

RIGHTS CERTIFICATE #:

RTS1

THE TERMS AND CONDITIONS OF THE RIGHTS OFFERING ARE SET FORTH IN THE COMPANY'S PROSPECTUS DATED APRIL 2, 2018 (THE "PROSPECTUS") AND ARE INCORPORATED HEREIN BY REFERENCE. COPIES OF THE PROSPECTUS ARE AVAILABLE UPON REQUEST FROM D.F. KING & CO., INC., THE INFORMATION AGENT.

NUMBER OF RIGHTS

202

Number of rights
that you are granted

Company # 22079

Account # 5112*****

Zion Oil & Gas, Inc.
Incorporated under the laws of the State of Delaware

NON - TRANSFERABLE SUBSCRIPTION RIGHTS CERTIFICATE

Evidencing Non - Transferable Subscription Rights to Purchase Shares of Common Stock of Zion Oil & Gas, Inc. and Common Stock Purchase Warrants

Subscription Price: \$5.00 per Right

**Rights Company number
and Rights Account #**

THE SUBSCRIPTION RIGHTS WILL EXPIRE IF NOT EXERCISED ON OR BEFORE 5:00 P.M., NEW YORK CITY TIME,
ON MAY 31, 2018, UNLESS EXTENDED BY THE COMPANY

REGISTERED
OWNER:

NAME ON ACCOUNT
ADDRESS
CITY, STATE ZIP

EXERCISE OF ONE RIGHT COSTS FIVE U.S. DOLLARS
AND WILL GIVE YOU ONE SHARE OF COMMON STOCK
AND ONE \$3.00 WARRANT

1 RIGHT @ \$5.00 = 1 ZN & 1 WTS @ \$3.00 EXERCISE PRICE

THIS CERTIFIES THAT the registered owner whose name is inscribed hereon is the owner of the number of non-transferable subscription rights ("Rights") set forth above. Each whole Right entitles the holder thereof to subscribe for and purchase one share of Common Stock, with a par value of \$0.01 per share, of Zion Oil & Gas, Inc., a Delaware corporation, and one Common Stock Purchase Warrant at a subscription price of \$5.00 per Right (the "Basic Subscription Privilege"), pursuant to a rights offering (the "Rights Offering"), on the terms and subject to the conditions set forth in the Prospectus and the "Instructions as to Use of Zion Oil & Gas, Inc. Subscription Rights Certificates" accompanying this Subscription Rights Certificate. If any Rights available for purchase in the Rights Offering are not purchased by other holders of Rights pursuant to the

exercise of their Basic Subscription Privilege (the "Excess Shares"), any Rights holder that exercises its Basic Subscription Privilege in full may subscribe for a number of Excess Rights pursuant to the terms and conditions of the Rights Offering, subject to proration, as described in the Prospectus (the "Over-Subscription Privilege"). The Rights represented by this Subscription Rights Certificate may be exercised by completing Form 1 and any other appropriate forms on the reverse side hereof and by retuning the full payment of the subscription price for each Right in accordance with the "Instructions as to Use of Zion Oil & Gas, Inc. Subscription Rights Certificates" that accompany this Subscription Rights Certificate.

This Subscription Rights Certificate is not valid unless countersigned by the subscription agent and registered by the registrar.

Witness the seal of Zion Oil & Gas, Inc. and the signatures of its duly authorized officers.

Dated: 03/12/2018


Chief Executive Officer


Treasurer and Secretary

NOTED AND RECORDED
AMERICAN STOCK TRANSFER & TRUST COMPANY LLC
NEW YORK, N.Y.
AND RECORDS
APPROPRIATE SIGNATURE

DELIVERY OPTIONS FOR SUBSCRIPTION RIGHTS CERTIFICATE

Delivery other than in the manner or to the address listed below will not constitute valid delivery.

If delivering by mail, hand or overnight courier:
American Stock Transfer & Trust Company, LLC
Operations Center
Attn: Reorganization Department
6201 15th Avenue
Brooklyn, New York 11219

Mailing address

PLEASE PRINT ALL INFORMATION CLEARLY AND LEGIBLY.

FORM 1-EXERCISE OF SUBSCRIPTION RIGHTS

To subscribe for shares/warrants pursuant to your Basic Subscription Right, please complete lines (a) and (c) and sign under Form 3 below. To subscribe for shares/warrants pursuant to your Over-Subscription Right, please also complete line (b) and sign under Form 3 below.

(a) EXERCISE OF BASIC SUBSCRIPTION RIGHT:

I apply for _____ rights x \$ 5.00 = \$ _____
(shares/warrants) (subscription price) (amount enclosed)

(b) EXERCISE OF OVER-SUBSCRIPTION RIGHT

If you have exercised your Basic Subscription Right in full and wish to subscribe for additional shares/warrants for an amount pursuant to your Over-Subscription Right:

I apply for _____ rights x \$ 5.00 = \$ _____
(shares/warrants) (subscription price) (amount enclosed)

(c) Total Amount of Payment Enclosed = \$ _____

METHOD OF PAYMENT (CHECK ONE)

- ☐ Check or bank draft payable to "American Stock Transfer & Trust Company, LLC as Subscription Agent."
- ☐ Wire transfer of immediately available funds directly to the account maintained by American Stock Transfer & Trust Company, LLC, as Subscription Agent, for purposes of accepting subscriptions in this Rights Offering at JPMorgan Chase Bank, 55 Water Street, New York, New York 10005, ABA #021000021, Account # 530-354616 American Stock Transfer FBO Zion Oil & Gas, Inc., with reference to the rights holder's name.

Wiring Instructions

Telephone _____

Email Address _____

FORM 2-DELIVERY TO DIFFERENT ADDRESS

If you wish for the Common Stock/Warrants underlying your subscription rights, a certificate representing unexercised subscription rights or the proceeds of any sale of subscription rights to be delivered to an address different from that shown on the face of this Subscription Rights Certificate, please enter the alternate address below, sign under Form 3, and have your signature guaranteed under Form 4.

FORM 3-SIGNATURE

TO SUBSCRIBE: I acknowledge that I have received the Prospectus for this Rights Offering and I hereby irrevocably subscribe for the number of rights indicated above on the terms and conditions specified in the Prospectus. By signing below I confirm that (1) after giving effect to the exercise of my Rights, I will not beneficially own, as determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended, more than 14.99% of the Company's outstanding shares of Common Stock (calculated immediately upon the closing of the rights offering after giving effect to the Backstop Commitment, as described in the Prospectus) and (2), if I already beneficially own, as determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended, in excess of 14.99% of the Company's outstanding shares of Common Stock I will not, via the exercise of the Rights, increase my proportionate interest in the Company's Common Stock (with respect to (1) or (2), any such excess shares, the "Excess Shares"). With respect to any such Excess Shares, I hereby (1) irrevocably appoint and constitute the Company, each of its authorized officers and their designees, and each of them, with full power of substitution, as my proxy and attorney in fact with full authority to vote and act by written consent with respect to any such Excess Shares on any matter submitted to shareholders for a vote or action by written consent, in the discretion of such proxy, to the same extent I would have the power to vote or act by written consent and (2) grant the Company a right for 90 days from the closing of the rights offering to repurchase such Excess Rights at the lesser of the \$5.00 per right subscription price and the closing price of the Company's Common Stock on the NASDAQ on the trading day immediately prior to the date on which notice is sent to the holder of the Company's intent to exercise such right, which notice must be sent prior to the expiration of such 90 day period. I agree to cooperate with the Company and provide to the Company any and all information requested by the Company in connection with the exercise of the rights granted in the previous sentence.

Signature(s): _____

IMPORTANT: The signature(s) must correspond with the name(s) as printed on the reverse of this Subscription Rights Certificate in every particular, without alteration or enlargement, or any other change whatsoever.

FORM 4-SIGNATURE GUARANTEE

This form must be completed if you have completed Form 2.

Signature Guaranteed: _____
(Name of Bank or Firm)

By: _____
(Signature of Officer)

IMPORTANT: The signature(s) should be guaranteed by an eligible guarantor institution (bank, stock broker, savings & loan association or credit union) with membership in an approved signature guarantee mediation program pursuant to Securities and Exchange Commission Rule 17Ad-15.

FOR INSTRUCTIONS ON THE USE OF ZION OIL & GAS, INC. SUBSCRIPTION RIGHTS CERTIFICATES, CONSULT D.F. KING, INC., THE INFORMATION AGENT, AT (866) 796-1292 OR EMAIL: zion@dfking.com.