



5 October 2015

Dear valued Shareholder

On 22 September 2015 African Petroleum Corporation Limited ("African Petroleum" or the "Company") announced that, subject to shareholder approval, it had elected to voluntarily de-list from the National Stock Exchange of Australia ("NSX") and gave 90 days' notice of its intention to de-list from the NSX.

The decision to de-list from the NSX is principally as a result of the limited trading liquidity on the NSX compared with Oslo Axess, where African Petroleum has had its primary listing since May 2014.

The Company will convene a general meeting to be held on or about 21 December 2015 at which the Company will seek shareholder approval for the de-listing from NSX pursuant to NSX Listing Rule 2.25. The Company's shares will continue to be traded on the NSX until 21 December 2015 when they will be suspended from quotation, prior to formally being de-listed at close of trading on 31 December 2015.

The purpose of this letter is to advise NSX shareholders of the process to transfer their shares for trading on the Oslo Axess.

Transfer of Shares to Oslo Axess

Shareholders who hold shares listed on the NSX are encouraged to transfer their shareholding to the Norwegian Central Securities Depository (the "VPS System") for trading on the Oslo Axess prior to the Company being voluntarily de-listed from the NSX. Once the Company voluntarily de-lists from the NSX, if your shares are still on the Australian register you will be issued a paper share certificate which will replace your holding statement. You should keep your certificate in a secure place, as it will be needed post NSX de-listing if you want to transfer your shares off-market in Australia or to transfer them to the VPS System for trading on the Oslo Axess at a future date.

Please note that you are not obliged to transfer your shares to the VPS System. If you wish to retain the shares in Australia you do not need to take any action at this stage.

Retail Investors - How Do I Transfer My Shares to Oslo Axess?

The easiest method of transferring your shares to the VPS System for trading on the Oslo Axess is to contact your existing broker, who may be able to effect the transfer. Alternatively please contact Jenny Rogers at Paterson Securities who will be able to help you:

Paterson Securities
Level 1, 197 Adelaide Terrace, Perth WA 6000, Australia
Phone: +61 (0)8 6141 1162
Email: JRogers@psl.com.au

If you are not currently a client of Paterson Securities, you will be required to register with them prior to transacting through them.

Institutional Investors - How Do I Transfer My Shares to Oslo Axess?

Attached to this letter are two documents: Appendix B describes the background and procedure for transferring your shares in the Company into VPS, the VPS system and other assumed important shareholder considerations in connection with the VPS system. Should you wish to transfer your shares in the Company to the VPS, please contact your custodian and arrange for them to complete Appendix C and send (in accordance with the stated instructions) to DNB Bank ASA, who is acting as the Company's registrar in the VPS.

Should you have any questions, please contact your custodian in the first instance. Should your custodian have any queries they can contact DNB Bank ASA (contact details below):

DNB Bank ASA

Mr Kjetil Giil Berg

Phone: +47 23 26 80 08

Email: kjetil.berg@dnb.no

What are the Costs Involved?

In addition to any charges that your local broker may charge, there is a one-off transfer fee payable to the Norwegian registrar, currently NOK 650 (approximately A\$110).

Are There Any Tax Implications?

It is our understanding that a capital gains tax event would not normally be triggered by an Australian resident shareholder who transfers their shares from the Australian register to Oslo Axess. We have not considered any relevant tax implication of the proposed transfer under any other jurisdiction than Australia. We recommend that you consult your own tax advisor before making a decision to transfer your shares to the VPS System for trading on the Oslo Axess.

Further Information

Appendix A provides further detailed information on how shares are registered in the VPS and traded on the Oslo Axess, title to shares, shareholder rights and other information.

We hope that you, as an important shareholder will continue to support the Company in its move onto Oslo Axess by transferring your existing shares from the Company's Australian register to the VPS for trading on the Oslo Axess. Should you have any questions, please do not hesitate to contact the Company (contact details below).



**African
Petroleum**
CORP LTD

Yours sincerely

Jens Pace
Chief Executive Officer

For further information, please contact:

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APPENDIX A – FURTHER DETAILED INFORMATION

REGISTRATION OF THE SHARES IN THE VPS AND CONSEQUENCES FOR SHAREHOLDERS

Shares traded on Oslo Axess will be in the form of depository receipts, registered in the VPS system in Norway. The VPS is an electronic trading system which is similar to the Clearing House Electronic Sub-register ("CHES") system in Australia and the depository receipts are evidence of beneficial ownership of the underlying shares in the Company and will be referred to as shares in the Company. To facilitate trading of shares in Norway, the Company has entered into a registrar agreement with DNB Bank ASA (the "VPS Registrar" or "DNB") for the purpose of enabling the registration of the Company's shares in the VPS. DNB is the leading Norwegian business bank and the registrar function is organised as a department within the bank. On behalf of DNB, Citibank is acting as the Australian Custodian for the Company's shares in Australia (the "Australian Custodian").

TITLE TO THE SHARES AND SHAREHOLDER RIGHTS

In accordance with market practice in Norway and system requirements of VPS and Oslo Stock Exchange, investors will be registered in VPS as the legal owners of the depository receipts representing their shares registered in the VPS and the beneficial owners of the shares registered in the VPS (the "VPS Registered Shares"). The Australian Custodian will however be regarded as the legal owner of the VPS Registered Shares and investors registered as the beneficial owners of the Shares in the VPS will have to exercise all rights of ownership relating to the shares indirectly through the VPS Registrar as their "bare trustee". Holders of depository receipts will only be able to exercise voting rights and be entitled to receive dividends through the VPS Registrar. Exercising of other shareholder rights through the VPS Registrar and the custodian arrangement is limited. For example, if the VPS shareholder wishes to attend and vote the shares in person, the shareholder will need to receive a proxy from the VPS Registrar to attend the general meeting for the number of VPS Registered Shares held by such shareholder.

