

15 May 2014

Riverstone Energy Limited – Interim Management Statement

Guernsey (15 May 2014) - Riverstone Energy Limited ("REL") is issuing this Interim Management Statement ("IMS") in accordance with FCA Disclosure and Transparency Rule 4.3. This statement relates to the period from 1 January 2014 to 31 March 2014 (the "period").

Highlights

- Key Financials (unaudited)
 - NAV as at 31 March 2014: \$1,137 million
 - NAV per share as at 31 March 2014: \$16.00
 - Share price at 31 March 2014: \$14.93 (£8.95)¹
 - Market capitalisation at 31 March 2014: \$1,060 million (£636 million)¹
- Total committed capital during the period of \$225 million
 - \$83 million to Rock Oil Holdings LLC
 - \$82 million to Fieldwood Energy LLC
 - \$60 million to Canadian International Oil Corporation
- Total invested capital during the period of \$157 million
 - \$66 million in Liberty Resources II LLC
 - \$54 million in Fieldwood Energy LLC
 - \$30 million in Canadian International Oil Corporation
 - \$5 million in Eagle Energy Exploration LLC
 - \$2 million in Rock Oil Holdings LLC
- Total committed capital to date is \$375 million or 30.6 per cent. of total capital raised²
- Total invested capital to date is \$158 million or 12.8 per cent. of total capital raised²

Sir Robert Wilson, Chairman of REL, commented:

“The Directors and I are pleased with our performance in the first quarter of the year, as demonstrated by new commitments totalling \$225 million to Rock Oil, Fieldwood and CIOC. The investment pipeline for REL remains robust with several possible new investments in various stages of review and negotiation.”

David M. Leuschen and Pierre F. Lapeyre, Jr., Co-Founders of Riverstone, commented:

"We are very pleased with the continued progress of REL. In each of the three commitments made this quarter - Rock Oil, Fieldwood and CIOC - we are investing alongside proven management teams focusing on exploration and production in North America. All five REL investments are still in their initial stages, but we are very excited about their prospects for

¹ Assumed exchange rate of 1.668 USD/GBP.

² Based on total capital raised of \$1,229 million, including KFI's second tranche of £50 million, which is due no later than 4Q2015. Amount committed to date excludes option to increase commitment to Eagle Energy Exploration LLC from \$50 million to \$100 million.

growth and value creation in the near term, both through acquisitions such as the ones completed this quarter by Liberty II and Fieldwood, and through active drilling campaigns."

Portfolio Summary

Riverstone International Limited (the "Investment Manager") has reviewed several potential exploration & production, and midstream investments since REL's admission. Thus far, five exploration & production investments have been made as further discussed below.

Liberty Resources II LLC ("Liberty II")

As of 31 March 2014, REL, through Riverstone Energy Investment Partnership, L.P. (the "Partnership"), has invested \$66 million of its \$100 million commitment to Liberty II. On 12 March 2014, Liberty II acquired approximately 53,000 net acres and approximately 4,000 Boepd net in the Williston Basin in North Dakota. Liberty II will continue to target acquisitions in the Bakken Shale and Three Forks formations as it furthers the development of the acquired properties, and will apply the management team's expertise in well completion design and execution to a proved and underdeveloped resource play.

Eagle Energy Exploration LLC ("Eagle II")

As of 31 March 2014, REL, through the Partnership, has invested \$6 million of its initial \$50 million commitment to Eagle II, and has the right to commit an additional \$50 million for a total commitment of \$100 million. Eagle II's primary strategy is to accumulate acreage for delineation and development in the Mid-Continent region of the United States. Eagle II's management has deep connections with local operators and access to proprietary deal flow in the region. With this advantageous sourcing position, the generally decreasing cost of entry in the region, and the management team's operating experience in the play, Eagle II is very well positioned for near term growth at attractive returns.

Rock Oil Holdings LLC ("Rock Oil")

On 13 March 2014, REL, through the Partnership, committed \$83 million to Rock Oil with an initial investment of \$2 million. Rock Oil is a newly formed, Denver and Houston-based oil and gas company focused on the acquisition and development of assets in top-tier North American plays. The company is led by Chairman and CEO Kyle R. Miller, who has a proven track record of creating value, most recently at the previous iteration of Rock Oil, which was exited in separate sales to Sanchez Energy and Sabine Oil & Gas. Rock Oil is applying the management team's land and technical expertise to build concentrated acreage positions with substantial production in development stage areas with repeatable and predictable results. Rock Oil is concentrating its efforts in well-established North American plays such as the Eagle Ford Shale, Utica Shale and Permian Basin. The Rock Oil management team, led by Mr. Miller, previously built a substantial acreage position along with associated production in the Eagle Ford Shale which it sold in separate transactions to Sabine Oil and Gas and Sanchez Energy Corporation in 2012 and 2013, respectively.

Fieldwood Energy LLC ("Fieldwood")

On 13 March 2014, REL committed up to \$82 million to Fieldwood. An initial capital call of approximately \$54 million was funded by REL to support Fieldwood's acquisition of certain Gulf of Mexico ("GOM") assets from SandRidge Energy Inc., as further described below,

bringing REL's ownership in Fieldwood to approximately 4% on a pro-forma basis. Riverstone formed Fieldwood in partnership with CEO Matt McCarroll and his team in December 2012 with a \$600 million commitment from Riverstone Global Energy and Power Fund V. Since then, Fieldwood has successfully closed two material transactions. The acquisition of Apache's GOM business unit closed in September 2013 and established Fieldwood as owner of the largest operated asset base on the GOM Shelf with year-end 2012 proved reserves of 239 Mmboe (55% oil, 75% developed) and production in excess of 95,000 boepd. In February 2014, Fieldwood closed the acquisition of SandRidge Energy Inc.'s GOM and Gulf Coast business unit, adding an additional 57 Mmboe (51% oil, 72% developed) proved reserves as of 1 December 2013 and production in excess of 25,000 boepd. Following these acquisitions, Fieldwood has a leasehold comprising more than 650 blocks in the GOM.

Canadian International Oil Corporation (“CIOC”)

On 27 March 2014, REL announced a \$60 million equity commitment to CIOC, a private exploration & production company focused on liquids-rich unconventional resources in Western Canada. An initial capital call of approximately \$30 million was subsequently funded to support near-term drilling. Since its establishment in 2010, CIOC has aggregated one of the largest and most advantaged land positions in the emerging Montney and Duvernay formations of Western Canada's Deep Basin. The company controls and operates 100% of this asset base, which comprises approximately 400,000 acres, currently produces approximately 3,000 boepd, and includes one of the highest performing liquids wells across the Montney trend. CIOC is currently in the process of further delineating its resource base through a combination of development wells and step-out pilot drilling.

Valuation of the Portfolio

Previously on 7 April 2014, REL announced its quarterly portfolio summary as of 31 March 2014, inclusive of updated quarterly unaudited fair market valuations:

	Date Announced	Target Basin(s)	Subsector (Drilling Technique)	Committed Capital (\$mm)	Invested Capital (\$mm)	Gross MOIC³
Liberty II	7 Nov 2013	Bakken (U.S.)	Exploration & Production (“E&P”) (Unconventional)	\$100	\$66	1.0x
Eagle II	13 Dec 2013	Mid-Continent (U.S.)	E&P (Conventional / Unconventional)	50 ⁴	6	1.0x
Rock Oil	13 Mar 2014	Eagle Ford, Utica and Permian (U.S.)	E&P (Unconventional)	83	2	1.0x
Fieldwood	13 Mar 2014	Gulf of Mexico Shelf (U.S.)	E&P (Conventional)	82	54	1.0x
CIOC	27 Mar 2014	Deep Basin (Canada)	E&P (Unconventional)	60	30	1.0x
Total				\$375	\$158	1.0x
Percentage of total REL capital⁵				31%	13%	

Outlook and Pipeline

The investment pipeline for REL remains robust, with several actionable exploration & production and midstream investments in various stages of review and negotiation. Like the five investments completed to date, the opportunities in the pipeline are led by world-class management teams who are well known to Riverstone and have extensive track records in their specific areas of operation.

Ends

³ Gross MOIC is Multiple of Invested Capital before transaction costs, taxes, carried interest, management fees and other expenses. Given these costs and expenses are in aggregate expected to be considerable, Net MOIC will be materially less than the Gross MOIC.

⁴ The commitment to Eagle II is \$50 million with an option to commit an additional \$50 million.

⁵ Based on total capital raised of \$1,229 million, including KFI’s second tranche of £50 million, which is due no later than 4Q2015.

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About Riverstone Energy Limited:

REL is a closed-ended investment company that invests exclusively in the global energy industry, with a particular focus on the exploration & production and midstream sectors. The company is uniquely positioned to benefit from the large number of investment opportunities being driven by the North American energy revolution and the continued growth in global energy demand. REL aims to capitalize on the opportunities presented by Riverstone's energy investment platform. REL is a member of the FTSE 250 and its ordinary shares are listed on the London Stock Exchange, trading under the symbol RSE. To date, REL has invested in five energy companies spanning conventional and unconventional oil and gas activities in the Gulf of Mexico, the Continental U.S. and Western Canada.

For further details, see www.RiverstoneREL.com

Neither the contents of Riverstone Energy Limited's website nor the contents of any website accessible from hyperlinks on the websites (or any other website) is incorporated into, or forms part of, this announcement.

Note:

This IMS aims to give an update of material events and transactions that have taken place during the period from 1 January 2014 to 31 March 2014 and their impact on the financial position of the Company. This update reflects REL's and the Board's current views. They are subject to a number of risks and uncertainties and could change. Factors which could cause or contribute to such differences include, inter alia, general economic and market conditions and specific factors affecting the financial prospects or performance of individual investments within the portfolio of REL.

This IMS contains forward-looking statements that are based on current expectations or beliefs, as well as assumptions about future events. Undue reliance should not be placed on any such statements because they speak only as at the date of this document and, by their very nature, they are subject to known and unknown risks and uncertainties and can be affected by other factors

that could cause actual results and REL's actions to differ materially from those expected or implied in the forward-looking statements.

This IMS has been prepared solely to provide additional information to shareholders as a body to meet the relevant requirements of the FCA's Disclosure and Transparency Rules and this IMS should not be relied on by any other party or for any other purpose.