the quarter ended 30 June 2018 with comparable figures for the quarter ended 30 June 2017. The figures presented do not reflect the effects of the two private placement which took place in May and July 2018, and which is further described as a subsequent events in Section 9.7.1.

9.4.1 *Condensed consolidated statement of profit and loss*

All figures in USD 000's	**2017 Audited**	**2016 Audited**	**2015 Audited**
Revenues	19,212	72,074	94,127
Cost of sales	(25,983)	(41,913)	(69,756)
Selling, general and administrative expenses	(12,002)	(13,308)	(18,597)
Net bad debt charges	(1,258)	4,509	-
Other income (expenses), net	24	1,069	430
Operational restructuring loss	(5,549)	-	-
Restructuring gain on leases	-	-	4,713
Earnings before interest, tax, depreciation and amortization (EBITDA)	**(25,556)**	**22,431**	**10,917**
Depreciation	(11,360)	(12,829)	(16,046)
Amortization	(909)	(2,795)	(3,112)
Impairment	(8,628)	(9,856)	(9,362)
Earnings before interest and taxes (EBIT)	**(46,453)**	**(3,050)**	**(17,603)**
Finance expense	(3,745)	(5,469)	(4,860)
Other financial items, net	(772)	1,129	73
Restructuring gain	884	-	61,697
Profit/(loss) before income tax	**(50,086)**	**(7,390)**	**39,307**
Income tax	218	(611)	(963)
Profit/(loss) continuing operations	**(49,868)**	**(8,001)**	**38,344**
Net profit/(loss) discontinued operations	209	93	218
Profit/(loss) for the period	**(49,659)**	**(7,908)**	**38,562**
Profit/(loss) attributable to			
Shareholders of the parent	(49,659)	(7,908)	38,562
Earnings per share			
Basic	(0.19)	(2.58)	15.13
Diluted	(0.19)	(2.58)	14.92
Earnings per share from continued operations			
Basic	(0.19)	(2.61)	15.05
Diluted	(0.19)	(2.61)	14.84

Consolidated Statement of Comprehensive Income

All figures in USD 000's	**2017 Audited**	**2016 Audited**	**2015 Audited**
Profit/(loss)	**(49,659)**	**(7,908)**	**38,562**
Other comprehensive income	-		
Net movement in currency translation reserve and other changes	11	11	34
Total other comprehensive income, net of tax	**11**	**11**	**34**
Total comprehensive income	**(49,648)**	**(7,897)**	**38,596**
Total comprehensive income attributable to			
Shareholders of the parent	(49,648)	(7,897)	38,596
Total	**(49,648)**	**(7,897)**	**38,596**

All figures in USD 000's (except EPS)	6 months ended 30 June 2018 Unaudited	2017 Unaudited	Quarter ended 30 June 2018 Unaudited	2017 Unaudited
Revenues	7,645	11,093	2,937	2,648
Cost of sales	(6,531)	(13,918)	(3,465)	(5,604)
Selling, general and administrative expenses	(3,318)	(6,458)	(1,783)	(3,368)
Net bad debt charges	168	176	-	66
Other income (expenses), net	775	22	38	-
Operational restructuring loss	-	-	-	-
Earnings before interest, tax, depreciation and amortization (EBITDA)	**(1,262)**	**(9,085)**	**(2,272)**	**(6,258)**
Depreciation	(3,445)	(6,169)	(1,706)	(3,089)
Amortization	-	(771)	-	(372)
Impairment	(1)	-	(1)	-
Earnings before interest and taxes (EBIT)	**(4,707)**	**(16,026)**	**(3,979)**	**(9,720)**
Finance expense	(1,156)	(2,490)	(738)	(1,318)
Other financial items, net	398	(126)	111	(138)
Financial restructuring gain	-	-	-	-
Profit/(loss) before income tax	**(5,466)**	**(18,642)**	**(4,606)**	**(11,175)**
Income tax	863	(399)	986	16
Profit/(loss) continuing operations	**(4,602)**	**(19,041)**	**(3,620)**	**(11,160)**
Net profit/(loss) discontinued operations (note 1)	936	209	936	-
Profit/(loss) for the period	**(3,666)**	**(18,832)**	**(2,684)**	**(11,160)**
Profit/(loss) attributable to				
Shareholders of the parent	(3,666)	(18,832)	(2,684)	(11,160)
Earnings per share	-	-	-	-
Basic	(0.00)	(6.14)	(0.00)	(3.64)
Diluted	(0.00)	(6.14)	(0.00)	(3.64)
Earnings per share from continued operations				
Basic	(0.00)	(6.21)	(0.00)	(3.64)
Diluted	(0.00)	(6.21)	(0.00)	(3.64)
Consolidated interim statement of comprehensive income				
Profit/(loss)	**-3,666**	**-18,832**	**-2,684**	**-11,160**
Other comprehensive income	-	-	-	-
Net movement in currency translation reserve and other changes	-	-	-	-
Total other comprehensive income, net of tax	**-**	**-**	**-**	**-**
Total comprehensive income	**-3,666**	**-18,832**	**-2,684**	**-11,160**
Total comprehensive income attributable to	**-**	**-**	**-**	**-**
Shareholders of the parent	-3,666	-18,832	-2,684	-11,160
Total	**-3,666**	**-18,832**	**-2,684**	**-11,160**

9.4.2 Condensed consolidated statement of financial position

All figures in USD 000's	Year ended 31 December 2017 Audited	2016 Audited	2015 Audited	Quarter ended 30 June 2018 Unaudited	2017 Unaudited
ASSETS					
Non-current assets					
Property, plant and equipment	28,408	47,541	67,433	25,282	42,392
Multi-client library		3,099	3,340	-	2,327
Long term investment	54	120	5	54	120
	28,462	**50,760**	**70,778**	**25,336**	**44,839**
Current assets					
Inventories	996	1,275	3,091	891	1,101
Trade receivables	1,157	2,135	12,611	2,656	3,630
Other current assets	3,591	3,014	14,025	3,350	2,828
Assets classified as held for sale	487			-	-
Cash and cash equivalents	6,554	15,047	6,252	17,140	3,294
	12,785	**21,471**	**35,979**	**24,037**	**10,852**
	-				
Total assets	**41,247**	**72,231**	**106,757**	**49,373**	**55,691**
EQUITY					
Shareholders' equity					
Paid in capital	261,947	218,690	218,690	273,310	218,690
Equity component of warrants	2,736	2,736	2,736	-	2,736
Equity component of convertible loan	-	-	-	-	-
Currency translation reserve	(407)	(407)	(407)	(407)	(407)
Share options granted	-	-	-	-	-
Retained earnings	(248,610)	(198,950)	(191,042)	(243,854)	(217,782)
	15,666	**22,069**	**29,976**	**29,049**	**3,237**
LIABILITIES					
Non-current liabilities					
Loans and borrowings	4,420	23,262	31,098	4,633	-
Other long term liabilities	443	-	-	920	-
Long term tax payable	-	-	-	1,164	-
	4,863	**23,262**	**31,098**	**6,716**	**-**
Current liabilities					
Trade and other payables	5,085	12,330	25,371	3,937	6,914
Other payables	7,581			8,051	7,021
Provisions	2,994	2,033	12,226	-	1,618
Loans and borrowings	225	7,355	2,644	-	31,839
Tax liabilities	4,833	5,182	5,442	1,620	5,064
	20,718	**26,900**	**45,683**	**13,608**	**52,454**
Total liabilities	**25,581**	**50,162**	**76,781**	**20,324**	**52,454**
Total equity and liabilities	**41,247**	**72,231**	**106,757**	**49,373**	**55,691**

9.4.3 Condensed consolidated statement of changes in equity

Column headings in respect of the table below are as follows:
A – Paid in capital
B – Equity component of warrants
C – Equity component of convertible loan
D – Currency translation reserve
E – Share options granted
F – Retained earnings

All figures in USD 000's	**A**	**B**	**C**	**D**	**E**	**F**	**Total**
Balance at 1 January 2015	**189,125**	**-**	**6,296**	**(407)**	**1,326**	**(237,261)**	**(40,921)**
Comprehensive income for the year							
Profit	-	-	-	-	-	38,562	38,562
Currency translation reserve	-	-	-	-	-	-	-
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**38,562**	**38,562**
Contributions by and distributions to owners							
Share issue	29,565	-	-	-	-	-	29,565
Equity component of warrants	-	2,736	-	-	-	-	2,736
Equity component of convertible loan	-	-	(6,296)	-	-	6,296	-
Share option granted/cancelled	-	-	-	-	(1,326)	1,360	34
Total contributions/distributions by/to owners	**29,565**	**2,736**	**(6,296)**	**-**	**(1,326)**	**7,656**	**32,335**
31 December 2015	**218,690**	**2,736**	**-**	**(407)**	**-**	**(191,042)**	**29,976**
Balance at 1 January 2016	**218,690**	**2,736**	**-**	**(407)**	**-**	**(191,042)**	**29,976**
Comprehensive income for the year							
Profit	-	-	-	-	-	(7,908)	(7,908)
Currency translation reserve	-	-	-	-	-	-	-
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**(7,908)**	**(7,908)**
Contributions by and distributions to owners							
Share issue	-	-	-	-	-	-	-
Equity component of warrants	-	-	-	-	-	-	-
Equity component of convertible loan	-	-	-	-	-	-	-
Share option granted/cancelled	-	-	-	-	-	-	-
Total contributions/distributions by/to owners	**-**	**-**	**-**	**-**	**-**	**-**	**-**
31 December 2016	**218,690**	**2,736**	**-**	**(407)**	**-**	**(198,951)**	**22,068**
Balance at 1 January 2017	**218,690**	**2,736**	**-**	**(407)**	**-**	**(198,950)**	**22,068**
Comprehensive income for the year							
Profit	-	-	-	-	-	(49,659)	(49,659)
Currency translation reserve	-	-	-	-	-	-	-
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**(49,659)**	**(49,659)**
Contributions by and distributions to owners							
Share issue	43,257	-	-	-	-	-	43,257
Equity component of warrants	-	-	-	-	-	-	-
Equity component of convertible loan	-	-	-	-	-	-	-
Share option granted/cancelled	-	-	-	-	-	-	-
Total contributions by and distributions to owners	**43,257**	**-**	**-**	**-**	**-**	**-**	**43,257**
31 December 2017	**261,947**	**2,736**	**-**	**(407)**	**-**	**(248,609)**	**15,666**

9.4.4 *Condensed consolidated statement of cash flows*

All figures in USD 000's	**Year ended 31 December** **2017 Audited**	**2016 Audited**	**2015 Audited**
Cash flows from operating activities			
Profit/(loss) before income tax	(50,086)	(7,390)	39,307
Adjustments for			
Restructuring gain	3,721	-	(66,411)
Depreciation, amortization and impairment	20,897	25,480	28,594
Movement in provision	(1,501)	(10,098)	2,560
Unrealized exchange (gain)/loss	(89)	124	(68)
Other items	(1,750)	(1,450)	-
Amortization of interest	-	-	4,054
Interest expense on financial liabilities	2,553	3,918	-
Paid income tax	(609)	(925)	(2,634)
(Increase)/decrease in inventories	279	1,816	1,373
(Increase)/decrease in trade and other receivables	490		
Increase/(decrease) in long term liabilities	443	21,582	9,339
Increase/(decrease) in trade and other payables	6,916	(12,377)	(23,023)
Net cash from operating activities	**(18,737)**	**20,680**	**(6,909)**
Cash flows from investing activities			
Capital expenditures	(1,095)	(3,310)	(5,555)
Other term investment	1	(115)	-
Multi-client investment	-	(2,257)	(244)
Net cash used in investing activities	**(1,094)**	**(5,682)**	**(5,799)**
Cash flows from financing activities			
Proceeds from issuance of ordinary shares	12,629	-	10,980
Receipts from borrowings	543	-	5,000
Repayment of borrowings	(1,249)	(3,274)	(1,510)
Interest paid	(585)	(2,929)	(2,482)
Net movement in currency fluctuations	-	-	-
Net cash from financing activities	**11,338**	**(6,203)**	**11,988**
Net (decrease)/increase in cash and cash equivalents	**(8,494)**	**8,795**	**(720)**
Cash and cash equivalents at beginning of the period	**15,047**	**6,252**	**6,972**
Cash and cash equivalents discontinued operations	**-**	**-**	**-**
Cash and cash equivalents at end of the period	**6,554**	**15,047**	**6,252**

All figures in USD 000's	6 months ended 30 June 2018 Unaudited	2017 Unaudited	Quarter ended 30 June 2018 Unaudited	2017 Unaudited
Cash flows from operating activities				
Profit / (loss) before income tax	-5,466	-18,642	-4,606	-11,176
Adjustments for:		-	-	-
Non-cash effects of restructuring	-	-	-	-
Depreciation, amortization and impairment	3,445	6,941	1,706	3,461
Other items	2,086	-	2,086	-
Movement in provision	-2,994	-2,983	-	-1,457
Unrealized exchange (gain) /loss	142	-69	175	-32
Interest expense on financial liabilities	291	2,015	156	1,011
Paid income tax	-102	-521	-46	-226
(Increase)/decrease in inventories	105	174	127	126
(Increase)/decrease in trade and other receivables	-1,400	-1,239	585	3,010
(Increase)/ decrease in due from related parties	-	-	-	-
Increase/(decrease) in long term liabilities	1,641	-	-139	-
Increase/(decrease) in trade and other payables	-4,272	4,496	-2,891	617
Net cash from operating activities	**-6,525**	**-9,828**	**-2,847**	**-4,666**
Cash flows from investing activities				
Capital expenditures	345	-1,020	-210	-460
Other term investment	-	0	-	-
Multi-client investment	-	0	-	-
Net cash used in investing activities	**345**	**-1,020**	**-210**	**-460**
Cash flows from financing activities				
Proceeds from issuance of ordinary shares	17,051	-	17,051	-
Receipts from borrowings	-	-	-	-
Repayment of borrowings	-285	-229	-24	-237
Interest paid	-	-677	-	-127
Net movement in currency fluctuations	-	-	-	-
Net cash from financing activities	**16,766**	**-906**	**17,027**	**-364**
Net (decrease)/increase in cash and cash equivalents	**10,586**	**-11,754**	**13,970**	**-5,489**
Cash and cash equivalents at beginning of the period	**6,554**	**15,047**	**3,170**	**8,782**
Cash and cash equivalents at end of the period	**17,140**	**3,294**	**17,140**	**3,294**

9.5 Segment information

9.5.1 Business segments

All SeaBird's seismic services and operations are conducted and monitored as one business segment, being seismic business. Within this segment, revenues are recorded as being originated from contract sales or sales from multi-client library.

All figures in USD 000's	2017 Audited	2016 Audited	2015 Audited
Revenue			
Contract	18,543	70,107	91,624
Multi-client	669	1,967	2,503
Total	**19,212**	**72,074**	**94,127**

9.5.2 Geographical segments

The table below provides an overview of the geographical distribution of SeaBird's operating revenues, assets, and capital expenditures.

All figures in USD 000's	**2017 Audited**	**2016 Audited**	**2015 Audited**
Revenue			
Europe, Africa & Middle East (EAME)	8,770	10,593	5,547
North & South America (NSA)	5,488	61,428	67,940
Asia Pacific (APAC)	4,955	52	20,640
Total	**19,212**	**72,074**	**94,127**
Segment Assets			
Europe, Africa & Middle East (EAME)	41,247	72,231	106,757
North & South America (NSA)	-	-	-
Asia Pacific (APAC)	-	-	-
Total	**41,247**	**72,231**	**106,757**
Capital Expenditure			
Europe, Africa & Middle East (EAME)	1,095	3,310	5,559
North & South America (NSA)	-	-	-
Asia Pacific (APAC)	-	-	-
Total	**1,095**	**3,310**	**5,559**

A substantial portion of the property and equipment is mobile due to SeaBird's world-wide operation. Asset locations at the end of a period are not necessarily indicative of the geographic distribution of the revenues generated by such assets during the period.

Geographic distribution of assets is based upon location of physical ownership. Goodwill is presented in the same geographic area as the underlying acquired assets. The geographic distribution of revenues is based upon location of performance.

Capital expenditure is based on the location of the company that is making the investment.

9.6 Comments to the statements and cash flows

The tables and information included below should be read in conjunction with the information included elsewhere in this Prospectus, including the financial statements and related notes of the SeaBird group which are incorporated into this Prospectus by reference (see Section 14.4).

9.6.1 The quarter ended 30 June 2018 compared to the quarter ended 30 June 2017

9.6.1.1 Financial result and operations

SeaBird reported consolidated revenues of USD 2.9 million for the quarter ended 30 June 2018, down from USD 2.6 million in the secound quarter 2017. The increased revenues are primarily due to higher utilization.

Active vessel utilization for the second quarter of 2018 was 22.3%, down from 50.0% in the first quarter. Contract surveys represented 22.3% of vessel capacity compared to 50.0% for the first quarter of 2018. Technical downtime for the fleet was 1.5% in Q2 2018, down from 1.7% in the first quarter.

Voyager Explorer started on a source contract in South East Asia towards the end of the quarter, and is expected to mobilize for an additional source project in the same region in quarter three. The planned project has an estimated duration of three months. Osprey Explorer completed its source contract in West Africa in the middle of the quarter and mobilized for a new source contract in North America with a start-up in early third quarter. Harrier Explorer started its mobilization for a new 2D contract survey and a follow-on multi-client survey in Norway. Aquila Explorer was not active on projects in the quarter.

Cost of sales decreased to USD 3.5 million in the secound quarter 2018, down from USD 5.6 million in the secound quarter 2017. The decrease is predominantly due to fleet reduction, relatively low project activity in the quarter and implemented cost cutting efforts.

Selling, general and administrative expenses were USD 1.8 million in the secound quarter 2018 down from USD 3.4 million in the secound quarter 2017. The decrease is principally due to company cost cutting efforts offset by non-recurring CEO end of service benefits.

Reversal of bad debt charges was USD 0.0 million in the secound quarter 2018 compared to USD 0.1 million in the secound quarter 2017.

Other income (expense) was USD 0.0 million in Q1 2018 compared to USD 0.0 million in Q1 2017.

Earnings before interest, taxes, depreciation and amortisation (EBITDA) were negative USD 2.3 million for the secound quarter 2018, up from negative USD 6.3 million in the secound quarter 2017. Depreciation and amortization were USD 1.7 million in the secound quarter 2018, down from USD 3.0 million in the secound quarter 2017, due to a reduced fleet.

9.6.1.2 Balance sheet

At 30 June 2018, cash and cash equivalents amounted to USD 17.1 million of which 0.9 million was restricted in connection with with the sale proceeds from the decommissioning of Northern Explorer, compared to USD 3.3 million at the end of the secound quarter 2017.

Net interest-bearing cash at 30 June 2018 was USD 12.5 million, compared to net interestbearing debt of USD 28.5 million at 30 June 2017. The reduction in net debt was mainly due to the restructuring of debt completed in August 2017 and the pequity placements completed in the interim periode.

Equity as of 30 June 2018 was USD 29.0 million, up from USD 3.2 million at 30 June 2017. The increase is due to completed equity offerings offset by losses in the periode.

Property, plant and equipment at 30 June 2018 was USD 25.3 million, down from USD 42.4 million at 30 June 2017, mainly due sale of vessels, impairment charges taken against vessel and equipment, along with normalized depreciation for the period.

Multi-client library at 30 June 2018 was zero, down from USD 2.3 million at 30 June 2017 as multiclient library was sold to TGS as part of the restructuring for repayment of debt completed in August 2017.

Current assets at 30 June 2018 was USD 24.0 million, down from USD 10.8 million at 30 June 2017. Through the equity placements the cash situation has improved in the Company.

Non-current liabilities at 30 June 2018 was USD 6.7 million. In the debt restructuring completed in August 2017 the debt was significantly reduced and maturity extended from Q1 2018 to 30 June 2020, hence on 30 June 2017 all debt had less than 12 months to maturity and thus classified as current liabilities. On 30 June 2017 non-current liabilities was nil.

Current liabilities at 30 June 2018 were USD 13.6 million, down from USD 52.4 million at 30 June 2017. Approximately USD 31m of the reduction was related to the debt that was reduced in the mentioned resturturing and ameded to non-current lieabilities.

9.6.1.3 Cash flow statement

Net cash flow from operating activities was negative USD 2.8 million for the secound quarter 2018 compared to negative USD 4.7 million for the secound quarter 2017. Both quarters were impacted by weak utilization.

Net cash flow used in investing activities was USD 0.2 million for the secound quarter 2018 compared to USD 0.5 million for the secound quarter 2017.

Net cash flow from financing activities was USD 17.1 million for the secound quarter 2018 related to NOK 150m private placement, compared to negative USD 0.4 million for the secound quarter 2017.

9.6.2 The six months ended 30 June 2018 compared to the six months ended 30 June 2017

9.6.2.1 Financial result and operations

SeaBird reported consolidated revenues of USD 7.6 million for the six months ended 30 June 2018, down from USD 11.1 million for the six months ended 30 June 2017 following lower utilization.

Cost of sales decreased to USD 6.5 million in the six months ended 30 June 2018, down from USD 13.9 million in the six months ended 30 June 2017. The decrease is predominantly due to fewer vessels in operation, low project activity and implemented cost cutting efforts.

Selling, general and administrative expenses were USD 3.3 million in the six months ended 30 June 2018 compared with USD 6.4 million in the six months ended 30 June 2017. The reduction is due to cost cutting measures which has been offset by non-recurring CEO end of service benefits.

Reversal of net bad debt charges was USD 0.2 million in the six months ended 30 June 2018 compared to a reversal of USD 0.2 million in the six months ended 30 June 2017.

Earnings before interest, taxes, depreciation and amortisation (EBITDA) were negative USD 1.3 million for six months ended 30 June 2018, compared to negative USD 9.1 million in the six months ended 30 June 2017. Depreciation and amortization were USD 3.4 million in the six months ended 30 June 2018, down from USD 6.9 million in the six months ended 30 June 2017, due to a reduced fleet and asset values.

9.6.2.2 Balance sheet

See 9.6.1.2 above.

9.6.2.3 Cash flow statement

Net cash flow from operating activities was negative USD 6.5 million for the six months ended 30 June 2018 compared to negative USD 9.8 million for the first six months of 2017. The improvement is mainly due to a lower cost level.

Net cash flow used in investing activities was positive USD 0.3 million for the six months ended 30 June 2018 compared to negative USD 1.0 million for the first six months of 2017.

Net cash flow from financing activities was USD 17m for the first six months of 2018 compared to negative USD 0.9 million for the same period in 2017. The private placmenet and the lower debt service following the August 2017 restructuring are the main reasons for the difference.

9.6.3 The financial year 2017 compared to 2016

9.6.3.1 Financial result and operations

During the year, the company completed its financial restructuring which reduced debt and lease obligations from USD 44.9 million to USD 7.4 million. In addition to converting debt and charter hire obligations to equity, Seabird sold the multi-client library to TGS in return for the SBX04 A tranche previously outstanding. Lastly, the maturity of the remaining balance of the SBX04 B tranche and the credit facility was extended to 30 June 2020.

In the fourth quarter SeaBird entered into an agreement to sell the Northern Explorer.

With respect to the cost improvement efforts, operating expense levels have been optimized without sacrificing quality or productivity. Seabird have also created a more flexible cost structure, which allows us to manage expense levels in line with utilization.

SeaBird reported consolidated revenues of USD 19.2 million for the year ended 31 December 2017, down from USD 72.1 million in 2016. The decrease in revenues was mainly attributable to reduced fleet utilization compared to 2016. The majority of our revenues were related to contracts with oil companies and other seismic companies. Our largest customer contributed with 30% of total revenues for the year. Contract revenues for 2017 were down 74% from 2016. Revenues earned from multi-client sales in 2017 decreased by 66% relative to the prior period.

Cost of sales decreased was USD 26.0 million in 2017, down from USD 41.9 million in 2016. The decrease is primarily due to lower project activity, lowered crew headcount, stacking of vessels and cost savings initiatives.

Selling, general and administrative expenses were USD 12.0 million in 2017 compared with USD 13.3 million in 2016. The decrease is principally due to general cost savings initiatives and reduced onshore headcount during 2017 partially offset by nonrecurring restructuring legal costs.

Bad debt charges was USD 1.3 million in 2017 compared to a reversal of USD 4.5 million in 2016.

Operational restructuring loss was USD 5.5 million in 2017 compared to nil in 2016.

Earnings before interest, taxes, depreciation and amortisation (EBITDA) was negative USD 25.6 million for 2017, down from USD 22.4 million in 2016.

Depreciation and amortization were USD 12.3 million in 2017, down from USD 15.6 million in 2016, the decrease predominantly due to lower multi-client sales amortization and lower depreciation associated to lower vessel book values and a reduced fleet. Total impairments were USD 8.6 million in 2017, compared to USD 9.9 million in 2016. The impairments were related to the retirement of the Northern Explorer from the fleet.

9.6.3.2 Balance sheet

At 31 December 2017, cash and cash equivalents amounted to USD 6.6 million, compared to USD 15.0 million at the end of 2016. Net interest-bearing debt at 31 December 2017 was USD 1.9 million, down from USD 15.6 million at 31 December 2016.

Equity at 31 December 2017 was USD 15.7 million, down from USD 22.1 million at 31 December 2016 driven by the negative profits of the group.

Property, plant and equipment at 31 December 2017 was USD 28.4 million, down from USD 47.5 million at 31 December 2016, mainly due to impairment charges taken against vessel and equipment which were triggered by the current market weakness, along with normalized depreciation for the period.

Multi-client library at 31 December 2017 was nil, down from USD 3.1 million at 31 December 2016. The company sold the MC library as part of the restructuring.

Current assets at 31 December 2017 was USD 12.8 million, down from USD 21.5 million at 31 December 2016, mainly as a result of reduced trade receivables following lower activity.

Non-current loans and borrowings at 31 December 2017 were USD 4.8 million, down from 23.3 million at 31 December 2016. The decrease was a result of the restructuring completed in August 2017.

Current liabilities at 31 December 2017 were USD 20.7 million, down from USD 26.9 million at 31 December 2016, mainly as a result lower trade payables and reduced loans and borrowings.

9.6.3.3 Cash flow statement

Net cash flow from operating activities was negative USD 18.7 million for 2017 compared to positive USD 20.7 million for 2016. The reduction is mainly due to reduced earnings.

Net cash flow used in investing activities was USD 1.1 million for 2017 compared to USD 5.7 million for 2016. Capital expenditure for 2017 amounted to USD 1.1 million with the majority of the capital cost incurred relating the purchase of routine seismic and other equipment across the fleet.

Net cash flow from financing activities was positive USD 11.4 million for 2017 related to private placement done in the fall of 2017. In 2016 net cash flow from financing activities was negative USD 6.2 million related mostly related to debt service.

9.6.4 The financial year 2016 compared to 2015

9.6.4.1 Financial result and operations

SeaBird reported consolidated revenues of USD 72.1 million for the year ended 31 December 2016, down from USD 94.1 million in 2015. The decrease in revenues was mainly attributable to reduced fleet and weakened market demand. The Hawk Explorer was sold and delivered for decommissioning during Q4 2016. The company retained the vessel's seismic equipment. The 3D vessel Voyager Explorer was redelivered to its owners on 12 September 2016. TGS represents the largest customer, contributing 83% of total revenues for the year. The contract with TGS ended in October 2016.

Charter hire and operating expenses decreased by 40% to USD 41.9 million in 2016, down from USD 69.8 million in 2015. The decrease is primarily due to fleet reduction, lowered crew headcount, stacking of vessels and cost savings initiatives.

Selling, general and administrative expenses were USD 13.3 million in 2016 compared with USD 18.6 million in 2015. The decrease is principally due to general cost savings initiatives and reduced onshore headcount during 2016.

Reversal of bad debt charges was USD 4.5 million in 2016 compared to USD 0.1 million cost in 2015. The USD 4.4 million of the 2016 reversal of bad debt related to a survey conducted in 2008/2009 which the Company did not receive payment for and was considered lost until the payment was made in 2016.

Both were provided for in prior years. During 2016 SeaBird Exploration did receive payments resulting in a reversal of the bad debt charges.

Earnings before interest, taxes, depreciation and amortisation (EBITDA) were USD 22.4 million for 2016, up from USD 10.9 million in 2015. Depreciation and amortization were USD 15.6 million in 2016, down from USD 19.2 million in 2015, a decrease of 18% predominantly due to lower multi-client sales amortization and lower depreciation associated to lower vessel book values and a reduced fleet. Total impairments were USD 9.9 million in 2016, compared to USD 9.4 million in 2015. The impairments were related to the retirement of the Hawk Explorer from the fleet.

9.6.4.2 Balance sheet

At 31 December 2016, cash and cash equivalents amounted to USD 15.0 million, compared to USD 6.3 million at the end of 2015. Net interest-bearing debt at 31 December 2016 was USD 15.6 million, down from USD 27.5 million at 31 December 2015.

Equity at 31 December 2016 was USD 22.1 million, down from USD 30.0 million at 31 December 2015 driven by the negative profits of the group.

Property, plant and equipment at 31 December 2016 was USD 47.5 million, down from USD 67.4 million at 31 December 2015, mainly due to impairment charges taken against vessel and equipment which were triggered by the current market weakness, along with normalized depreciation for the period.

Multi-client library at 31 December 2016 was USD 3.1 million, down from USD 3.3 million at 31 December 2015.

Current assets at 31 December 2016 was USD 21.5 million, down from USD 36.0 million at 31 December 2015, mainly as a result of reduced trade receivables following lower activity.

Non-current loans and borrowings at 31 December 2016 were USD 23.3 million, down from 31.1 million at 31 December 2015. The decrease was a result of reclassification of upcoming maturities to current liabilities.

Current liabilities at 31 December 2016 were USD 26.9 million, down from USD 45.7 million at 31 December 2015, mainly as a result lower trade payables.

9.6.4.3 Cash flow statement

Net cash flow from operating activities was negative USD 20.7 million for 2016 compared to negative USD 6.9 million for 2015. The increase is mainly due to increased earnings and that the cash flow was no longer dampered by the down payment of trade payables during 2015.

Net cash flow used in investing activities was USD 5.7 million for 2016 compared to USD 5.8 million for 2015. Capital expenditure for 2016 amounted to USD 3.3 million with the majority of the capital cost incurred relating the purchase of routine seismic and other equipment across the fleet, in addition to USD 2.2 million multi-client investment.

Net cash flow from financing activities was negative USD 6.2 million for 2016 related to downpayment of loans compared to positive USD 12.0 million for 2015 when the company raised financing.

9.6.5 The financial year 2015 compared to 2014

9.6.5.1 Financial result and operations

SeaBird reported consolidated revenues of USD 94.1 million for the year ended 31 December 2015, down from USD 129.3 million in 2014. The decrease in revenues of USD 35.1 million was mainly attributable to reduced fleet utilization as a result of the weakened market demand experienced in throughout the year. This market softness was driven by the decline in oil price and more cautious spending by industry participants. The 3D vessels Voyager Explorer and Geo Pacific were laid up during the whole year and from March onwards, respectively. The Geo Pacific was redelivered to its owners at year-end. The Munin Explorer was laid up in quarter three following the completion of its source contract with Seabed Geosolutions.

Charter hire and operating expenses decreased by 35% to USD 69.8 million in 2015, down from USD 108.0 million in 2014. The main reason for the decrease was related to lower fleet utilization and reduced fleet size.

Selling, general and administrative expenses were USD 18.6 million in 2015 compared with USD 30.6 million in 2014. The decreaseis principally due to significant bad debt, restructuring advisory costs and restructuring charges taken in 2014 as well as savings related to the closing of the Dubai office and reduced onshore headcount during 2015.

Earnings before interest, taxes, depreciation and amortisation (EBITDA) were USD 10.9 million for 2015, up from negative USD 7.9 million in 2014. Depreciation and amortization were USD 19.2 million in 2015, down from USD 33.7 million in 2017 a decrease of 43% predominantly due to lower multi-client sales amortization and lower depreciation associated to lower vessel book values. Total impairments were USD 9.4 million in 2015, compared to USD 38.3 million in 2014. The impairments were related to vessel equipment of USD 0.9 million, and multiclient library of USD

8.5 million. This decrease is due to the significant vessel, multi-client and goodwill impairments taken in 2014 partially offset by multi-client impairments charged in 2015.

9.6.5.2 Balance sheet

At 31 December 2015, cash and cash equivalents amounted to USD 6.3 million, compared to USD 7.0 million at the end of 2014. Net interest-bearing debt at 31 December 2015 was USD 27.5 million, down from USD 95.2 million at 31 December 2014. During the first quarter, the company reached agreement on a financial restructuring to reduce indebtedness and provide additional funding. SeaBird issued new equity for a total of USD 11.6 million, issued a new three-year secured bond in two tranches to raise USD 5.0 million in cash and USD 24.3 million originating from a debt conversion of the existing SBX03 bond, the Perestroika convertible bond, charter hire and financial advisory payables. The company also issued a three-year secured credit facility of USD 2.4 million and a USD 2.1 million unsecured loan as a part of the restructuring. The company booked a total restructuring gain of USD 66.4 million.

Equity at 31 December 2015 was USD 30.0 million, up down from negative USD 40.9 million at 31 December 2014. The increase was a result of the above mentioned restructuring.

Property, plant and equipment at 31 December 2015 was USD 67.4 million, down from USD 78.9 million at 31 December 2014, mainly due to impairment charges taken against vessel and equipment which were triggered by the current market weakness, along with normalized depreciation for the period.

Multi-client library at 31 December 2015 was USD 3.3 million, down from USD 14.7 million at 31 December 2014. The decrease was a result of sales and impairments of the multi-client library during the year.

Current assets at 31 December 2015 was USD 36.0 million, down from USD 47.3 million at 31 December 2014, mainly as a result of reduced other current assets and trade receivables.

Non-current loans and borrowings at 31 December 2015 were USD 31.1 million, up from nil million at 31 December 2014. The increase was a result of the above mentioned restructuring and the fact that all loans were classified as current liabilities at 31 December 2014.

Current liabilities at 31 December 2015 were USD 45.7 million, down from USD 181.9 million at 31 December 2014, mainly as a result of reclassification of loans in 2014, the restructuring and increased trade payables.

9.6.5.3 Cash flow statement

Net cash flow from operating activities was negative USD 6.9 million for 2015 compared to USD 40.3 million for 2014. The decrease is mainly due to decreased earnings and down payment of trade payables during 2015 following non-payment of payables and a resulting accumulation of overdue payables at the end of 2014.

Net cash flow used in investing activities was USD 5.8 million for 2015 compared to USD 37.4 million for 2014, mainly due to reduced multi-client investment. Capital expenditure for 2015 amounted to USD 5.5 million with the majority of the capital cost incurred relating to the planned dry docking as well as the purchase of routine seismic and other equipment across the fleet.

Net cash flow from financing activities was positive USD 12.0 million for 2015 compared to negative USD 8.0 million for 2014. Main finance activities for the year related to the refinancing described above.

9.7 Comments on changes subsequent to 30 June 2018, financial situation and trends

9.7.1 *Changes subsequent to 30 June 2018*

On 4 July 2018, the company announced that it has received a letter of award to provide a source vessel for an upcoming seismic project in the Asia Pacific region. The project has an estimated duration of approximately three months.

On 9 July 2018, the company announced that it signed a partnership agreement with MCG to conduct a 6,000km multi-client 2D Deep Imaging Campaign on the Norwegian continental shelf, including cross-border lines to the United Kingdom continental shelf. The project is estimated to have a duration of approximately two months and the survey is cash neutral through pre-funding and cost recovery. The company will be entitled to 50% of all future revenue from sales of the acquired data.

On 11 July 2018, the company announced that it was in an exclusive process to acquire the 2009 built seismic 3D vessel Geowave Voyager, fully rigged with source and recording equipment, including 40 kilometers of Sercel Sentinel solid streamer from Exploration Vessel Resources II AS, a wholly owned subsidiary of CGG S.A., for a cash consideration of USD 17 million. The vessel is well suited for 2D, source and niche 3D projects, and can be modified for use as a node laying vessel in the ocean bottom seismic market. As part of the agreement, the company will receive a preferred supplier status with CGG when using the vessel. The company also commits to not provide 3D services with the vessel with more than 6 streamers of any length or a maximum total of 48 km of streamers in any configuration.

On 11 July 2018, the company announced that it completed a private placement with subscriptions for 632,000,000 offer shares at a subscription price of NOK 0.19, raising NOK 120 million in gross proceeds. The total number of ordinary shares in the company after this share issue is 2,676,955,145. All shares have a nominal value of USD 0.001 per share. The shares were issued on 6 August following the closing of all conditions precedent relating to the vessel acquisition.

On 1 August 2018, the company announced that the subscription period for the subsequent offering announced on 24 May started on 1 August and expires at 15 August. The subsequent offering carried out by the company consists of 156,250,000 new shares, each with a nominal value of USD 0.001 at a subscription price of NOK 0.16 per Offer Share.

On 1 August 2018, the company announced that the Private Placement and the agreement to acquire the Geowave Voyager was effective and unconditional following a successful technical inspection of the Vessel. The transfer of ownership of the vessel and closing of the transaction expected to be completed in October 2018, see Section 4 for further description.

On 10 August 2018, the annual general meeting of the shareholders was held in Nicosia, Cyprus. All proposals were approved with requisite majority. In the meeting, the annual financial statements of the company were approved, Mr. Olav Haugland was elected as new board member and Deloitte was appointed as the company’s auditor.

On 15 August 2018, the Company announced the completion of a subsequent offering of 156,250,000 new shares in the Company at NOK 0.16 per share.

9.7.2 *Comments to financial situation*

After the last balance sheet date, 30 June 2018, the Company has completed the Private Placement and a subsequent offering raising NOK 145 million in gross proceeds and entered into agreement to a acquire a vessel for USD 17m (NOK ~140m). The Company is of the opinion that the working capital available to the Group is sufficient for the Group's present requirements, for the period covering at least 12 months from the date of this Prospectus, see chapter 10 for further details.

As of 20 August 2018 the Company has received the proceeds from the Private Placement mentioned above, but has not yet received the proceeds from the subsequent offering (also mentioned above). Furthermore, the Company has not yet completed the payment for the vessel, thus the Company had USD 27.0 million in cash which were held in the following currencies:

Currency	Amount in currency in millions	USD in millions
USD	12.5	12.5
NOK	116	14
EUR	0.02	0.03
NGN	27	0.8
IDR	460	0.3
COP	0.5	-
MXN	0.09	-
AED	-	-
GBP	0.1	0.13
SGD	0.03	0.24
SUM		**27.0**

Other than as described above, there has been no significant change in SeaBird's financial or trading position since 30 June 2018.

9.7.3 Trend information

Oil prices and oil exploration macro indicators have continued to improve in 2018. This market improvement has resulted in a growing number of ocean bottom seismic tenders, which during the summer has resulted in a few contract awards. SeaBird therefore expects an increase in source vessel demand in the second half of 2018. With higher oil prices, we also expect that exploration spending will increase and positively impact streamer seismic demand. Early indications of market improvements can be seen in the increased node seismic tendering activity as well as stronger multi-client sales reported by the seismic industry. In addition, client inquiries for both 2D and niche 3D seismic surveys have returned and SeaBird is well positioned to capitalize on this trend.

SeaBird has not experienced any other significant changes or trends that may have a material effect on the Company's prospects for the current financial year, after 30 June 2018.

9.8 Pro forma information requirements

The Transaction constitues a significant increase (>25%) in the Company's total assets. As such, the Transaction triggers the requirement for inclusion of pro forma information in the Supplemental Prospectus. However, there are several reasons why the inclusion of pro forma information in the Supplemental Prospectus is not feasible in this case.

The historical financial information required to prepare such pro forma information is not available to the Company as the Company is acquiring certain selected assets only, and not a business or standalone legal entity. From the accounting point of view, the principles of acquisition accounting under IFRS3 are not applicable, and nor can the principles of merger accounting (which by definition would have exempted the Company from the requirement to include pro forma financial information for the Transaction) be applied. The Transaction will be accounted in accordance with the principles of IAS16.

Historical financial accounts prepared by the entity selling the Vessel and relevant assets would not in any event be relevant in order to assess the acquisitions effects on the Company's financial position. Therefore, a standard pro forma information would not give a fair description of the impact of the Transaction on the Company. The Company is of the opinion that the previous owner's broader market access, its opportunity to provide unlimited 3D services, participate in other seismic markets not targeted by the Company, its larger fleet and corresponding utilisaiton schedule, and its different cost structure would make any historical financial information, if it were to be available, irrelevant and most likely misleading in any pro forma analysis.

Due to the abovementioned issues, the Company has not prepared pro forma financial information to show the effects of the acquisition that constituted a significant increase in the Company's total assets. Instead, the Company provides the information below as regards the effects on the Audited Financial Statements the acquisition would have had, if it had been carried out as per the start of the period covered by historical financial information in the Prospectus.

In the event that the Transaction had been carried out as per the start of the period covered by historical financial information in the Prospectus, i.e. as of 1 January 2017, this would have had significant effects on the Audited Financial Statements:

- The amounts of revenues, operating expenses, depreciation and operating result of the Group would have been significantly different from the actual amounts of such items reflected in the Audited Financial Statements (however, for the reasons stated above, it is not possible for the Group to accurately quantify these amounts). Notably, the Vessel would have been available to generate revenue from the start of the period covered by the Audited Financial Statements, and the Group would have incurred operating expenses and maintenance investments related to the operation of the Vessel during the same time. The Company may have incurred slightly higher general and administrative expenses in connection with the ownership and operation of the additional Vessel. Had the vessel and equipment been warm-stacked in such period, the Company would have assumed costs and expenses in relation to maintenance during warm-stacking, which in turn would have been proportionately adversely affected its cash position. Further, had the transaction been carried out as per the start of the period covered by the historical financial information in the Prospectus, depreciation of the vessel and the equipment would have been implemented in the Audited Financial Statements, at rates which would have reflected the respective condition and age of the vessel and equipment, and in line with generally acceptable principles for depreciation of such assets.
- If the Vessel had been acquired at the start of the period covered by the Audited Financial Statements, the Group would have had to finance the acquisition earlier than it actually did and presumably under different market conditions for raising such financing. If the Vessel had been acquired as of the date of the start of the period covered by historical financial information in the Prospectus, it may be assumed that the Group would have raised a similar amount of equity (NOK 120 million) as of that date. The fixed assets position of the Group as of 31 December 2017 would necessarily have increased by an amount equivalent to the purchase price of the Vessel and related equipment, i.e. USD 17 million.

10 INVESTMENTS AND CAPITAL RESOURCES

10.1 Investments

10.1.1 Principal investments from 2015 to the date of this Prospectus

The exhibit below illustrates SeaBird's principal investments during the years 2017, 2016 and 2015, as well as the interim periods ended 30 June 2018 and 2017. In order for an investment to be defined as a capital expenditure is that it completes the following criteria; (1) the investment must be larger than USD 5,000, (2) the investment has a useful life of at least 2 years and (3) the investment is not considered as a repair. Other than as mentioned below, no significant investments have been made in the period from year-end 2015 to the date of this Prospectus. The investments have been made in the ordinary course of the Company's business.

	Six months ended 30 June		Twelve months ended 31 December		
(USD '000)	2018	2017	2017	2016	2015
Capital expenditures	(345)	1,020	1,095	3,310	5,555
Other long term investment	-	-	(1)	115	-
Multi-client investments (capitalized costs)	-	-	-	2,257	244
Multi-client investments (capitalized depreciation)	-	-	-	446	-
Sum	(345)	1,020	1,095	6,128	5,799

10.1.1.1 Investments for the six months ended 30 June 2018

Capital expenditures for the first quarters of 2018 amounted to negative USD 0.3 million (netted with the proceeds received from the sale of Northern Explorer). Gross capital expenditures was USD 0.3 million in the quarter.

There were no multi-client investments during the period.

10.1.1.2 Investments twelve months ended 31 December 2017

Capital expenditures for 2017 amounted to USD 1.1 million. Major capital cost items include the dry-docking of Harrier Explorarer and the preparation costs for Voyager Explorer.

There were no multi-client investments during the period.

Investments were lower than previous years due to a slow down in overall seismic industry activity.

10.1.1.3 Investments twelve months ended 31 December 2016

Capital expenditures for 2016 amounted to USD 3.3 million. Major capital cost items include the dry-docking for Osprey Explorer (USD 1.9 million) and the continuous recording system for Northern Explorer (USD 0.3 million).

Multi-client investments were USD 2.7 million in 2016. Major projects during the year were a 2D survey in Iceland (USD 0.8 million, including capitalized depreciation of USD 0.1 million) and one 2D survey in the Barents Sea (USD 1.7 million, including capitalized depreciation of USD 0.3 million, net of partner contribution of USD 0.2 million).

Other term investment for 2016 amounted to USD 0.1 million.

Investments were lower than previous years due to a slow down in overall seismic industry activity.

10.1.1.4 Investments twelve months ended 31 December 2015

Capital expenditures for 2015 amounted to USD 5.6 million. Major capital cost items include the dry-dockings for Northern Explorer (USD 1.5 million), Aquila Explorer (USD 1.1 million) and Harrier Explorer (USD 1.6 million) and purchase of seismic equipment across the fleet (USD 0.3 million).

Multi-client investments were USD 0.2 million in 2015. Major projects during the year were a reprocessing of a 2D survey in the Philippines (USD 0.2 million).

Investments were lower than previous years due to a slow down in overall seismic industry activity.

10.1.2 Future investments and other commitments

Apart for the cash consideration related to the Transaction of USD 17 million as further described in Section 4.1.1, SeaBird expects capital expenditures for the remainder of 2018 to be less than USD 1.5 million. The timing and amounts of such expenditures will depend on the contract situation and utilization of the vessels, as various maintenance and upgrading components can be postponed.

No investments are planned or committed for 2018 in respect of multi-client investments. There are no committed investments beyond 2018.

Oil prices and oil exploration macro indicators have continued to improve in 2018. This market improvement has resulted in a growing number of ocean bottom seismic tenders and we expect a commensurate increase in source vessel demand in the second half of 2018. With higher oil prices, the Company also expect that exploration spending will increase and positively impact streamer seismic demand. Early indications of market improvements can be seen in the increased node seismic tendering activity as well as stronger multi-client sales reported by the seismic industry. In addition, client inquiries for both 2D and niche 3D seismic surveys have returned. Given that the activity in SeaBird's markets increases, the Company may potentially invest in additional vessels and equipment.

10.1.3 Sources of funds needed to fulfill capital expenditure requirements

In accordance with SeaBird's business plans, the planned capital expenditures will be financed from available cash in the SeaBird group. If the company were to consider larger capital expenditures (e.g. asset investments similar to the Transaction as further described in Section 4.1.1), other sources of funding (i.e. new equity and or new debt) may be considered.

10.2 Capital resources

SeaBird manages its capital structure and makes adjustments to it in light of changes in economic conditions. By managing capital efficiently, SeaBird believes that it will be able to continue as a going concern while maximising the return to shareholders.

10.2.1 Funding and treasury policies

Financial control and cash management systems enable SeaBird to manage and monitor liquidity needs. Forecasts are maintained and regularly updated to estimate short- and long-term financial requirements. Funding options are evaluated based on longer-term capital needs and involve a review of optimal financing alternatives in conjunction with a targeted capital structure.

10.2.2 Hedging policy and financial risk management

SeaBird has a policy of not hedging currency and interest rate risk. Please see note 29 of the annual report 2017 incorporated by reference to this Prospectus (see Section 14.4) for further details on SeaBird's financial risk management and risks related to financial instruments.

10.2.3 Overview of debt facilities and debt maturities

The table below sets forth an overview of SeaBird's borrowings as per 30 June 2018, including repayment schedule and anticipated interest payments for the remainder of 2018 and in each of the years 2019 and 2020 and therafter, as well as expected interest payments and outstanding amounts for each period.

(figures in USD millions)

Name of facility

	SBX 04 B	Credit facility
Currency	USD	USD
Described in section.............................	10.2.5.1	10.2.5.2
Outstanding 30 June 2018:................	**4.6**	**0.4**
Downpayments 2018	-	-
Interest payments 2018[1]	0.3	0.0
Outstanding at year-end 2018:..........	**4.9**	**0.5**
Downpayments 2019	-	-
Interest payments 2019[1]	0.3	0.0
Outstanding at year-end 2019:..........	**5.2**	**0.5**
Downpayments 2020	5,5	-
Interest payments 2020[1]	0.3	0.0
Outstanding at year-end 2020:..........	-	**0.5**

1) All interest payments are made in kind and added to the outstanding balance for SBX 04B and the credit facility

SeaBird expects to repay the respective debt facilities upon their maturity by means of available cash on hand and by refinancing in the bank or bond market, depending on the financial situation and available alternatives at the time of such maturity. All interest in the table above will be payable in kind and added to the outstanding loan balances until maturity 30 June 2020.

10.2.4 Status on covenants

As per the date of this Prospectus, the Company and the SeaBird group is in compliance with all its debt covenants as an effect of the Company having entered into the Restructuring.

10.2.5 Description of debt facilities

10.2.5.1 SBX04

As part of the 2015 restructuring, SeaBird issued a new bond loan referred to as SBX04, being a senior secured three year bond loan maturing on 3 March 2018. SBX04 was divided into two tranches, being a USD 5.0 million Tranche A which was subscribed by new lending and a USD 24.3 million Tranche B which was converted from the earlier SBX03, the Perestroika convertible loan and certain other liabilities. As a consequence of the restructuring as described in section 4, only USD 4.6 million of Tranche B remains outstanding under SBX 04.

The key terms of SBX04 are:

- Borrower: SeaBird Exploration Finance Limited, a wholly-owned group company.
- Guarantors: SeaBird Exploration Plc and all material operating subsidiaries.
- Amount: USD 4.6 million
- Maturity: 30 June 2020.
- Amortization: No amortization until maturity date.
- Interest: 6.0%, payable in kind quarterly June 2017.
- Call option: Callable at par, in whole or in part, at any time.
- Financial covenants: No financial covenants.
- Security: Guarantees from group companies, share pledges in vessel controlling guarantors, mortgages over owned vessels, assignment of charters and survey contracts with a duration of

more than 6 months, assignment of insurances, assignment of earnings, assignment of intra-group loans, bank account pledges and a floating charge. Reference is made to Clause 8.2 of the amended and restated bond agreement as of June 2017 in respect of SBX04. The security is shared among the SBX04 bondholders and the lender under the credit facility set out in Section 10.2.5.2 "Credit facility". The SBX04 bondholders have a senior right to recovery to all security.

- Further terms of SBX04 are set out in the bondholder agreement in respect of SBX04 is appended hereto.

10.2.5.2 Credit facility

As part of the 2015 restructuring, SeaBird issued a credit facility on terms materially identical to the terms in respect of SBX04 and with the same security as SBX04, except that there are no financial covenants. The credit facility was issued against settlement of other liabilities. Following implementation of the Restructuring as set out in section 4, the terms of the credit facility was amended.

The principal terms of such credit facility are:

- Amount: USD 0.4 million.
- Maturity: 30 June 2020.
- Amortization: No amortization until maturity date.
- Interest: 6.0%, payable in kind quarterly commencing June 2017.
- Call option: Callable at par, in whole or in part, at any time.
- Financial covenants: None.
- Security: The credity facility is secured with the same security as SBX04.

10.2.6 Restrictions on use of capital

The agreements in respect of SBX04 and the credit facility contain provisions whereby, upon the sale of material assets and certain other events, the proceeds shall be applied towards a mandatory prepayment of such loans, unless (in the event of the sale of a vessel) applied towards the acquisition of a replacement vessel.

The agreements also contain certain restrictions on granting financial support to or for the benefit of third parties (except for intragroup loans) which provide restrictions on SeaBird's free use of capital. As long as these covenants and undertakings are met, there are no restrictions put on SeaBird's use of capital.

10.2.7 Financial covenants and dividend restrictions

SeaBird currently has no financial covenants or dividend restrictions.

10.2.8 Credit ratings

No credit ratings are issued to SeaBird or its debt securities at the request of SeaBird, or with the cooperation of SeaBird in the rating process.

10.2.9 Other capital resources and working capital

SeaBird's working capital requirements will fluctuate depending on the contract coverage for its vessels.

Receivables in respect of vessel revenues are generally paid monthly in arrears of the actual performance of the service. There is a continuous focus on efficient handling of receivables to reduce the amount of capital being tied up.

Payables, which are generally related to various vessel expenses including bunkers, are partly paid in arrears of their actual delivery and partly based on pre-payments. Charter hires for leased vessels are due monthly at the beginning of the month.

SeaBird strives to have a modest working capital buffer which enables it to pay its expenses when due, while at the same time having the ability to withstand normal delays and idle periods between contracts.

10.2.10 Working capital statement

The Company is of the opinion that the working capital available to the Group is sufficient for the Group's present requirements, for the period covering at least 12 months from the date of this Prospectus.

10.2.11 Key ratios

The table below sets forth selected consolidated key ratios for SeaBird for the years 2017, 2016 and 2015, as well as for the six months ended 30 June 2018, 2017 and 2016.

	Six months ended 30 June			Twelve months ended 31 December		
Key ratio	2018	2017	2016	2017	2016	2015
Working capital ratio (defined as current assets divided by current liabilities)..........................	177 %	21 %	86 %	62%	80 %	79 %
Interest coverage ratio (defined as EBIT divided by interest expense)....................................	neg.	neg.	neg.	neg.	neg.	neg.
Solidity (defined as total equity divided by total assets)	59 %	6 %	33 %	38%	31 %	28 %

10.3 Capitalization overview

The table below sets forth an overview of SeaBird's capitalization as 30 June 2018 and adjusted to reflect if the below-mentioned material changes, related to the subsequent offering completed 15 August 2018 and Private Placement and the effects thereof, had been in place as at that time for comparative purposes.

(USD '000)	Note	30 June 2018	Adjustments	Adjusted per the date of this Prospectus
Total current debt				
Guaranteed		-	-	-
Secured[2]		-	-	-
Unguaranteed / unsecured		13,608	-	13,608
Total		**13,608**	**-**	**13,608**
Total non-current debt (ex. current portion)				
Guaranteed		-		-
Secured		4,633[3]	-	4,633
Unguaranteed / unsecured		2,084	-	2,084
Total		**6,717**	**-**	**6,717**
Shareholders' equity				
Share capital	A	2,045[4]	788	2,833
Legal reserves	B	271,266[5]	15,986	287,252
Other reserves		(243,854)[6]	-	(243,854)
Total		**29,457**	**16,775**	**46,231**

For purposes of the table above, the following items make up the amounts referred to as adjustments:

A. Sum of (1) issuance of 156,250,000 shares in connection with the subsequent offering related to the private placement completed in May, each with a par value of USD 0.001; and (2) issuance of 632,000,000 shares in connection with the Private Placement, each with a par value of USD 0.001. Share capital adjusted by USD 0.8 million to USD 2.8 million per the date of this prospectus.

B. Sum of (1) share premium for the shares issued in subsequent offering related to the private placement completed in May, amounting to USD 2.6 million, net of fee to Managers, fees to registrar as well as the NFSA; and (2) share premium for the shares issued in the Private Placement, amounting to USD 13.4 million, net of fee to managers, fees to registrar as well as the NFSA. Legal reserves adjusted per the date of this prospectus of USD 16.0 million to USD 287.3 million per the date of this Prospectus.

10.4 Indebtedness overview

The table below sets forth an overview of SeaBird's net indebtedness as per 30 June 2018 and adjusted to reflect if the below-mentioned material changes, related to the Restructuring and the effects thereof, had been in place as at that time for comparative purposes.

	USD 000'		30 June 2018	Adjustments	Adjusted as per the date of this prospectus
A	Cash	A	17,140	12,604	29,744
B	Cash equivalents		-	-	-
C	Trading securities		-	-	-

[2] Please refer to section 10.2.5 for an overview of the pledged assets and security of the Company's debt
[3] Sum of SBX04 bond loan with face value of USD 4.6 million, secured credit facility with face value of USD 0.4 million, accrued payment in kind interest of USD 0.3 million, accrued interest of USD 0.2 million and USD (0.8) million in fair value adjustment (of which SBX04: USD 0.7 million, secured credit facility: USD 0.2 million)
[4] Share capital of 2,044,995,145 shares at par value of USD 0.001/share
[5] Paid in capital of USD 273.3 million less share capital of USD 2.0 million
[6] Sum of currency translation reserve (USD 0.4 million) and retained earnings (USD 243.9 million)

D	**Liquidity (A+B+C)**	**17,140**	**12,604**	**29,744**
E	Current financial receivables	2,656[7]	-	2,656
F	Current bank debt	-	-	-
G	Current portion of long term debt	-	-	-
H	Other current financial debt	13,608	-	13,608
I	**Current financial debt (F+G+H)**	**13,608**	**-**	**13,608**
J	**Net current financial indebtedness (I-E-D)**	**(6,188)**	**(12,604)**	**(18,792)**
K	Non-current bank loans	-	-	-
L	Bonds issued and secured credit facility	4,633	-	4,633
M	Other non-current loans	2,084	-	2,084
N	**Non-current financial indebtedness (K+L+M)**	**6,717**	**-**	**6,717**
O	**Net financial indebtedness (J+N)**	**529**		**(12,075)**

For purposes of the table above, the following items make up the amounts referred to as adjustments:

A. Cash balance for the Company as of 30 June 2018, adjusted for (1) the issuance of 156,250,000 shares under the subsequent offering related to the private placement completed in May at NOK 0.16 per share (USD ~2.7 million), net of transaction costs (fee to Managers, fees to registrar as well as the NFSA, amounting to approximately USD 0.2 million); and (2) the issuance of 632,000,000 shares under the Private Placement at NOK 0.19 per share (USD ~14.0 million), net of transaction costs (fee to Managers, fees to registrar as well as the NFSA, amounting to approximately USD 0.9 million. In addition, the cash balance is adjusted for the cash outlay for financial investments, capex on vessels, and general corporate and working capital purposes totalling around USD 4.2 million.

10.4.1 Contingent and other liabilities

The Company is not aware of any material liability, direct or indirect, actual or contingent.

[7] Trade receivables

11 SHARES, SHARE CAPITAL AND SHAREHOLDER MATTERS

11.1 Shares and share capital

11.1.1 Share capital

As of the date of this Prospectus, the Company's authorized share capital is USD 16,800,000 divided into 16,800,000,000 ordinary shares of a nominal value USD 0.001 each. There are issued and outstanding 2,833,205,145 ordinary shares with par value of USD 0.001, corresponding to a share capital of USD 2,833,205.145.

The Shares have all been validly issued, registered and fully paid. The beneficial interests in the New Shares are registered in VPS with ISIN CY0108020955 and the ordinary shares are registered in VPS with ISIN CY0101162119, in each case except for six Shares held by nominees as mentioned in Section 11.3.1 below. The New Shares, and the Offer Shares, will be registered on ISIN CY0101162119 in VPS (and thus tradable on Oslo Børs) following the approval and publication of this Prospectus. The Company's VPS account operator is DNB Bank ASA, Verdipapirservice, P.O.Box 1600, N-0021 Oslo, Norway.

11.1.2 Convertible securities

The Company does not have issued convertible securities.

11.1.3 Other obligations over unissued capital

No options or warrants are outstanding as of the date of this Prospectus.

11.1.4 Capital under option

No capital of any company in the SeaBird group is under option or is agreed, conditionally or unconditionally, to be put under option.

11.1.5 Stock exchange listing

The Company's ordinary shares are listed on Oslo Børs under the trading symbol "SBX". Following the publication of this Prospectus New Shares will be transferred to the same ISIN as the Company's existing Shares automatically become listed and tradeable on Oslo Børs. The New Shares are not listed (and no application has been filed for listing) on any other stock exchange or regulated market than Oslo Børs.

11.1.6 Historical development in share capital and number of shares

The table below sets forth the historical development in the Company's share capital and the number of issued and outstanding Shares for the period between 1 January 2012 and the date of this Prospectus.

Date	Type of change	Change in share capital (USD)	Par value (USD)	Total share capital after change (USD)	Number of shares after change	Price per share
At 1 Jan 2012			0.01	3,142,597.23	314,259,723	
15 May 2012	1:10 consolidation		0.10	3,142,597.20	31,425,978	
3 Dec 2012	Capital increase	1,100,000	0.10	4,242,597.80	42,425,978	NOK 7.50
14 Feb 2013	Capital increase	150,000	0.10	4,392,597.80	43,925,978	NOK 7.50
4 Nov 2013	Capital increase	165,526.8	0.10	4,558,124.60	45,581,246	NOK 3.07
19 Dec 2013	Capital increase	1,200,000	0.10	5,758,124.60	57,581,246	NOK 3.00
2 Mar 2015	Capital increase	601,569.3	0.10	6,359,693.90	63,596,939 (1)	NOK 50/150
30 Apr 2015	Share capital reduction and share conversion	-295,025.5254	0.0001	306,542.7746	3,065,427,746	-
26 Nov 2015	Capital increase(2)	0.6254	0.0001	306,543.40	3,065,434,000	USD 0.0001
26 Nov 2015	1:1000 consolidation	-	0.10	306,543.40	3,065,434	-
3 Aug 2017	Capital increase (3)	5,438,971.10	0.10	5,745,514.50	57,455,145	NOK 5.00
2 Oct 2017	Capital increase	1,000,000	0.001	6,745,514.50	1,057,455,145 (4)	NOK 0.10
27 December 2017	Capital increase	50,000	0.1	6,795,514.50	1,107,455,145 (5)	NOK 0.10
23 Oct 2017 / 2 Feb 2018	Share capital reduction and share conversion	5,688,057.355(6)	0.001	1,107,455.145(5)	1,107,455,145	-
24 May 2018	Capital increase	937,500	0.001	2,044,955.145	2,044,955,145	NOK 0.16
6 Aug 2018	Capital increase (7)	632,000	0.001	2,676,955.145	2,676,955,145	NOK 0.19
21 Aug 2018	Capital increase (8)	156,250	0.001	2,833,205.145	2,833,205.145	NOK 0.16
23 Aug 2018	Capital increase (9)	55	0.001	2,933,205.20	2,833,205,200	*
On or about 27 Aug 2018	10:1 share consolidation (10)	-	0.01	2,933,205.20	283,320,520	-

(1) Consisting of 57,581,246 ordinary shares and 6,015,693 preference shares, each converted into 500 ordinary shares on 30 April 2015.

(2) In order to make the total number of shares devisable by ten, 6,254 new shares in the Company were issued, each at par value.

(3) USD 32.5 million of outstanding indebtedness was converted into equity at a share price of NOK 5.0 and a USDNOK exchange rate of 8.37. Hence, 54,389,711 shares were issued in return for reduced debt obligations.

(4) Consisting of 57,455,145 ordinary shares with par value of USD 0.1 and 1,000,000,000 Class A shares with par value of USD 0.001.

(5) 50,000,000 Class A shares issued in relation to the subsequent offring ending on 19 December 2017. Number of shares after change consist of 57,455,145 ordinary shares with par value of USD 0.1 and 1,050,000,000 Class A shares with par value of USD 0.001.

(6) Capital reduction relating to the reduction of the nominal value of the Company's ordinary shares was completed by the resolution of a competent court in Cyprus. 1,050,000,000 class A shares were converted to ordinary shares on 2 February 2018, transferred to the Company's ordinary ISIN and listed on the Oslo Børs with effect from 5 February 2018.

(7) Announcement of the completion of subscription for the 632,000,000 New Shares was made on 11 July 2018. The share capital increase was announced registered and settlement of New Shares took place on on 6 August 2018.

(8) Capital increase relating to the issuance of 156,250,000 shares in connection with the subsequent offering related to the private placement completed on 24 May 2018, each with a par value of USD 0.001. The subscription period ended on 15 August 2018 and the share capital increase was registered on 21 August 2018.

(9) This capital increase is resolved but not completed as of the date of this Prospectus. The annual general meeting of shareholders resolved a consolidation of shares in the Company on 10 August 2018, in a ratio of 10:1. In order to make the total number of shares devisable by ten, 55 new shares in the Company is expected to be issued on or about 23 August 2018, of which 54 new shares is expected to be issued to local registered nominee shareholders to ensure that the minimum requirement for locally registered shareholder of the Company in Cyprus is maintained after the consolidation, and 1 share has been issued to DnB Verdipapirservice as VPS registrar to make the total number of shares in issue prior to the consolidation divisible by ten.

(10) This consolidation of shares is resolved but not completed as of the date of this Prospectus. The annual general meeting of shareholders resolved on 10 August 2018 a consolidation of shares in the Company in a ratio of 10:1. The last day of trading of unconsolidated shares is expected to be on or about 27 August 2018. The first day of trading of consolidated shares is expected to be on or about 28 August 2018.

The Company's share capital as of 1 January 2017 and 31 December 2017, respectively, were USD 306,542.7746 and USD 1,107,455.145, with the number of shares at the same dates were 3,065,434 and 1,107,455,145. No shares were issued against consideration in other assets than cash during the period covered by the historical financial information provided in this Prospectus.

11.1.7 Authorizations to issue additional shares, etc.

Pursuant to the Memorandum of Association, the Company is authorised to issue a maximum of 16,800,000,000 Shares, each with par value of USD 0.001. Pursuant to the Articles, subject to any resolution of shareholders, Shares and other securities may be authorised for issue by the directors or by ordinary resolution of the shareholders. Furthermore, subject to the provisions of Cyprus law and the Articles, the board of directors may be authorized to acquire treasury Shares.

An authorization was provided to the board of directors by a shareholders' meeting on 23 October 2017, by which the board of directors was authorized to the issue of Shares for general corporate purposes, restructuring of debt, capitalization of the Company and incentive stock option programmes, on such price and other terms and to such persons as the board of directors may determine. Under such authorization, the shareholders also waived any pre-emption rights they may have to subscribe for new shares.

11.2 Shareholder structure

As of 20 August 2018, the Company had approximately 6,050 holders of its ordinary shares registered in the VPS. The following table provides an overview of the 20 largest shareholders of the Company as of said date.

#	Shareholder	Type	Domicile	Number of Shares	%
1	VATNE EQUITY AS	Company	NOR	181,375,000	6.40%
2	GRUNNFJELLET AS	Company	NOR	152,205,000	5.37%
3	MIEL HOLDING AS	Company	NOR	145,800,000	5.15%
4	AB SEB BANKAS	Nominee	LTU	87,105,717	3.07%
5	GOLDMAN SACHS & CO.	Nominee	USA	57,697,812	2.04%
6	VERDIPAPIRFONDET DEL	Company	GBR	53,475,000	1.89%
7	VERDIPAPIRFONDET DNB	Company	NOR	46,574,605	1.64%

8	MP PENSJON PK	Company	NOR	45,030,400	1.59%
9	EUROPA LINK AS	Company	NOR	45,000,000	1.59%
10	F STORM AS	Company	NOR	43,582,219	1.54%
11	KBL EUROPEAN PRIVATE	Nominee	LUX	40,210,113	1.42%
12	OMA INVEST AS	Company	NOR	38,382,817	1.35%
13	NORDNET LIVSFORSIKRI	Company	NOR	38,225,466	1.35%
14	BUSINESSPARTNER AS	Company	NOR	37,437,500	1.32%
15	CMD AS	Company	NOR	33,750,000	1.19%
16	ACTIVE PRO AS	Company	NOR	33,000,000	1.16%
17	ABG SUNDAL COLLIER	Broker	NOR	31,424,907	1.11%
18	MORGAN STANLEY & CO.	Nominee	GBR	30,831,901	1.09%
19	PRO AS	Company	NOR	27,937,500	0.99%
20	ALTITUDE CAPITAL AS	Company	NOR	27,625,000	0.98%
	Top 20 shareholders			1,196,670,957	42.24%
	Others			1,636,534,188	57.76%
	Total			2,833,205,145	100.00%

Neither the Company nor any of its subsidiaries hold any shares (treasury shares) in the Company.

Shareholders holding 5% or more of the Company's shares have an interest in the Company's share capital which is notifiable according to the applicable regulations, as described in Section 11.5.15. The Company is not aware of any persons or entities, except for those set out below, who, directly or indirectly, have an interest of 5% or more of the Shares as of the date of this Prospectus. The following persons or entities have notified of an interest of 5% or more of the Shares in the Company:

- Vatne Equity AS
- Grunnfjellet AS
- Miel Holding AS

The Company is not aware of any persons or entities who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company. The Company has not taken specific steps to prevent the abuse of such control. The Company is not aware of any arrangements that may result in, prevent, or restrict a change in control over the Company.

The Company is not aware of any shareholders' agreements among its shareholders.

The following pre-subscriptions were made by the Company's key management and board members in the Private Placement, who received 100% allocation: CEO Hans Petter Klohs, through his wholly owned company Carthea AS (637,500 New Shares). Chief Operating Officer Finn Atle Hamre, through his wholly owned company Orion Offshore AS (525,000 New Shares). VP Business Development Kjell Mangerøy (525,000 New Shares). Chairman of the Board Heidar Engebret (800,000 New Shares). Board Member Ketil Nereng, through his wholly owned company Acme AS (2,500,000 New Shares). Board Member Dag Fredrik Arnesen, through his wholly owned company Storkleiven AS (8,000,000 New Shares). No other New Shares were allocated to current members of SeaBird's management, supervisory or administrative bodies in the issue of the New Shares. Miel Holding AS and Grunnfjellet AS had shareholdings of 5% or more of the Company's Shares prior to the Private Placement and were allocated 45,000,000 and 16,330,000 New Shares respectively in the Private Placement.

As described in the prospectus dated 5 July 2018 relating to the private placement on 24 May 2018, the following pre-subscriptions for shares was made by the Company's key management: CEO Hans Petter Klohs (1,562,500 shares).

As described at the prospectus dated 4 December 2017 relating to the private placement on 15 September 2017, the following pre-subscriptions for shares was made by the Company's key management, and the shares to which were subject to a lock up period of two years (provided that the relevant employee is employed by the Company): CFO Nils Haugestad (NOK 800,000) and VP Business Development Kjell Mangerøy (NOK 400,000).

11.3 Shareholder rights and shareholder policies

11.3.1 Share classes and voting rights

The Company has currently one class of ordinary shares outstanding. All shares ranks pari passu in all respects (including voting rights and dividend rights).

The Company's ordinary shares are listed on Oslo Børs under the trading symbol "SBX". Pending the publication of this Prospectus, the New Shares were issued and delivered on separate ISIN CY0108020955, having rights corresponding to the ordinary shares. Following the publication of this Prospectus New Shares will be transferred to the same ISIN as the Company's existing Shares, being CY0101162119, and automatically become listed and tradable on Oslo Børs under the trading symbol "SBX".

Each share is entitled to one vote at a general meeting of the shareholders of the Company, and no shareholders enjoy different voting rights. Subject to the provisions of Cyprus law and the Articles (see Section 11.5.9), resolutions at a general meeting of the shareholders are passed by a simple majority of the votes present and cast. Blank and invalid votes shall not be counted. In case of an equal vote, the proposal shall be deemed to have been rejected.

Six of the Company's issued ordinary Shares are not registered in VPS. This is due to Cyprus legislative provisions, relating to public companies. The six shares not registered in VPS are held by six individuals and are all registered in the register of members of the Company. As described below in section 11.4, the Shares are registered in the name of the VPS Registrar in the register of members of the Company in accordance with the laws of the Republic of Cyprus, and the beneficial shareholders will hold beneficial interests in those shares. The beneficial shareholders must look to the VPS Registrar to vote for their shares. Dividends in cash will be forwarded directly to the beneficial shareholders of the Company to the bank accounts registered on the VPS account of such shareholder.

The Articles do not give pre-emptive rights to subscribe for new shares, however, such rights may exist under Cyprus law, where new shares are issued for a consideration in cash, as mentioned in section 11.5 herein. Shares that the Company purchases or otherwise acquires may be cancelled or held as treasury shares.

11.3.2 Trading rights

The Company's Articles do not contain any limitations with regard to trading of the Shares.

11.3.3 Limitations on the right to own shares

Neither the Memorandum, the Articles nor current company legislation impose limitations with regard to who has the right to own Shares in the Company.

11.3.4 Shareholder and dividend policy

The Company will seek to treat all Shareholders equally in line with applicable regulations.

The Company intends to manage the SeaBird group's assets and business in a manner which provide the highest possible return at an acceptable risk, measured in terms of total dividends and increases in share price, on the capital invested in the Company over time. This is intended to make SeaBird an attractive investment, and to provide the basis for the Company to raise additional equity when this should be desirable.

The Company will strive to follow a dividend policy favorable to the Shareholders. The amount of any dividends to be distributed will be dependent on, inter alia, the Company’s investment requirements and rate of growth. As described in Section 10.2.7, the Company has currently no dividend restrictions.

According to the Company's Articles, dividends may only be declared and paid following a proposal by the board of directors and after the board has made a determination concerning the Company’s solvency in accordance with the Articles.

No dividends have been paid or proposed in respect of the years 2017, 2016 or 2015.

11.3.5 Information policy and investor relations

The Company endeavors to provide all market participants with timely and equal information.

Such information will take the form of annual reports, quarterly reports, stock exchange bulletins, press releases and investor presentations when appropriate. In addition to current notifications to Oslo Børs, the Company arranges investor presentations in connection with quarterly and annual financial reporting and on other selected occasions.

The Company also pursues an open information policy towards the media and stakeholders of the Company.

All information will be published through the Oslo Børs information system on www.newsweb.no and on the Company’s web page www.sbexp.com.

11.4 VPS registration of the Shares

11.4.1 Introduction

It is a legal requirement that shares that are to be admitted to listing on Oslo Børs are registered in a central securities depository licensed to operate in Norway or another share register approved by Oslo Børs, for practical purposes the VPS.

In order to facilitate registration with the VPS, all Shares of the Company (except for six, as described in Section 11.3.1) are registered in the name of the VPS Registrar, in accordance with terms set out in the Registrar Agreement entered into between the Company and the VPS Registrar. The Company’s VPS Registrar is DnB Bank ASA, Verdipapirservice, P.O.Box 1600, N-0021 Oslo, Norway.

The VPS Registrar shall register beneficial interest in the Shares in VPS (in Norwegian: “depotbevis”). Therefore, it is not the legal interest in the Shares, but the beneficial interests in the Shares issued by VPS Registrar that are registered in VPS and listed on Oslo Børs. The VPS Registrar is registered as the legal owner of the Shares in the register of members that the Company is required to maintain pursuant to Cyprus law and the Articles. The VPS Registrar, or its designee, holds the Shares as nominee on behalf of each beneficial Shareholder. The VPS Registrar will provide for the registration of each Shareholder’s beneficial ownership in the Shares in the VPS on each investor’s individual VPS account.

The beneficial ownership of the Shareholders will be registered in the VPS under the category of a “share” and the beneficial ownership will be listed and traded on Oslo Børs. Investors who purchase the Shares (although recorded as owners of the shares in the VPS) will have no direct shareholder rights in the Company, and will not be treated as a legal shareholder of the Company for the purpose of Cyprus law or the Articles. Each Share registered with the VPS will represent evidence of beneficial ownership of one Share. The Shares registered with the VPS will be freely transferable, with delivery and settlement through the VPS system.

Investors who purchase Shares must look solely to the VPS Registrar for the payment of dividends, for the exercise of voting rights attached to the Shares and for all other rights arising in respect of the Shares. The Registrar has agreed to provide for voting arrangements for the beneficial shareholders on the terms set out in the Registrar Agreement.

11.4.2 Voting and dividends

The VPS Registrar or its designee shall vote for the Shares it holds, or issue a proxy to vote for such Shares, only in accordance with each investor's instructions.

Any dividends will be paid by the Company directly to the VPS Registrar, which has undertaken, in turn, to distribute the dividends to the investors in accordance with the Registrar Agreement.

Investors who have a Norwegian address and investors who have supplied the VPS with details of a Norwegian bank account will receive dividends in NOK. Investors who have a non-Norwegian or address who have not provided details of a Norwegian bank account will receive dividends converted into either their local currencies or, if the VPS Registrar so elects, in USD. Dividends in cash will be forwarded directly to the holders of deposit rights to shares in the Company to the bank accounts registered on the VPS account of the holder of deposit rights. The Articles stipulate that unclaimed dividends on shares may be forfeited for the benefit of the Company after a period of three years after having been declared. Due to the VPS system with registration of bank accounts, this provision is unlikely to have practical effect. Interest does not accrue on declared dividends. All shareholders of the Company will have equal rights to dividends, with the exception on any shares in the Company held by the Company itself.

11.4.3 Non-cash distributions

Whenever the Company intends to distribute assets other than cash, the VPS Registrar will be notified in advance, and the VPS Registrar will in its reasonable discretion determine whether the distribution to investors is lawful and reasonably practicable.

The VPS Registrar will make the distribution net of taxes and governmental charges payable by investors under the terms of the Registrar Agreement. In order to pay the taxes and governmental charges, the VPS Registrar may sell all or a portion of the assets received.

11.4.4 Limitations on liability

The Registrar Agreement limits the Company's and the VPS Registrar's obligations to investors with respect to the Shares. Investors who purchase Shares in the Company should note that the Company and the VPS Registrar disclaim any liability for any loss attributable to circumstances beyond the VPS Registrar's control.

The VPS Registrar further disclaims liability for any losses suffered as a result of the VPS' errors or negligence, save to the extent that the VPS Registrar may hold the VPS liable for such losses.

11.4.5 Amendment and termination

Each of the Company and the VPS Registrar may terminate the Registrar Agreement at any time with 3 months written notice or immediately upon written notice of any material breach by the other party of the Registrar Agreement. The VPS Registrar may terminate the Registrar Agreement if the Company fails to fulfil the payment obligations and if such failure is not remedied before the 10th business day after the VPS Registrar gives the Company written notice of such failure. In the event that the VPS Registrar Agreement is terminated, the Company will use its reasonable best efforts to enter into a replacement agreement for purposes of permitting the uninterrupted listing of the Shares on Oslo Børs. There can be no assurance, however, that it will enter into such an agreement on substantially the same terms or at all. A termination of the Registrar Agreement could, therefore, adversely affect the listing of the Shares on Oslo Børs. If the Registrar Agreement is terminated and not replaced, the VPS Registrar will use reasonable efforts to cooperate with investors in converting their Shares that are listed on the VPS into Shares registered in the name of the respective Shareholder.

11.4.6 Notices

The Registrar Agreement provides that whenever the VPS Registrar receives any notice, report, accounts, financial statements, circular or other similar document relating to the affairs of the Company, including notice of a general meeting, the VPS Registrar shall ensure that a copy of such document is promptly sent to the registered address of each Shareholder along with any proxy card form or other relevant materials.

11.4.7 Requests for Shares

Subject to the prior written consent from the board of directors, a Shareholder may at any time require the VPS Registrar to procure the registration of the Shares of which the beneficial interests are registered in the VPS in such Shareholder's name. The beneficial interests in the Shares will then first be transferred into the VPS Registrar's VPS account. Such Shares will no longer be admitted to trading on Oslo Børs.

11.5 Constitutional documents and Cyprus law matters

11.5.1 General introduction

The Company is incorporated in the Republic of Cyprus as a public company limited by shares.

The Company is primarily governed by the Companies Law, Cap 113 of the statute laws of the Republic of Cyprus (the "Companies Law") and the Company's Memorandum (the "Memorandum") and Articles of Association (the "Articles"). In addition, it is governed by the terms of the Listing Agreement with Oslo Børs. Further, Oslo Børs' continuing obligations for listed companies apply on certain matters.

11.5.2 Constitutional documents

The constitutional documents of the Company consist of the Memorandum and Articles of Association. The Memorandum deals with the objects and powers of the Company and the Articles deal primarily with the Company's administration, internal regulation and the distribution of rights and authorities between the Company's shareholders and the board of directors.

Under the Articles and the Companies Law the Memorandum and Articles may be amended by a Special Resolution of the Company's general meeting, whereby the majority requirement is not less than three fourths of such Members as being entitled so to do vote in person or by proxy at a duly constituted meeting of the Company. An amendment of the objects and powers contained in the Company's Memorandum would, in addition, require the sanction of the Court.

11.5.3 Objects and Purposes

The Company has full capacity rights, powers and privileges to undertake any of the matters mentioned in clause 3 in the Memorandum, which include, inter alia, any commercial activity relating to providing oil and gas exploration, production and participation, seismic data services onshore, transition zones and offshore, and general offshore energy related services and whatever else may be considered incidental or conductive thereto.

11.5.4 Shares and transfer of shares

The Shares, including the beneficial interests in such Shares held by the VPS Registrar may be transferred freely.

The transfer of a Share is effective when the name of the transferee is entered on the Register of Members. The transfer of the beneficial interests in such Shares held by the VPS Registrar is effective when the name of the transferee is entered on the VPS Register.

11.5.5 Purchase of own Shares

Subject to the Articles and the provisions of the Companies Law, the Company has the power to purchase any Shares in the manner set out in the Articles.

Under the Norwegian Public Companies Act, which does not apply to the Company, there are limited rights for a company to acquire its own shares. These limits are not reflected in identical terms in the Articles. However, there are fairly similar, albeit less stringent, limitations in said respect reflected in the Articles. These limitations include a shareholder approval requirement and a maximum 10% holding requirement.

11.5.6 Redemption provisions

A share in the Company may, according to the Company's Articles of Association, be issued with such preferred, deferred or other special rights or such restrictions, whether with regard to dividend, voting, return of capital or otherwise as the Company may from time to time by Ordinary Resolution (requiring a simple majority) determine. No such shares are however issued per date of this Prospectus.

Subject to section 57 of the Companies Law, it is possible for the Company to issue any class of its shares on terms that they shall be redeemed at the option of the Company. Section 57 (1) of the Companies Law provides inter alia, that:

a) no shares shall be redeemed except out of profits of the company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of the redemption;

b) no shares shall be redeemed unless they are fully paid;

c) the premium, if any, payable on redemption, must have been provided for out of the profits of the company or out of the company's share premium account before the shares are redeemed;

d) where any shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the capital redemption reserve fund", a sum equal to the nominal amount of the shares redeemed, and the provisions of the Companies Law relating to the reduction of the share capital of a company shall, except as provided in section 57, apply as if the capital redemption reserve fund were paid-up share capital of the company.

In addition to the above and always subject to the provisions of the Companies Law, the Company may, pursuant to its Articles of Association, acquire its own shares if and in so far as the Company in General Meeting by a Special Resolution has authorised the board of directors to acquire such shares, provided in all cases, that the Company shall not purchase more than such number of such shares as shall result in the Company at any time holding more than 10 per cent of the Company's issued shares.

The authorisation may be given for no more than twelve months on each occasion, notwithstanding any other provisions.

The Law contains detailed provisions, relating to the conditions for the purchase by a Company of its own shares.

11.5.7 Rights to any surplus in the event of liquidation

According to the Company's Articles of Association, subject to any special rights conferred on the holders of any existing shares or class of shares, each share in the Company confers upon the Members the right to an equal share in the distribution of the surplus assets of the Company on its liquidation.

At present, there is only one class of shares in the Company, hence, all shareholders have equal rights.

11.5.8 Conversion provisions

No conversion provisions exist in relation to the Company's shares, save that the Company may, by Ordinary Resolution and subject to the provisions of the Companies Law,

(a) convert any paid up shares into stock and reconvert any stock into paid up shares of any denomination,

(b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares, and

(c) subdivide its existing shares, or any of them, into shares of a smaller amount than is fixed by its Memorandum of Association.

If, at any time, the Company's shares are divided into different classes, the rights attached to any class may only be varied, with the consent in writing of or by a Resolution passed at a meeting by the holders if not less than 50% of the Issued shares in that class.

11.5.9 General meetings

The board of directors decides the venue of the Company's general meeting, which can be anywhere, save that the Company's annual general meetings can be held anywhere other than Norway. This differs from Norwegian law, where, unless otherwise decided specifically in the articles of association, the venue of a general meeting is in the municipality where the Company has its registered office.

A general meeting must be held once every year and not less than 21 days' notice is required for the holding of an annual general meeting. Extraordinary general meetings shall be called by 21 days' notice at the least unless a special resolution, that shortens the notice period to 14 days, is approved in the immediately preceding annual general meeting, or at a general meeting that is conducted after that annual general meeting, in which case extraordinary general meetings, other than meetings for the passing of a special resolution, may be called by 14 days' notice. The notice of the meeting shall specify the time, place and agenda and other relevant information for the meeting. Notice of every meeting of shareholders shall be given to all shareholders entitled to receive such notice from the Company.

A general meeting may be called by the board of directors or at the requisition of the shareholders (members). A shareholders' requisition is a requisition of shareholders holding at the date of deposit of the requisition not less than 5% of the voting rights of the Company. The direct shareholder rights in the Company are, as described in Section 11.4, held by the VPS Registrar, and the holders of the deposit rights must therefore look to the VPS Registrar to exercise the right to convene a general meeting. Pursuant to the Registrar Agreement, the VPS Registrar has undertaken to request that a general meeting is held when this has been requested by holders of 5% or more of the registered rights to shares in the Company.

Shareholders may be represented at the general meeting in person or by proxy or, in case of a body corporate, by its duly authorised representative.

The holders of deposit rights, in accordance with the provisions set forth in the Registrar Agreement, must look to the VPS Registrar to exercise the votes attaching to the underlying shares. Under the Registrar Agreement, the VPS Registrar has undertaken to, whenever it receives notice of a general meeting in the Company, to give such information to the holders of beneficial interests in the Shares. Such notice will include the time and place of the meeting, the agenda and other relevant information, including the time within which the deposit holder is to provide the VPS Registrar with its voting instructions. The holders of deposit rights will receive proxy forms, so that they may instruct the VPS Registrar or another person to attend and vote on their behalf, or they may elect to meet and vote their own deposit rights (in the latter case, technically by proxy from and given by the VPS Registrar for the number of shares corresponding to the number of deposit rights such shareholder have in the VPS).

For further information on the convening of general meetings, and attendance, proxy representation and voting therein, see Section 11.4, where the VPS registration and each shareholder's rights towards the VPS Registrar are described.

A resolution of a general meeting is passed by simple majority unless the Companies Law or the Articles specify otherwise.

A special majority of not less than three fourths of such Members as, being entitled so to do, vote in person or by proxy, is required for the passing of, inter alia, the following resolutions:

(a) for the amendment of the objects clause contained in the Company's Memorandum

(b) for the amendment of the Company's Articles

(c) for the change of name of the Company

(d) for the acquisition of the Company's own shares

(e) for the reduction of the Company's share capital

(f) for the voluntary liquidation of the Company

(g) for the re-domiciliation of the Company to another jurisdiction.

11.5.10 The Board of Directors

Pursuant to the Articles, the board of directors shall consist of not less than two and not more than nine persons. The necessary quorum for the transaction of business of the directors is not less than one half of the total number of directors, unless there are only two directors, in which case the quorum is two directors.

At least 50% of the directors must be individuals who are neither executive officers of, nor employed by, nor employees or directors of business partners of the Company – which is in accordance with Oslo Børs' listing requirements and has been set out in the Articles in order to ensure that the shareholders elect a board which will on a continuous basis comply with the regulations of Oslo Børs.

Each director shall hold office until the expiration of his term and until his successor shall have been elected and qualified.

A board meeting may be held in any part of the world. A director is deemed to be present at a board meeting if he participates by telephone or other electronic means.

Subject to any resolution of the shareholders to the contrary, the board may appoint one director as the chairman of the board, and may at any time elect another person as chairman of the board.

The purpose of the board of directors is to manage and conduct the business of the Company, and its power and rights are limited by the Companies Law and the Articles.

The board of directors has full power to charge any of the Company's assets and to borrow money without sanction by the general meeting. The Articles stipulate that the board of directors is responsible for the Company's management and may appoint or remove officers of the Company (other than members of the board of directors).

The board of directors may by power of attorney appoint a person or company as the Company's attorney with such power, authority and discretion as the board of directors thinks fit (provided however that this does not exceed the powers vested in the board of directors by the Articles). The board of directors may also authorise the attorney to sub-delegate any or all powers, authorities and discretions vested in him by the board of directors. Furthermore, the board of directors may, subject to the Articles, delegate certain of its powers to committees consisting of such member or members of the board of directors as it thinks fit. Every committee so formed shall conform to any regulations that may from time to time be imposed upon it by the board of directors. Under Norwegian law, the board of a company can delegate authority and appoint attorneys, but the authority and power that may be delegated or vested in an attorney is somewhat more restricted.

A director may be engaged by the Company for the purpose of performing services which go beyond his ordinary duties as a director, but he may not be the company's auditor. The director performing such services for the Company is entitled to such special remuneration as the board of directors may determine.

A director or a company owned by him may also enter into commercial agreement with the Company provided that the relevant director declares his interest in such contract at the board meeting where the contract is first considered. He shall not be counted in quorum and cannot vote in any case where he has declared an interest.

The Company may by an ordinary resolution, but following proposal from the board of directors and after the board has made a determination concerning the Company's solvency in accordance with the Articles, from time to time declare and pay dividends. Such dividends shall be paid pro rata on the Company's shares. These regulations are slightly different than what applies for dividends under Norwegian law.

11.5.11 Accounts

The Articles and the Companies Law contain regulations concerning accounting. According to the Articles the directors shall ensure that the accounts are kept. The Company shall also have internationally recognised independent auditors, who shall audit and prepare a report on the annual profit and loss account and balance sheet. The auditor shall receive notice of, and have the right to be present at, the Company's annual general meeting.

The audited accounts of the Company must be filed annually with the Cyprus Registrar of Companies, together with its annual return. The Shareholders will receive annually certain accounts and financial statements of the Company. Under Norwegian law, a company's accounts are made public and filed with the Norwegian Company Register.

11.5.12 Majority requirements

The applicable law of the Company contains rules requiring resolutions to be taken as special resolutions of the shareholders in certain cases, such as where the Memorandum or Articles are to be amended or where there is to be a reduction of the share capital. Such a concept has, however, also been implemented in the Articles, where it is specified the need for such to constitute valid shareholder resolutions in the above instances, as well as inter alia, where the Company purchases its own shares or in case of voluntary liquidation. A special resolution is defined as a resolution passed by a majority of not less than three fourths of such members as, being entitled so to do, vote in person or by proxy at a general meeting of which not less than twenty-one days' notice, specifying the intention to propose the resolution as a special resolution, has been duly given.

The issue of new shares, or any resolution of the shareholders passed to authorise the board of directors to issue new shares, are among the resolutions that will only require a simple majority vote (ordinary resolution) by the shareholders. The Articles do not give pre-emptive rights to subscribe for new shares, however, pursuant to the Companies Law, whenever the share capital of a public company is increased by consideration in cash, the new shares must be offered on a pre-emptive basis to existing shareholders in proportion to the capital represented by their shares. The right of pre-emption may be restricted or withdrawn only by a decision of the general meeting taken by a majority of two thirds of the votes or, when at least half of the share capital is represented, by a simple majority.

All shares in the Company provide equal rights pursuant to the Articles, and any amendments of shareholder rights will require a qualified majority of two thirds of the votes at the general meeting of the Company or, when at least half of the share capital is represented, a simple majority.

11.5.13 Mandatory takeover rules

11.5.13.1 Statutory provisions

The Company is partly subject to the mandatory take-over provisions as set out in the Norwegian Securities Trading act chapter 6, and partly to the provisions set out in the Public Takeover Bids for the Acquisition of Securities of Companies and Related Matters Law (Law 41(I)/2007) as amended by law 47(I)/2009 and 7(I)/2015 of Cyprus.

The threshold at which the mandatory bid obligations are triggered, including possible exemptions from the obligation to present a bid (including possible exemptions for subsequent sale of shares), is subject to Cyprus law, pursuant to which a mandatory takeover bid is required where a person indirectly or directly acquires a percentage of thirty per cent (30%) or more of the existing voting rights in the Company.

Reaching this threshold, the shareholder shall make an unconditional general offer for the purchase of the remaining shares in the Company. The offer is subject to approval before submission to the shareholders. The obligation to make an unconditional offer also applies where a shareholder, directly or indirectly, holds more than 30%, but less than 50%, of the voting rights in the Company without having triggered the bidding obligation (i.e. that the shareholder held such amount of shares prior to listing or have inherited such shares) and such shareholder intents to increase the said percentage. If the shareholder holds more than 50% of the voting rights, the Cyprus authorities might, subject to application from the relevant shareholder, exempt such shareholder from the bidding obligation, if the proposed acquisition does not affect the rights of the minority shareholders of the Company. The takeover supervisory authority with respect to the threshold is the Cyprus Securities and Exchange Commission.

Questions concerning consolidation of shareholdings in relation to the threshold at which the mandatory bid obligation is triggered are subject to Cyprus law. The bidding process, including questions concerning the compensation offered in connection with the bid, in particular the bid price, the bid procedure, information on the bidder’s decision to present a bid, the content of the offer document and the publication of the bid, is subject to Norwegian law, i.e. the Securities Trading Act. The takeover supervisory authority with respect to these issues is Oslo Børs.

Where an agreement on acquisition of shares triggers the bid obligation, the shareholder shall without delay notify the takeover supervisory authority and the Company accordingly. The notification shall state whether a bid will be made to buy the remaining shares in the Company. The takeover supervisory authority shall make the notification available to the public.

The bid shall be made without undue delay and at the latest four weeks after the mandatory bid obligation was triggered, and shall encompass all the remaining Shares of the Company. The bid price must be at least as high as the highest price paid or agreed to be paid by the offeror in the six-month period prior to the date the above threshold was exceeded, but equal to the market price if the market price was clearly higher when the threshold was exceeded. In the event that the acquirer thereafter, but prior to the expiration of the bid period acquires, or agrees to acquire, additional shares at a higher price, the acquirer is obliged to restate its bid at that higher price. The bid shall state a time limit for shareholders to accept the bid, not to be shorter than four weeks or longer than six weeks.

The offeror is required to make an offer document complying with Norwegian law, and such document requires approval by the takeover supervisory authority (Oslo Børs) before the bid is made public.

In the mandatory bid, all Shares of the Company must be treated equally. The mandatory bid must be made in cash or contain a cash alternative at least equal in value to any non-cash offer. A shareholder who fails to make the required offer must within four weeks dispose of sufficient shares so that the obligation ceases to apply. Otherwise, the authorities may cause the shares exceeding the threshold to be sold. Until the mandatory bid is made the shareholder may not vote for shares exceeding the threshold, unless a majority of the remaining shareholders approve. The shareholder can, however, receive dividends. The authorities may impose a daily fine upon a shareholder who fails to make the required offer.

11.5.13.2 Articles of Association

In addition to the above, under the Articles, any person, who as a result of such person's own acquisition, or the acquisition by persons acting in concert with such person, including, inter alia, entities controlled by or controlling such person, as defined in applicable law, holds or is directly or indirectly interested in, whether solely or together with persons acting in concert with such person, such issued Shares, or VPS Shares, of the Company, as shall provide the said person with 30 per cent or more of the voting rights in the Company, such person shall:

- promptly notify the Oslo Stock Exchange and the Company; and
- make a mandatory unconditional offer for the purchase of the remaining issued Shares or beneficial interest in such shares in the Company.

It is further set out that mandatory provisions on bid obligations, and any exemptions thereto as set out in applicable law, shall supplement the above provision and shall prevail in case of any conflict.

11.5.14 Squeeze-out and sell-out

11.5.14.1 Statutory provisions

The squeeze-out rules are subject to Cyprus corporate legislation.

When a shareholder has made a public offer to all other shareholders in the Company and as a result of such public offer or after such a public offer has acquired (i) not less than ninety per cent (90%) of the capital carrying voting rights and (ii) not less than ninety per cent (90%) of the voting rights in the company, the shareholder has the right to claim that the remaining shareholders sell all their shares to such shareholder.

The squeeze-out right is exercisable within 3 months from the end of the public offer. The purchase price for the shares under the squeeze-out should be at least equal to the purchase price for the preceding public offer. In the event that the purchase price includes payment in kind, the selling shareholder has the right to demand cash payment.

When a shareholder has made a public offer to all the shareholders and as a result of such public offer or after such a public offer has acquired not less than ninety per cent (90%) of the capital carrying voting rights and not less than ninety per cent (90%) of the voting rights in the Company the remaining shareholders have a right to demand the purchase of their shares from the shareholder who has made the public offer.

The sell-out right is exercisable within 3 months from the end of the public offer and the purchase price should be at least equal to the purchase price applicable to the public offer. In the event that the purchase price involves payment other than cash the selling shareholder has a right to demand cash payment.

11.5.15 Notification obligations for acquisition of large shareholdings

11.5.15.1 General

The notification requirements for acquisition of large shareholdings are governed by Cyprus Law 190(I)/2007 as amended.

11.5.15.2 Acquisition or disposal of shares

According to the provisions of Cyprus law a shareholder who acquires or disposes shares (with attached voting rights) in a company, has an obligation to notify the company and the Cyprus Securities and Exchange Commission (via email at info@cysec.gov.cy) of the percentage of voting rights held provided that, as a result of such acquisition or disposal, this percentage (i) in the case of an acquisition, reaches or exceeds, or (ii) in the case of a disposal, reaches or falls below, the thresholds of five percent (5%), or ten percent (10%), or fifteen percent (15%), or twenty percent (20%), or twenty five percent (25%), or thirty percent (30%), or fifty percent (50%) or seventy five percent (75%) of the total voting rights of the issuer.

The obligation to notify is not applicable in the following circumstances:

(a) the shares are acquired for the sole purpose of clearing and settling of transactions at the latest of three working days following the transaction;

(b) a custodian holding shares in its custodian capacity, provided that the custodian can only exercise the voting rights attached to such shares only under instructions given in writing or by electronic means by the beneficiary of the shares;

(c) an acquisition or disposal of voting rights by a market maker, that reaches or exceeds the 5% threshold of the total voting rights of the issuer, provided that the market maker –

  i. acts in its capacity as a market maker and in accordance with the provisions of the Investment Services and Activities and Regulated Markets Law, or where the Republic of Cyprus is not the home member state, in accordance with the law of that member state harmonising directive 2004/39/EC, and

  ii. neither intervenes in the management of the issuer concerned nor exerts any influence on the issuer to buy such shares or back the share price

(d) shares of an issuer, which are held in the trading book of a credit institution or an investment firm, in accordance with Article 4, paragraph 1, point 86 of EU Regulation 575/2013, provided that –

  i. the voting rights attached to such shares do not exceed 5% of the total of voting rights of the issuer, and

  ii. the credit institution or the investment firm ensures that the voting rights attached to such shares are not exercised nor otherwise used to intervene in the management of the issuer

e) shares provided to or by the members of the European System of Central Banks in carrying out their functions as monetary authorities, including shares provided to or by members of the European System of Central Banks under a pledge or repurchase or similar agreement for liquidity granted for monetary policy purposes or within a payment system, provided that the transactions last for a short period and that the voting rights attaching to such shares are not exercised.

There is no regulation of the notification obligations for large shareholdings in the Company's Articles.

11.5.15.3 Acquisition, disposal or right to exercise voting rights

In addition, a person who is entitled to acquire, to dispose of or to exercise voting rights of the Company, has an obligation to notify the Company and the Cyprus Securities and Exchange Commission of the percentage of voting rights held, provided that as a result of the acquisition or of the disposal or of the exercise or of the events changing the breakdown of voting rights of the

Company, that percentage reaches, exceeds or falls below the thresholds mentioned above in any of the following cases or in a combination of them:

(a) Voting rights held by a third party, with whom that person has concluded an agreement, which obliges the contractual parties to adopt, by concerted exercise of the voting rights they hold, a lasting common policy towards the management of the Company

(b) voting rights held by a third party under an agreement concluded with that person providing for the temporary transfer for consideration of the exercise of voting rights in question

(c) voting rights attached to shares which are lodged as collateral with that person, provided that person controls the voting rights and declares its intention to exercise them

(d) voting rights attached to shares in which that person has the life interest

(e) voting rights which are held, or may be exercised within the meaning of paragraphs (a), (b), (c) and (d), by an undertaking controlled by that person

(f) voting rights attached to shares deposited with that person which the person can exercise at its discretion in the absence of specific instructions from the shareholder

(g) voting rights held by a third party in its own name on behalf of that person

(h) voting rights which that person may exercise at its discretion as a proxy of the shareholder in the absence of specific instructions given from the shareholder.

The notification shall be effected as soon as possible but not later than within the next working trading day.

12 TAX MATTERS

Set out below is a summary of certain Norwegian and Cyprus tax matters related to an investment in the Company. The summary regarding Norwegian and Cypros taxation is based on the laws in force in Norway and Cypros as at the date of this Prospectus, which may be subject to any changes in law occurring after such date. Such changes could possibly be made on a retrospective basis.

The following summary does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the shares in the Company. Shareholders who wish to clarify their own tax situation should consult with and rely upon their own tax advisers only. Shareholders resident in jurisdictions other than Norway and shareholders who cease to be resident in Norway for tax purposes (due to domestic tax law or tax treaty) should specifically consult with and rely upon their own tax advisers with respect to the tax position in their country of residence and the tax consequences related to ceasing to be resident in Norway for tax purposes.

The Company has been in dialogue with Norwegian tax authorities regarding its tax domicile and the Norwegian tax authorities has advised the Company that its tax domicile was changed from Cyprus to Norway. The summary below is based on the assumption that the Company is resident in Norway for tax purposes.

Please note that for the purpose of the summary below, a reference to a Norwegian or non-Norwegian shareholder refers to the tax residency rather than the nationality of the shareholder.

12.1 Norwegian tax matters

12.1.1 Taxation of dividends

Norwegian Personal Shareholders

Dividends received by shareholders who are individuals resident in Norway for tax purposes ("**Norwegian Personal Shareholders**") are taxable as ordinary income in Norway for such shareholders at a current rate of 23% to the extent the dividends exceed a statutory tax-free allowance (Nw.: Skjermingsfradrag). The tax basis is adjusted upward with a factor of 1.33 before taxation, implying that dividends exceeding the tax free allowance are effectively taxed at a rate of 30.59%.

The tax-free allowance is calculated on a share-by-share basis. The allowance for each share is equal to the cost price of the share multiplied by a risk free interest rate determined based on the interest rate on Norwegian treasury bills (Nw.: statskasseveksler) with three months maturity plus 0.5 percentage point, and adjusted downwards with the tax rate. The allowance is calculated for each calendar year, and is allocated solely to Norwegian Personal Shareholders holding shares at the expiration of the relevant calendar year.

Norwegian Personal Shareholders who transfer shares will thus not be entitled to deduct any calculated allowance related to the year of transfer.

Any part of the calculated allowance one year exceeding the dividend distributed on the share ("excess allowance") may be carried forward and set off against future dividends received on, or gains upon realisation of, the same share, and will be added to the basis for the allowance calculation. Excess allowance cannot result in a deductible loss.

Norwegian Corporate Shareholders

Dividends distributed from the Company to shareholders who are limited liability companies (and certain similar entities) resident in Norway for tax purposes ("**Norwegian Corporate**

Shareholders"), are effectively taxed at a rate of 0.69% (3% of dividend income from such shares is included in the calculation of ordinary income for Norwegian Corporate Shareholders and ordinary income is subject to tax at a flat rate of 23%).

Non-Norwegian Personal Shareholders

Dividends distributed to shareholders who are individuals not resident in Norway for tax purposes ("**Non-Norwegian Personal Shareholders**"), are as a general rule subject to withholding tax at a rate of 25%. The withholding tax rate of 25% is normally reduced through tax treaties between Norway and the country in which the shareholder is resident. The withholding obligation lies with the company distributing the dividends and the Company assumes this obligation.

Non-Norwegian Personal Shareholders resident within the EEA for tax purposes may apply individually to the Norwegian tax authorities for a refund of an amount corresponding to the calculated tax-free allowance on each individual share (please see "Taxation of dividends – Norwegian Personal Shareholders" above). However, the deduction for the tax-free allowance does not apply in the event that the withholding tax rate, pursuant to an applicable tax treaty, leads to a lower taxation on the dividends than the withholding tax rate of 25% less the tax-free allowance.

If a Non-Norwegian Personal Shareholder is carrying on business activities in Norway and the shares are effectively connected with such activities, the shareholder will generally be subject to the same taxation of dividends as a Norwegian Personal Shareholder, as described above.

Non-Norwegian Personal Shareholders who have suffered a higher withholding tax than set out in an applicable tax treaty may apply to the Norwegian tax authorities for a refund of the excess withholding tax deducted.

Non-Norwegian Personal Shareholders should consult their own advisers regarding the availability of treaty benefits in respect of dividend payments, including the possibility of effectively claiming refund of withholding tax.

Non-Norwegian Corporate Shareholders

Dividends distributed to shareholders who are limited liability companies (and certain other entities) not resident in Norway for tax purposes ("**Non-Norwegian Corporate Shareholders**"), are as a general rule subject to withholding tax at a rate of 25%. The withholding tax rate of 25% is normally reduced through tax treaties between Norway and the country in which the shareholder is resident.

Dividends distributed to Non-Norwegian Corporate Shareholders resident within the EEA for tax purposes are exempt from Norwegian withholding tax provided that the shareholder is the beneficial owner of the shares and that the shareholder is genuinely established and performs genuine economic business activities within the relevant EEA jurisdiction.

If a Non-Norwegian Corporate Shareholder is carrying on business activities in Norway and the shares are effectively connected with such activities, the shareholder will generally be subject to the same taxation of dividends as a Norwegian Corporate Shareholder, as described above.

Non-Norwegian Corporate Shareholders who are exempt from withholding tax or have suffered a higher withholding tax than set out in an applicable tax treaty may apply to the Norwegian tax authorities for a refund of the excess withholding tax deducted.

Nominee registered shares will be subject to withholding tax at a rate of 25% unless the nominee has obtained approval from the Norwegian tax authorities for the dividend to be subject to a lower withholding tax rate. To obtain such approval the nominee is required to file a summary to the tax authorities including all beneficial owners that are subject to withholding tax at a reduced rate.

The withholding obligation in respect of dividends distributed to Non-Norwegian Corporate Shareholders and on nominee registered shares lies with the company distributing the dividends and the Company assumes this obligation.

Non-Norwegian Corporate Shareholders should consult their own advisers regarding the availability of treaty benefits in respect of dividend payments, including the possibility of effectively claiming refund of withholding tax.

12.1.2 Taxation of capital gains on realisation of shares

Norwegian Personal Shareholders

Sale, redemption or other disposal of shares is considered a realisation for Norwegian tax purposes. A capital gain or loss generated by a Norwegian Personal Shareholder through a disposal of shares is taxable or tax deductible in Norway. Such capital gain or loss is included in or deducted from the Norwegian Personal Shareholder's ordinary income in the year of disposal. Ordinary income is taxable at a current rate of 23%. The tax basis is adjusted upward with a factor of 1.33 before taxation/deduction, implying an effective taxation at a rate of 30.59%.

The gain is subject to tax and the loss is tax deductible irrespective of the duration of the ownership and the Norwegian Personal Shareholder's percentage interest in the Company prior to the disposal.

The taxable gain/deductible loss is calculated per share as the difference between the consideration for the share and the Norwegian Personal Shareholder's cost price of the share, including costs incurred in relation to the acquisition or realisation of the share. From this capital gain, Norwegian Personal Shareholders are entitled to deduct a calculated allowance provided that such allowance has not already been used to reduce taxable dividend income. Please refer to "Taxation of dividends – Norwegian Personal Shareholders" above for a description of the calculation of the allowance. The allowance may only be deducted in order to reduce a taxable gain, and cannot increase or produce a deductible loss, i.e. any unused allowance exceeding the capital gain upon the realisation of a share will be annulled.

If the Norwegian Personal Shareholder owns shares acquired at different points in time, the shares that were acquired first will be regarded as the first to be disposed of, on a first-in first-out basis.

Norwegian Corporate Shareholders

Norwegian Corporate Shareholders are exempt from tax on capital gains derived from the realisation of shares qualifying for participation exemption, including shares in the Company (under the assumption that the Company is considered tax resident in Norway). Losses upon the realisation and costs incurred in connection with the purchase and realisation of such shares are not deductible for tax purposes.

Non-Norwegian Personal Shareholders

Gains from the sale or other disposal of shares by a Non-Norwegian Personal Shareholder will not be subject to taxation in Norway unless (i) the shares are effectively connected with business activities carried out or managed in Norway, or (ii) the shares are held by an individual who has been a resident of Norway for tax purposes with unsettled/postponed exit tax.

Non-Norwegian Corporate Shareholders

Capital gains derived by the sale or other realisation of shares by Non-Norwegian Corporate Shareholders will not be subject to taxation in Norway unless the shares are effectively connected with business activities carried out or managed in Norway.

12.1.3 Net wealth tax

The value of shares is included in the basis for the computation of net wealth tax imposed on Norwegian Personal Shareholders. Currently, the marginal net wealth tax rate is 0.85% of the value assessed. The Shares will be included in the net wealth with 80 % of their listed value as of 1 January in the assessment year (i.e. the year following the relevant fiscal year).

Norwegian Corporate Shareholders are not subject to net wealth tax.

Non-resident shareholders are generally not subject to Norwegian net wealth tax, unless the Shares are held in connection with business activities carried out or managed from Norway.

12.1.4 Duties on transfer of shares

No stamp or similar duties are currently imposed in Norway on the transfer of shares, whether on acquisition or disposal.

12.2 Cyprus tax matters

As a company not resident in Cyprus, the Company will be subject to corporate tax at the rate of 12.5% only on income accrued or derived from a business activity which is carried out through a permanent establishment in Cyprus and on certain income arising from sources in Cyprus, such as income from property situated in Cyprus, including rents and royalties. All dividends and other amounts/payments paid by the Company to shareholders in respect of Shares that they hold will not be liable to income tax in Cyprus.

The Company may, in addition, be subject to Special Contribution for Defence tax in Cyprus at the rate of 17% on dividend income received from a company which is not resident in Cyprus, if the company paying the dividends derives more than 50% of its profits directly or indirectly from investment activities and the foreign tax burden abroad is substantially lower rate than the tax rate payable in Cyprus (below of 6,25%). There are no capital gains taxes, capital transfer taxes, estate duties or inheritance duties payable by the Company in Cyprus with respect to the Shares. Capital gains tax would apply in case where the is Cyprus property involved.

Dividend income is not subject to income tax in Cyprus except where it is considered as income from hybrid instruments where in such a case is taxable in Cyprus. Furthermore, payments of dividends by Cyprus tax residents to non-residents are exempt from Cypriot withholding tax.

13 TRANSFER RESTRICTIONS

13.1 General

No actions have been taken, and no actions are intended to be taken, to register the New Shares in any other jurisdiction than in Norway. The transfer of any of these securities in or into various jurisdictions may be restricted or affected by law in such jurisdictions.

No securities of the Company are being offered by means of this Prospectus. This Prospectus does not constitute an invitation to purchase any of the securities of the Company in any jurisdiction in which such offer or sale would be unlawful. No one has taken any action that would permit a offering of the securities of the Company to occur outside of Norway. Accordingly, neither this Prospectus nor any advertisement or any other material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. The Company and the Managers require persons in possession of this Prospectus to inform themselves about and to observe any such restrictions. The securities of the Company may be subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under applicable securities laws and regulations. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

The following is a summary of certain transfer restrictions that may apply to the securities of the Company pursuant to legislation in certain jurisdictions. The contents do not constitute an exhaustive description of all transfer restrictions that may apply in such jurisdictions, and similar or other restrictions may also follow from applicable laws and regulations in other jurisdictions.

13.2 Transfer restrictions – United States

The securities of the Company have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Terms defined in Rule 144A or Regulation S shall have the same meaning when used in this Section.

Each purchaser of the securities of the Company outside the United States pursuant to Regulation S will be deemed to have acknowledged, represented and agreed that it has received a copy of this Prospectus and such other information as it deems necessary to make an informed decision and that:

- The purchaser is authorised to consummate the purchase of the securities of the Company in compliance with all applicable laws and regulations.
- The purchaser acknowledges that the securities of the Company have not been and will not be registered under the Securities Act or with any securities regulatory authority or any state of the United States, and are subject to significant restrictions on transfer.
- The purchaser is, and the person, if any, for whose account or benefit the purchaser is acquiring the securities of the Company was located outside the United States at the time the buy order for the securities of the Company was originated and continues to be located outside the United States and has not purchased the securities of the Company for the benefit of any person in the United States or entered into any arrangement for the transfer of the securities of the Company to any person in the United States.
- The purchaser is not an affiliate of the Company or a person acting on behalf of such affiliate, and is not in the business of buying and selling securities or, if it is in such business, it did not acquire the securities of the Company from the Company or an affiliate thereof in the initial distribution of such securities.

- The purchaser is aware of the restrictions on the offer and sale of the securities of the Company pursuant to Regulation S described in this Prospectus.
- The securities of the Company have not been offered to it by means of any "directed selling efforts" as defined in Regulation S.
- The Company shall not recognise any offer, sale, pledge or other transfer of the securities of the Company made other than in compliance with the above restrictions.
- The purchaser acknowledges that the Company, the Managers and their respective advisers will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

Each purchaser of the securities of the Company within the United States pursuant to Rule 144A acknowledges, represents and agrees that it has received a copy of this Prospectus and such other information as it deems necessary to make an informed investment decision and that:

- The purchaser is authorized to consummate the purchase of the securities of the Company in compliance with all applicable laws and regulations.
- The purchaser acknowledges that the Securities of the Company have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of the United States and are subject to significant restrictions to transfer.
- The purchaser (i) is a QIB (as defined in Rule 144A), (ii) is aware that the sale to it is being made in reliance on Rule 144A and (iii) is acquiring such Securities of the Company for its own account or for the account of a QIB, in each case for investment and not with a view to any resale or distribution of the Securities of the Company, as the case may be.
- The purchaser is aware that the Securities of the Company are being offered in the United States in a transaction not involving any Offering in the United States within the meaning of the U.S. Securities Act.
- If, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Securities of the Company, as the case may be, such shares may be offered, sold, pledged or otherwise transferred only (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A, (ii) in accordance with Regulation S, (iii) in accordance with Rule 144 (if available), (iv) pursuant to any other exemption from the registration requirements of the U.S. Securities Act, subject to the receipt by the Company of an opinion of counsel or such other evidence that the Company may reasonably require that such sale or transfer is in compliance with the U.S. Securities Act or (v) pursuant to an effective registration statement under the U.S. Securities Act, in each case in accordance with any applicable securities laws of any state or territory of the United States or any other jurisdiction.
- The purchaser is not an affiliate of the Company or a person acting on behalf of such affiliate, and is not in the business of buying and selling securities or, if it is in such business, it did not acquire the Securities of the Company from the Company or an affiliate thereof in the initial distribution of such Shares.
- The Securities of the Company are "restricted securities" within the meaning of Rule 144A (3) and no representation is made as to the availability of the exemption provided by Rule 144 for resale of any Securities of the Company, as the case may be.
- The Company shall not recognise any offer, sale pledge or other transfer of the Securities of the Company made other than in compliance with the above-stated restrictions.
- The purchaser acknowledges that the Company, the Selling Shareholder, the Managers and their respective advisers will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements. No securities are being offered in any jurisdiction by means of this Prospectus.

13.3 Transfer restrictions – other jurisdictions

Similar or other restrictions may also exist for investors in other jurisdictions in respect of the securities of the Company.

14 ADDITIONAL INFORMATION

14.1 Related party transactions

All related party transactions have been entered into on an arm's length basis.

The Company had no related party transactions during the year of 2017, 2016 and 2015. In 2015, the company was leasing the Munin Explorer from Ordinat Shipping. Ordinat Shipping AS was not a major shareholder as per 31 December 2015 (less than 5% of ordinary shares), and Ordinat Shipping AS was not considered to be a related party as per the 31 December balance sheet date.

14.2 Disputes, legal proceedings and other matters

SeaBird has received a demand for paying tax in Colombia relating to a project in 2014. The estimated tax liability is USD 2.8 million as of the date of the Prospectus. SeaBird has accrued for USD 2.8 million for tax liabilities and accrued interest in Colombia as per the 30 June 2018 balance sheet date. In total, SeaBird has accrued for USD 5.1 million in corporate taxes and accrued interest as per 30 June 2018, of which USD 3.0 million is payable and overdue as per the 30 June 2018 balance sheet date. The remaining amount mainly consists of provisions for estimated taxes (USD 1.0 million) and tax positions with agreed payment plans (USD 1.2 million).

As of the date of this Prospectus, SeaBird is not and has not been for the past 12 months involved in any other legal, governmental or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware) which may have, or have had in the recent past, significant effects on its's financial position or profitability.

14.3 Documents on display

Copies of the following documents will be available for inspection at the Company's registered office (SeaBird Exploration Plc, 25, Kolonakiou Street Block B, Office 101, 4103 Linopetra, Limassol, Cyprus) during normal business hours from Monday to Friday each week (except public holidays) for a period of 12 months from the date of this Prospectus:

i. the Memorandum and Articles of Association of the Company;

ii. all reports, letters, and other documents, historical financial information, valuations and statements prepared by any experts at the issuer's request any part of which is included or referred to in the registration document;

iii. the 2017, 2016 and 2015 annual financial statements ;

iv. the 2018 second quarter financial statement;

14.4 Documents incorporated by reference

The following table sets forth an overview of documents incorporated by reference in this Prospectus. No information not appearing in the table below is incorporated by reference. Where parts of a document is referenced, and not the document as a whole, the remainder of such document is either deemed irrelevant to an investor in the context of the requirements if this Prospectus, or the corresponding information is covered elsewhere in this Prospectus.

Section in Prospectus	Disclosure requirement	Reference document and web address	Pages in reference document
9 and 10	Audited historical financial information	Financial statements Q2 2018 http://hugin.info/136336/R/2211474/861518.pdf	2-15

	(Annex I, Section 20.1), including summarised financial information (Annex I, Section 20.6.1), and including accounting policies (Annex I, Section 20.1)	Financial statements Q2 2017 http://hugin.info/136336/R/2127929/812702.pdf	2-19
		Financial statements 2017 – the group: http://hugin.info/136336/R/2188914/846811.pdf	32-69
		Directors' report 2017 – the group: http://hugin.info/136336/R/2188914/846811.pdf	22-23
		Financial statements 2016 – the group: http://hugin.info/136336/R/2088560/788383.pdf	30-63
		Directors' report 2016 – the group: http://hugin.info/136336/R/2088560/788383.pdf	26-29
		Financial statements 2015 – the group: http://hugin.info/136336/R/1995669/735243.pdf	30-76
		Directors' report 2015 – the group: http://hugin.info/136336/R/1995669/735243.pdf	26-29
9.2	Audit report (Annex I, Section 20.4.)	Auditors' report 2017 – the group: http://hugin.info/136336/R/2188914/846811.pdf	82-85
		Auditors' report 2016 – the group: http://hugin.info/136336/R/2088560/788383.pdf	76-79
		Auditors' report 2015 – the group: http://hugin.info/136336/R/1995669/735243.pdf	77-78

14.5 Confirmation regarding sources

The information in this Prospectus that has been sourced from third parties has been accurately reproduced and as far as the Company is aware of and able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. The source of third party information is identified wherever used. This Prospectus contains market data, industry forecasts and other information published by third parties, including information related to the sizes of markets in which SeaBird operates. The information has been extracted from a number of sources. The Company has estimated certain market share statistics using both its internal data and industry data from other sources. Although the Company regards these sources as reliable, the information contained in them has not been independently verified. Therefore, the Company does not guarantee or assume any responsibility for the accuracy of the data, estimates, forecasts or other information taken from the sources in the public domain. This Prospectus also contains assessments of market data and information derived therefrom that could not be obtained from any independent sources. Such information is based on the Company's own internal assessments and may therefore deviate from the assessments of competitors of the Company or future statistics by independent sources.

14.6 Statement regarding expert opinions

This Prospectus does not refer to expert opinions.

14.7 Cautionary note regarding forward-looking statements

This Prospectus and the documents incorporated by reference herein contain forward-looking statements, making reference in particular to statements made in Sections 6, 8, and 9.7. All statements other than statements of historical facts are statements that could be deemed forward-looking statements, including statements preceded by, followed by or that include the words "estimate," "plan," project," "forecast," "intend," "expect," "anticipate," "believe," "think," "view," "seek," "target," "goal," or similar expressions; any projections of earnings, revenues, expenses, synergies, margins or other financial items; any statements of the plans, strategies and objectives of management for future operations, including integration and any potential restructuring plans; any statements concerning proposed new products, services, developments or industry rankings; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing.

Such forward-looking statements, whether expressed or implied, are subject to risks and uncertainties which could cause the actual results of the Company or its consolidated subsidiaries to differ materially from those implied by such forward-looking statements, due to a number of factors, many of which are beyond SeaBird's control. If any of these risks or uncertainties materialize or any of these assumptions proves incorrect, results of SeaBird could differ materially from the expectations in these statements. The Company does not undertake any obligation to update these forward-looking statements, except as required by law.

No forward-looking statements contained in this Prospectus should be relied upon as predictions of future events. No assurance can be given that the expectations expressed in these forward-looking statements will prove to be correct. Actual results could differ materially from expectations expressed in the forward-looking statements if one or more of the underlying assumptions or expectations proves to be inaccurate or is unrealized. Some important factors that could cause actual results to differ materially from those in the forward-looking statements are, in certain instances, included with such forward-looking statements.

Readers are cautioned not to place undue reliance on the forward-looking statements contained in this Prospectus, which only represent the best judgment of the Company's management as of the date of this Prospectus. Except as required by applicable law, the Company does not undertake any responsibility to update forward-looking statements, whether as a result of new information, future events or otherwise. Readers are advised, however, to consult any further public disclosures made by the Company, such as filings made with Oslo Børs or press releases.

15 DEFINITIONS AND GLOSSARY OF TERMS

When used in this Prospectus, the following terms shall have the meanings set out below, unless the context otherwise requires. Words importing the plural shall be construed to include the singular and vice versa.

Company related terms

Articles of Association, or the Articles	The articles of association of the Company in force as at the date of this Prospectus.
Company	SeaBird Exploration Plc, a limited liability company incorporated in the Republic of Cyprus under the Companies Law, CAP. 113 (as amended) of the statute laws of the Republic of Cyprus with its registered office at 25, Kolonakiou Street Block B, Office 101, 4103 Linopetra, Limassol, Cyprus.
General Meeting or EGM	The general meeting of the Company.
Group	SeaBird Exploration Plc together with its consolidated subsidiaries.
SeaBird...	SeaBird Exploration Plc
Memorandum	The memorandum of association of the Company in force as at the date of this Prospectus.
Vessel or Geowave Voyager	The seismic vessel Geowave Voyager.

Terms related to this prospectus, and to the securities and transactions giving rise thereto

New Shares...	The 632,000,000 Shares being admitted to trading by means of this Prospectus.
Eligible Shareholders	Shareholders in the Company, as of 11 July 2018, as registered with the VPS on 13 July 2018 (the "Record Date"), who were did not participate in the Private Placement, and who are not resident in a jurisdiction where such offering would be unlawful or (for jurisdictions other than Norway) would require any prospectus, filing, registration or similar action.
Ineligible Jurisdiction	Jurisdictions where the Prospectus may not be distributed and/or with legislation that, according to the Company's assessment, prohibits or otherwise restricts subscription for Offer Shares.
Ineligible Shareholders	Any person in an Ineligible Jurisdiction.
Managers...	ABG Sundal Collier ASA, Fearnley Securities AS and Sparebank 1 Markets AS
Offer Shares..	The 10,000,000 new consolidated shares to be issued in the Subsequent Offering.
Payment Date..	The payment for Offer Shares allocated to a subscriber falls due on 20 September 2018.
Private Placement	The private placement of 632,000,000 new shares in the Company.
Prospectus	This prospectus dated at the date of its front cover.
Record Date	13 July 2018.
Restructuring...	The consensual restructuring of the SeaBird group, as announced on 26 May 2017.
Subscription Period	From 3 September 2018 to 17 September 2018 at 12:00 CET
Subscription Price	NOK 1.90 per share
Subsequent Offering.......................................	The offering of 10,000,000 new consolidated ordinary shares directed towards Eligible Shareholders.
SBX04	SeaBird Exploration Finance Limited First Lien Callable Bond Issue 2015/2018.
Share(s)	"Shares" means the ordinary shares in the capital of SeaBird Exploration Plc, each having a nominal value of USD 0.001 (or, where the context so requires or permits, beneficial interests in such Shares held by the VPS Registrar) and "Share" means any one of them.
Transaction	The fulfillment all conditions related to the acquisition of the seismic vessel Geowave Voyager and certain seismic equipment from Exploration Vessel Resources II AS, a wholly owned subsidiary of CGG S.A. ("CGG"), for a cash consideration of USD 17 million.

Industry related terms

2D	Two dimensional (a term used to describe a type of seismic survey)
3D	Three dimensional (a term used to describe a type of seismic survey)
4C/4D	Four components / four dimensional (a term used to describe a type of seismic survey
4D	Four dimemensional (a term used to describe a type of seismic survey)
Contract seismic	Seismic activity undertaken for the account and risk of a client, and where the client becomes the owner of the seismic data being collected.
Multi-client seismic, or MC...............................	Seismic activity undertaken for the account and risk (in whole or in part) of the seismic company, and where such seismic company has the right to multiple sales of the seismic data.
QHSE	Systems and procedures related to Quality, Health, Safety, and Environment.
OPEC	Organization of Petroleum Exporting Countries.
Wide azimuth	A seismic survey method used to capture a broader wavefield of the reflected sound waves than conventional seismic surveys, thereby generally requiring additional equipment.

Legal and other terms

AED	United Arab Emirates dirham, the lawful currency of United Arab Emirates.
CET	Central European Time.
Code of Practice...	Norwegian Code of Practice of Corporate Governance, as last published on 30 October 2014.
Companies Law..	The Companies Law, CAP. 113 (as amended) of the statute laws of the Republic of Cyprus and other applicable company legislation in force in Cyprus.
Cyprus Corporate Governance Code	The Corporate Governance Code of April 2014 issued by the Cyprus Stock Exchange.
EEA	The European Economic Area
EU	The European Union
EUR	Euros, the official currency of the eurozone.
GBP...	Pound sterling, the lawful currency of the United Kingdom.
MXN..	Mexican peso, the lawful currency of Mexico.
NGN	Naira, the lawful currency of Nigeria.
NOK	Kroner, the lawful currency of Norway.
Non-Norwegian Corporate Shareholders............	Shareholders who are limited liability companies (and certain similar entities) not resident in Norway for tax purposes.
Non-Norwegian Personal Shareholders	Shareholders who are individuals not resident in Norway for tax purposes.
Norwegian Corporate Shareholders	Shareholders who are limited liability companies (and certain similar entities) resident in Norway for tax purposes.
Norwegian FSA	The Financial Supervirosy Authority of Norway (Nw.: Finanstilsynet)
Norwegian kroner or NOK	Norwegian kroner, the lawful currency of Norway.
Norwegian Personal Shareholders	Shareholders who are individuals resident in Norway for tax purposes.
Norwegian Securities Trading Act	Norwegian Securities Trading Act of 29 June 2007 no. 75. (*Norwegian: "verdipapirhandelloven"*).
Oslo Børs	The stock exchange operated by Oslo Børs ASA.
Prospectus Directive	Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as amended by Directive 2010/73/EU as the case may be.
Q1, Q2, Q3, Q4	The three months period ending 31 March, 30 June, 30 September, and 31 December, respectively.
Registrar Agreement	The agreement entered into by the Company and the VPS Registrar relating to the VPS registration of beneficial interests in the Shares.
Rule 144A	Rule 144A under the U.S. Securities Act.
SGD	Singapore dollars, the lawful currency of the Republic of Singapore.