The investors registered as owners in the VPS 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 agreement provides that whenever the VPS Registrar receives any notice, report, accounts, financial statements, circular or other similar document relating to the Company's affairs, including notice of a shareholders meeting, the VPS Registrar shall ensure that a copy of such document is promptly sent to the investors registered as owners in VPS, along with any proxy form or other relevant materials.

As a matter of Norwegian law, the entry of a transaction in the VPS is prima facie evidence in determining the legal rights of parties as against the issuing company or any third party claiming an interest in the given security. A transferee or assignee of shares may not exercise the rights of a shareholder with respect to such shares unless such transferee or assignee has registered such shareholding in the VPS or has reported and shown evidence of such share acquisition to the VPS Registrar, and the acquisition is not prevented by law, the relevant company's constitution or otherwise.

APPENDIX A – FURTHER DETAILED INFORMATION

OTHER INFORMATION

The VPS is liable for any loss suffered as a result of faulty registration or an amendment to, or deletion of, rights in respect of registered securities unless the error is caused by matters outside the VPS's control which the VPS could not reasonably be expected to avoid or overcome the consequences thereof. Damages payable by the VPS may, however, be reduced in the event of contributory negligence by the aggrieved party.

The VPS must provide information to the Norwegian Financial Supervisory Authority (the "FSA") on an ongoing basis, as well as any information that the Norwegian FSA requests. Further, Norwegian tax authorities may require certain information from the VPS regarding any individual's holdings of securities, including information about dividends and interest payments.

Registering the ownership in the VPS does not trigger any taxation of shareholders in Norway, and is in itself not considered a taxable event in Norway. Further, a capital gains tax event should not happen to an Australian resident shareholder who transfers their shares from the Australian register to the VPS. A shareholder's tax position depends on the tax rules applicable to the shareholder's country of tax residency or place of business, as well as that of the Company, and not the tax legislation of Norway by virtue of the VPS being a Norwegian registry.

We have not considered any relevant tax implication of the proposed transfer under any other jurisdiction than Norway and Australia, and we therefore recommend you to consult your own tax advisor before making a decision to transfer your shares into the VPS.

APPENDIX B – PROCEDURE FOR INSTITUTIONS

DESCRIPTION OF THE TRANSFER PROCEDURE – NSX TO VPS

In order to transfer your shares from NSX to VPS and to receive depository receipts for your shares in the VPS, you must either establish an account in the VPS under your own name or through a nominee arrangement with your VPS registered custodian. Please contact your prime broker if you do not have such an arrangement in place and wish to transfer your holding of shares in the Company to the VPS. Should you wish to transfer your shares from Australia to VPS, the procedure outlined below must be followed.

To transfer Company shares into the VPS in Norway, the holder of the shares must authorise the VPS Registrar to receive the shares, and instruct the VPS Registrar to have the shares transferred to the Australian Custodian (see form in [Appendix C](#)). Upon the VPS Registrar's receipt of confirmation from the Australian Custodian that the shares have been received, the depository receipts will be created and delivered to the VPS account of the transferring shareholder in Norway (being either the VPS account in the transferring shareholder's name or the VPS account in the name of the shareholder's nominee).

Depository receipts which are registered in the VPS are tradable on Oslo Axess.

If you wish to transfer your holding of shares in the Company to the VPS, please complete the form attached hereto as [Appendix C](#) and send to DNB Bank ASA by e-mail to the contact address set out in the appendix. By transferring your shares from the Australian register to the VPS you will incur a cost of NOK 650 per transfer (approx. A\$110) payable to the VPS Registrar in addition to any fees payable to your broker. To the extent that you or your nominee does not have a NOK account, please pay the NOK 650 amount directly: NOK account number 70019555494 (IBAN: NO8070019555494) with DNB Bank ASA, having BIC code: DNBANOKKXXX, free of any charges and/or transfer cost. Please ensure that the payment order contains your name and address. Further, please state reference "APCL" and the number of shares you are transferring into the VPS system.

APPENDIX C – TRANSFER FORM FOR INSTITUTIONS

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Standard Settlement Instructions for DNB Bank ASA

Agent bank name: Citigroup Pty Limited

PSET: CAETAU21

REAG/DEAG: CITIAU3X

BUYR/SELL: CITIGB2L

SAFE: 2099000369

To :

DNB Bank ASA, Global Companies Registrars Section

Please send signed instruction to e-mail: konv@dnb.no

From:

CROSS BORDER TRANSFER OF SHARES: TO HOME MARKET FROM VPS

FROM HOME MARKET TO VPS

X

(Mark with X)

Name of company/security:	ISIN:
African Petroleum Corporation Limited	AU000000AOQ0

Number of Shares	Trade Date	Settlement Date

(Cross border transactions can only be executed free of pay)

APPENDIX C – TRANSFER FORM FOR INSTITUTIONS

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Shares to be delivered to Citibank as stated above from:

Delivering agent Standard Settlement Instructions (SSI):

Cross border fee:

Norwegian Kroner ("NOK") 650.00

(a transaction fee regardless number of shares transferred, or value of the shares transferred)

Please charge NOK 650.00 from my/our NOK account number:

For transactions to home market from VPS, the shares must be transferred to the following DNB VPS intermediary account:

05952.9999993

For transactions from home market to VPS, the shares should be issued to the following VPS account number:

VPS account number:

Date:	Signature:	Phone number: