



**CAPITAL
GROUP™**

The Capital Group Companies, Inc.
333 South Hope Street
Los Angeles, California 90071-1406

thecapitalgroup.com

29 January 2015

BY FAX/EMAIL - ORIGINAL IN POST
(61 8 9382 1411)

African Petroleum Corporation Limited
32 Harrogate Street
West Leederville, Western Australia
6007

Re: Notice of Change in Interests of Substantial Shareholder under Section 671B

Company Secretary:

Enclosed is a Notice of Change in Interests of Substantial Shareholder under Section 671B. Please note that a copy of this report has been sent to the National Stock Exchange of Australia.

The Capital Group Companies, Inc. ("CGC") is the parent company of Capital Research and Management Company ("CRMC"). CRMC is a U.S.-based investment management company that manages the American Funds family of mutual funds. CRMC manages equity assets for various investment companies through three divisions, Capital Research Global Investors, Capital International Investors and Capital World Investors. CRMC in turn is the parent company of Capital Group International, Inc. ("CGII"), which in turn is the parent company of five investment management companies ("CGII management companies"): Capital Guardian Trust Company, Capital International, Inc., Capital International Limited, Capital International Sàrl and Capital International K.K. The CGII management companies primarily serve as investment managers to institutional clients.

Neither CGC nor any of its affiliates own shares of African Petroleum Corporation Limited for its own account. Rather, the shares reported on Form 604 are owned by accounts under the discretionary investment management of one or more of the investment management companies that make up CGC.

For the purpose of this Notice, an outstanding share balance of 685,857,456 shares was used to calculate the percentage of holdings. We believe this outstanding share balance is correct; however, if this number is not accurate, please contact us as soon as possible so we may make the necessary revisions.

Should you have questions or require additional information, please contact us at (213) 615-0469, or send a fax message to (213) 615-4056. Alternatively, you may contact us via e-mail at GRGroup@capgroup.com.

Regards,

Vivien Tan
Compliance Specialist

Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme African Petroleum Corporation Limited

ACN/ARSN 125 419 730

1. Details of substantial holder(1)

Name The Capital Group Companies, Inc.

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 28 January 2015

The previous notice was given to the company on 11 December 2014

The previous notice was dated 10 December 2014

The shares reported were owned by accounts under the discretionary investment management of 1 investment management company (Capital Research and Management Company) which is a direct or indirect subsidiary of The Capital Group Companies, Inc., 333 South Hope Street, 55th Floor, Los Angeles, California 90071.

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	52,248,963	7.618%	44,690,341	6.5159%

The shares being reported under this section are owned by accounts under the discretionary investment management of 1 investment management company (Capital Research and Management Company) which is a direct or indirect subsidiary of The Capital Group Companies, Inc., 333 South Hope Street, 55th Floor, Los Angeles, California 90071.

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
11/12/2014 to 28/01/2015	The Capital Group Companies, Inc.	Decreased holdings	Average price of NOK 0.2000	4,000,000 ordinary shares	7,558,622
			Average price of AUD 0.06447	3,558,622 ordinary shares	

See Annexure A dated 10 December 2014

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
		none			
See Annexure A dated 28 January 2015 (copy attached)					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

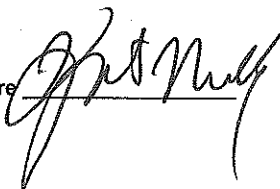
Name	Address
The Capital Group Companies, Inc.	333 South Hope Street, 55 th Floor Los Angeles, CA 90071

Signature

print name: Katherine Newhall

Capacity: Associate Counsel

sign here



date

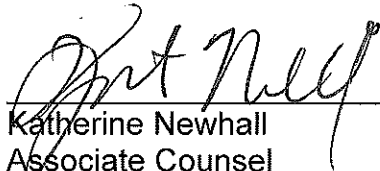
29 January 2015

Annexure "A"

This is the Annexure of 2 pages marked Annexure "A" referred to in Form 604 signed by this corporation on 29 January 2015.

The Capital Group Companies, Inc.

By:



Katherine Newhall
Associate Counsel

Australia Annexure A
African Petroleum Corporation Limited
As of 28 January 2015

CG Investment Management Company

Capital Research and Management Company

<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
11000035	14,458,909	2.11%
11000036	24,864,808	3.63%
11000075	3,363,637	0.49%
11000076	2,002,987	0.29%
	44,690,341	

GRAND TOTAL

44,690,341 6.52%

Australia Annexure A
Nominee List

African Petroleum Corporation Limited
As of 28 January 2015

Nominee Name

Chase Manhattan Bank Australia Limited
Level 36 World Trade Centre
Jamison Street
Sydney, NSW 2000 Australia

11000036	24,864,808
11000076	2,002,987

Total Shares: 26,867,795

State Street Bank & Trust Co.
1776 Heritage Drive
North Quincy, MA 02121
United States of America

11000075	3,363,637
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Total Shares: 3,363,637

Westpac Custodian Nominees
50 Pitt Street, 8th Floor
Sydney, NSW 2000
Australia

11000035	14,458,909
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Total Shares: 14,458,909