Shareholder(s)	Persons or legal entities registered in the VPS register as owner of an interest in a Share.
Stock Exchange Regulations	The Norwegian Stock Exchange Regulations of 29 June 2007 No. 876.
Takeover Bids Directive	Directive 2004/25/EC of the European Parliament and of the Council of 21 April 2004 on takeover bids
UK	United Kingdom.
U.S. Securities Act	U.S. Securities Act of 1933, as amended.
U.S. dollars, USD or $	U.S. dollars, the lawful currency of the United States of America.
VPS	Verdipapirsentralen, the Norwegian Central Securities Depository.
VPS Registrar	DNB Bank ASA, Verdipapirservice, P.O.Box 1600, N-0021 Oslo, being the party maintaining a record of the Company's Shares in VPS and providing services related thereto under the Registrar Agreement.

APPENDIX 1: SUBSCRIPTION FORM FOR THE SUBSEQUENT OFFERING

SeaBird Exploration PLC

SUBSEQUENT OFFERING SEPTEMBER 2018

In order for investors to be certain to participate in the Subsequent Offering, Subscription Forms must be received no later than 17 September **2018 at 12:00 CET**. The subscriber bears the risk of any delay in the postal communication, busy facsimiles and data problems preventing orders from being received by the Managers.

SUBSCRIPTION FORM

Properly completed Subscription Forms must be submitted to the Managers as set out below:

ABG Sundal Collier Norge ASA	Fearnley Securities AS	Sparebank 1 Markets AS
Munkedamsveien 45e, 7th floor N-0250 Oslo, Norway Tel: + 47 22 01 60 00 Fax: +47 22 01 60 60 E-mail: subscription@abgsc.no	Grev Wedels plass 9 P.O. Box 1158 Sentrum N-0107 Oslo Tel: +47 22 93 60 00 E-mail: tegninger@fearnleys.no	Haakon V's Gate 5 N-0114 Oslo, Norway Tel: +47 24 14 74 00 Fax: : +47 24 14 74 01 E-mail: subscription@sb1markets.no

NORWEGIAN SUBSCRIBERS DOMICILED IN NORWAY CAN IN ADDITION SUBSCRIBE FOR SHARES AT WWW.ABGSC.NO, WWW.FEARNLEYSECURITIES.NO AND WWW.SB1MARKETS.NO

General information: The terms and conditions for the subsequent offering (the "Subsequent Offering") in SeaBird Exploration PLC (the "Company" or "SeaBird") of up to 10,000,000 consolidated ordinary shares (the "Offer Shares") pursuant to an authorization by the Company's extraordinary general meeting on 23 October 2017 (the "EGM") are set out in the prospectus dated 22 August 2018 (the "Prospectus"). Terms defined in the Prospectus shall have the same meaning in this subscription form. Notice of and minutes from the EGM (with enclosures), the Company's articles of association and annual accounts for the last three years, are available at the company's registered office. In case of any discrepancies between the subscription form and the Prospectus, the Prospectus shall prevail.
Offer Shares and Subscription Rights: The Subsequent Offering comprises 10,000,000 non-tradeable subscription rights ("Subscription Rights"), where each Subscription Right, subject to applicable securities laws, give the right to subscribe for and be allocated one (1) Offer Share. Over-subscription is allowed. No fractional Offer Shares will be issued.
Subscription Period: The subscription period is from and including 3 September 2018 to 12:00 CET on 17 September 2018 (the "Subscription Period"). Neither the Company nor the Managers may be held responsible for delays in the mail system or for Subscription Forms forwarded by facsimile that are not received in time by the Managers. It is not sufficient for the Subscription Form to be postmarked within the deadline. The Managers have discretion to refuse any improperly completed, delivered or executed Subscription Forms or any subscription which may be unlawful. Subscription Forms that are received too late or are incomplete or erroneous are therefore likely to be rejected without any notice to the subscriber. The subscription for Offer Shares is irrevocable and may not be withdrawn, cancelled or modified once it has been received by the Managers. Multiple subscriptions are allowed. Subscription without subscription rights will not be permitted.
Subscription price: The subscription price for one (1) Offer Share is NOK 1.90.
Right to subscribe: The Subscription Rights will be issued to the Company's shareholders as of close of trading on 11 July 2018 (as registered in VPS on 13 July 2018 (the "Record Date") who did notparticipate in the private placement completed 11 July 2018 ("Eligible Shareholders"). Subscription Rights not used to subscribe for the Offer Shares (in full or partly) will lapse without any compensation upon expiry of the Subscription Period and will consequently be of no value. The number of Subscription Rights allocated to each Eligible Shareholder will be rounded down to the nearest whole Subscription Right.
Allocation: The allocation criteria are set out in the Prospectus. All Subscribers being allotted Offer Shares will receive a letter from the Managers confirming the number of Offer Shares allotted to the Subscriber. This letter is expected to be mailed on or about 18 September 2018.
Payment: The payment for the Offer Shares falls due on 20 September 2018 (the "Payment Date"). By signing the Subscription Form, each Subscriber having a Norwegian bank account authorises the Managers to debit the bank account specified by the Subscriber below for payment of the allotted Offer Shares for transfer to the Managers. The Managers reserve the right to make up to three attempts to debit the Subscribers' accounts if there are insufficient funds on the account on previous debit dates. Subscribers who do not have a Norwegian bank account must ensure that payment with cleared funds for the Offer Shares allocated to them is made on or before the Payment Date and should contact the Managers in this respect for further details and instructions.
Personal Data: By submitting this subscription form to the Managers, the Managers receive personal information of you in order to fulfil their agreement to which you as a subscriber is a party and to meet their legal obligations. The Managers inter alia need to comply with the Norwegian Securities Trading Act and Regulations, the Norwegian Money Laundering Act, MiFID II and the Market Abuse Regulations in order to among others prevent money laundering and insider trading, to classify and register clients, to receive orders and executing orders and to perform settlement. The personal data is only shared internally on a need to know basis and with authorities that requests certain information through an investigation or a regulatory audit in accordance with applicable laws or regulations. More information of your personal data can be found on the Managers' respective web pages or upon request to either of them.

DETAILS OF THE SUBSCRIPTION

Subscriber's VPS account	**Number of Subscription Rights**	**Number of Offer Shares subscribed (incl. over-subscription):**	**(For broker: Consecutive no.)**

1 SUBSCRIPTION RIGHT GIVES THE RIGHT TO BE ALLOCATED 1 OFFER SHARE	**Σx**	**Subscription price per Offer Share** *1. NOK 1.90*	**Total Subscription amount to be paid** **NOK**

IRREVOCABLE AUTHORISATION TO DEBIT ACCOUNT (MUST BE COMPLETED)

My Norwegian bank account to be debited for the consideration for shares allotted (number of shares allotted x subscription price).	(Norwegian bank account no. 11 digits)

In accordance with the terms and conditions set out in the Prospectus and this Subscription Form, I/we hereby irrevocably subscribe for the number of Offer Shares specified above and grant the Managers authorisation to debit (by direct or manual debiting as described above) the specified bank account for the payment of the Offer Shares allocated to me/us.

Place and date
Must be dated in the Subscription Period

Binding signature. The subscriber must have legal capacity. When signed on behalf of a company or pursuant to an authorisation, documentation in the form of a company certificate or power of attorney should be attached

INFORMATION ON THE SUBSCRIBER

VPS account number		In the case of changes in registered information, the account operator must be contacted. Your account operator is:
Forename		
Surname/company		
Street address (for private: home address):		
LEI code (1)		
Post code/district/country		
Personal ID number/Organisation number		

Norwegian Bank Account for dividends		
Nationality		
Daytime telephone number		
E-mail address		

(1) From 3 January 2018, all clients, with the exception of private infividuals, must have a Legal Entity Identifyer ("LEI") in order to continue trading through regulated investment firms in the EU/EEA. Please note that a LEI number is not required for private individuals.

ADDITIONAL INFORMATION FOR THE SUBSCRIBER

Regulatory Issues: In accordance with the Markets in Financial Instruments Directive ("**MiFID**") of the European Union, Norwegian law imposes requirements in relation to business investments. In this respect the Managers must categorize all new clients in one of three categories: eligible counterparties, professional and non-professional clients. All subscribers in the Subsequent Offering who are not existing clients of the Managers will be categorized as non-professional clients. Subscribers can, by written request to the Managers, ask to be categorized as a professional client if the subscriber fulfils the applicable requirements of the Norwegian Securities Trading Act. For further information about the categorization, the subscriber may contact the Managers on telephone + 47 22 01 60 00 or +47 24 14 74 00. **The subscriber represents that he/she/it is capable of evaluating the merits and risks of an investment decision to invest in the Company by subscribing for Offer Shares, and is able to bear the economic risk, and to withstand a complete loss, of an investment in the Offer Shares.**

Selling and Transfer Restrictions: The attention of persons who wish to subscribe for Offer Shares is drawn to section 13 "Transfer Restrictions" of the Prospectus. The making or acceptance of the Subsequent Offering to or by persons who have registered addresses outside Norway or who are resident in, or citizens of, countries outside Norway, may be affected by the laws of the relevant jurisdiction. Those persons should consult their professional advisers as to whether they require any governmental or other consents or need to observe any other formalities to enable them to subscribe for Offer Shares. It is the responsibility of any person outside Norway wishing to subscribe for Offer Shares under the Subsequent Offering to satisy himself/herself as to the full observance of the laws of any relevant jurisdiction in connection therewith, including obtaining any governmental or other consent which may be required, the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such territorries. The Subscription Rights and Offer Shares have not been registered and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or under the securities law of any state or other jurisdiction of the United States and may not be offered, sold, taken up, exercised, resold, delivered or transferred, directly or indirectly, within the United States. There will be no public offer of the Subscription Rights and Offer Shares in the United States. The Subscription Rights and Offer Shares have not been and will not be registered under the applicable securities laws of Australia, Canada, Hong Kong, Japan or Switzerland and may not be offered, sold, resold or delivered, directly or indirectly, in or into Australia, Canada, Hong Kong, Japan or Switzerland except pursuant to an applicable exemption from applicable securities laws. This Subscription Form does not constitute an offer to sell or a solicitation of an offer to buy Offer Shares in any jurisdiction in which such offer or solicitation is unlawful. Subject to certain exceptions, the Prospectus will not be distributed in the United States, Australia, Canada, Hong Kong, Japan or Switzerland. Except as otherwise provided in the Prospectus, the Subscription Rights and the Offer Shares may not be transferred, sold or delivered in the United States, Australia, Canada, Hong Kong, Japan or Switzerland. Exercise of Subscription Rights and subscription of Offer Shares in contravention of the above restrictions and those set out in the Prospectus may be deemed to be invalid.

Execution Only: The Managers will treat the Subscription Form as an execution-only instruction. The Managers are not required to determine whether an investment in the Offer Shares is appropriate or not for the subscriber. Hence, the subscriber will not benefit from the protection of the relevant conduct of business rules in accordance with the Norwegian Securities Trading Act.

Information Exchange: The subscriber acknowledges that, under the Norwegian Securities Trading Act and the Norwegian Commercial Banks Act and foreign legislation applicable to the Managers there is a duty of secrecy between the different units of each of the the Managers as well as between the Managers and the other entities in the Managers's group. This may entail that other employees of the Managers or the Managers' groups may have information that may be relevant to the subscriber and to the assessment of the Offer Shares, but which the Managers will not have access to in their capacity as Managers for the Subsequent Offering.

Information Barriers: The Managers are securities firms that offers a broad range of investment services. In order to ensure that assignments undertaken in the Managers's corporate finance department are kept confidential, the Managers' other activities, including analysis and stock broking, are separated from the Managers' corporate finance department by information walls. The subscriber acknowledges that the Managers' analysis and stock broking activity may act in conflict with the subscriber's interests with regard to transactions of the Shares, including the Offer Shares, as a consequence of such information walls.

Mandatory Anti-Money Laundering Procedures: The Subsequent Offering is subject to the Norwegian Money Laundering Act No. 11 of March 6, 2009 and the Norwegian Money Laundering Regulations No. 302 of March 13, 2009 (collectively the "**Anti-Money Laundering Legislation**"). Subscribers who are not registered as existing customers with the Managers must verify their identity in accordance with the requirements of the Anti-Money Laundering Legislation, unless an exemption is available. Subscribers who have designated an existing Norwegian bank account and an existing VPS account on the Subscription Form are exempted, unless verification of identity is requested by the Managers. The verification of identity must be completed prior to the end of the Subscription Period. Subscribers that have not completed the required verification of identity may not be allocated Offer Shares. Further, in participating in the Subsequent Offering, each subscriber must have a VPS account. The VPS account number must be stated on the Subscription Form. VPS accounts can be established with authorised VPS registrars, which can be Norwegian banks, authorised securities brokers in Norway and Norwegian branches of credit institutions established within the EEA. Establishment of a VPS account requires verification of identity before the VPS registrar in accordance with the Anti-Money Laundering Legislation. Non-Norwegian investors may, however, use nominee VPS accounts registered in the name of a nominee. The nominee must be authorized by the Financial Supervisory Authority of Norway.

Terms and Conditions for Payment by Direct Debiting - Securities Trading: Payment by direct debiting is a service the banks in Norway provide in cooperation. In the relationship between the payer and the payer's bank the following standard terms and conditions will apply:

a) The service "Payment by direct debiting – securities trading" is supplemented by the account agreement between the payer and the payer's bank, in particular Section C of the account agreement, General terms and conditions for deposit and payment instructions.
b) Costs related to the use of "Payment by direct debiting – securities trading" appear from the bank's prevailing price list, account information and/or information given by other appropriate manner. The bank will charge the indicated account for costs incurred.
c) The authorization for direct debiting is signed by the payer and delivered to the beneficiary. The beneficiary will deliver the instructions to its bank who in turn will charge the payer's bank account.
d) In case of withdrawal of the authorization for direct debiting the payer shall address this issue with the beneficiary. Pursuant to the Norwegian Financial Contracts Act, the payer's bank shall assist if the payer withdraws a payment instruction that has not been completed. Such withdrawal may be regarded as a breach of the agreement between the payer and the beneficiary.
e) The payer cannot authorize payment of a higher amount than the funds available on the payer's account at the time of payment. The payer's bank will normally perform a verification of available funds prior to the account being charged. If the account has been charged with an amount higher than the funds available, the difference shall immediately be covered by the payer.
f) The payer's account will be charged on the indicated date of payment. If the date of payment has not been indicated in the authorization for direct debiting, the account will be charged as soon as possible after the beneficiary has delivered the instructions to its bank. The charge will not, however, take place after the authorization has expired as indicated above. Payment will normally be credited the beneficiary's account between one and three working days after the indicated date of payment/delivery.

g) If the payer's account is wrongfully charged after direct debiting, the payer's right to repayment of the charged amount will be governed by the account agreement and the Norwegian Financial Contracts Act.

Overdue and missing payments: Overdue and late payments will be charged with interest at the applicable rate from time to time under the Norwegian Act on Interest on Overdue Payment of 17 December 1976 no. 100, currently 8.5% per annum. If a subscriber fails to comply with the terms of payment, the Offer Shares will, subject to the restrictions in the Norwegian Public Limited Companies Act and at the discretion of the Managers, not be delivered to the subscriber. The Managers, on behalf of the Company, reserve the right, at the risk and cost of the subscriber to, at any time, cancel the subscription and to re-allocate or otherwise dispose of allocated Offer Shares for which payment is overdue, or, if payment has not been received by the third day after the Payment Date, without further notice sell, assume ownership to or otherwise dispose of the allocated Offer Shares on such terms and in such manner as the Managers may decide in accordance with Norwegian law. The subscriber will remain liable for payment of the subscription amount, together with any interest, costs, charges and expenses accrued and the Managers, on behalf of the Company, may enforce payment for any such amount outstanding in accordance with Norwegian law.

SeaBird Exploration Plc

Cyprus Office – Head Office

Zavos House Kolonakiou Shopping Centre
25 Kolonakiou Street,
Block B, Office 101
4103 Linopetra, Limassol, Cyprus
Tel: +357 2581 4416
Fax: +357 2581 4420

E-mail: corporate@sbexp.com

Oslo Office

SeaBird Exploration Norway AS
Cort Adelers gate 16
P.O. Box 1302 Vika
0112 Oslo, Norway
Enterprise no: 977 236 371
Tel: +47 2240 2700
Fax: +47 2240 2701
E-mail:
corporate@sbexp.com

Singapore Office

SeaBird Exploration - Asia Pacific Region
P.O. Box 889340
Singapore 919191
Tel: +65 9180 2605
Fax: +65 6258 4120

E-mail:
corporate@sbexp.com

Managers

ABG Sundal Collier ASA

Munkedamsveien 45E
P.O. Box 1444 Vika
N-0115 Oslo, Norway

Tel: +47 22016000
Fax: +47 22016060

www.abgsc.com

Fearnley Securities AS

Grev Wedels plass 9
P.O. Box 1158 Sentrum
N-0107 Oslo

Tel: +47 22 93 60 00

www.fearnleysecurities.no

Sparebank 1 Markets AS

Haakon V´s gt 5,
P.O. Box 1398 Vika
NO-0114, Oslo, Norway

Tel: +47 24 14 74 00
Fax: +47 24 14 74 01

www.sb1markets.com

Company legal advisors

As to Norwegian law:

Advokatfirmaet Schjødt AS

Ruseløkkveien 14
P.O.Box 2444 Solli
NO-0201 Oslo, Norway

Tel: +47 22 01 88 00

www.schjodt.no

As to Cyprus law:

Montanios & Montanios LLC
Advocates and legal consultants

Diagoras House
16 Pantelis Catelaris Street
P.O.Box 25001
CY-1306 Nicosia, Cyprus

Tel: +357 22 66 07 66

www.montanioslaw.com.cy