



**African
Petroleum**
CORP LTD

ACN 125 419 730

NOTICE OF GENERAL MEETING

TIME: 9:00am (WST)

DATE: 21 December 2015

PLACE: The offices of Steinepreis Paganin
Level 4, 16 Milligan Street
Perth WA 6000
Australia

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 401 489 883.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 9:00am (WST) on 21 December 2015 at:

The offices of Steinepreis Paganin
Level 4, 16 Milligan Street
Perth WA 6000
Australia

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important. The Company has 106,611,781 Shares on issue. Each share carries one vote in the Company's General Meeting.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00 pm (WST) on 19 December 2015.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above. Shareholders holding shares in the Company which are registered in the Norwegian Central Securities Depository (the "VPS") will need to exercise their voting rights through the VPS Registrar.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return:

- (a) by post to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne, Victoria, 3001; or
- (b) by facsimile to Computershare Investor Services Pty Ltd on facsimile number 1800 783 447 (within Australia) and +61 3 9473 2555 (outside Australia); or
- (c) online via www.investorvote.com.au; or
- (d) by mobile telephone through scanning the QR code found on your proxy form and follow the prompts.

so that it is received not later than 9.00am (WST) on 19 December 2015. Shareholders registered in the VPS must follow the instructions set out in the separate proxy vote instruction form attached to this notice.

Proxy Forms received later than this time will be invalid. Enquiries in respect of the proxy form should be made on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Changes to Proxy Voting

Shareholders and their proxies should be aware that pursuant to sections 250BB and 250BC of the Corporations Act:

- (a) if the proxy votes, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

Section 250BB (1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the Chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting; or
 - (ii) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

SHAREHOLDERS REGISTERED IN THE VPS

Each Shareholder has the right to vote for the number of Shares owned by the Shareholder and registered on an account in the Norwegian Central Securities Depository (VPS) belonging to the Shareholder at close of business 13 December 2015. Shareholders registered in the Norwegian Central Securities Depository (VPS) must follow the instructions set out in the separate proxy vote instruction form attached to this notice.

INFORMATION CONCERNING RIGHTS OF THE SHAREHOLDERS

The Company is required to give Shareholders at least 28 days' notice of a meeting of Shareholders. Each Shareholder is entitled to receive notice of, attend and vote at general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Australian Corporations Act, Constitution and the listing rules applicable to the companies listed on the NSX and Oslo Axess.

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company. Each Share carries one vote at the general meetings of the Company.

Shareholders may requisition meetings in accordance with Section 249D of the Australian Corporations Act and the Constitution of the Company.

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

- 1) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- 2) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- 3) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each Share held by him or her, or in respect of which he or she is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

In accordance with market practice in Norway and system requirements of VPS and Oslo Axess, Shareholders of the Company registered in the VPS are registered in VPS as beneficial owners of the Shares and the instruments listed and traded on Oslo Axess are referred to as Shares in the Company. For the purpose of Australian law, the Australian Custodian is, however, regarded as the legal owner of such Shares and investors registered as the beneficial owners of such Shares in the VPS will have to exercise all rights of ownership relating to the Shares, indirectly through the VPS Registrar as their nominee. 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.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders will be held at 9:00am (WST) on 21 December 2015 at the offices of Steinepreis Paganin, Level 4, 16 Milligan Street, Perth, Western Australia.

The Explanatory Statement provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 9:00am (WST) on 19 December 2015. Shareholders registered in the VPS must be registered shareholder at close of business on 13 December 2015.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

AGENDA

RESOLUTION 1 – DE-LIST FROM THE NATIONAL STOCK EXCHANGE OF AUSTRALIA

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

“That, for the purpose of NSX Listing Rule 2.25 and for all other purposes, the Company voluntarily de-lists from the National Stock Exchange of Australia.”

RESOLUTION 2 – ELECTION OF DIRECTOR – GEORGE JENS PACE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr George Jens Pace, a Director who was appointed on 18 November 2015, retires, and being eligible, is elected as a Director.”

RESOLUTION 3 – ELECTION OF DIRECTOR – STEPHEN PAUL WEST

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Stephen Paul West, a Director who was appointed on 18 November 2015, retires, and being eligible, is elected as a Director.”

RESOLUTION 4 – APPROVAL TO ISSUE DIRECTOR OPTIONS – CHARLES MATTHEWS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

“That, for the purposes of NSX Listing Rule 6.44 and for all other purposes, approval is given for the Directors to issue 500,000 Director Options to Charles Matthews (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Prohibition Statement: A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) a Closely Related Party of such a member.

However, a person described above may vote on this Resolution if:

- a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- b) the vote is not cast on behalf of a person described in sub paragraphs (a) or (b) above.

RESOLUTION 5 – APPROVAL TO ISSUE DIRECTOR OPTIONS – ANTHONY WILSON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

“That, for the purposes of NSX Listing Rule 6.44 and for all other purposes, approval is given for the Directors to issue 200,000 Director Options to Anthony Wilson (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Prohibition Statement: A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) a Closely Related Party of such a member.

However, a person described above may vote on this Resolution if:

- a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- b) the vote is not cast on behalf of a person described in sub paragraphs (a) or (b) above.

RESOLUTION 6 – APPROVAL TO ISSUE DIRECTOR OPTIONS – ANDERS BJARNE MOE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

“That, for the purposes of NSX Listing Rule 6.44 and for all other purposes, approval is given for the Directors to issue 200,000 Director Options to Anders Bjarne Moe (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Prohibition Statement: A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) a Closely Related Party of such a member.

However, a person described above may vote on this Resolution if:

- a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- b) the vote is not cast on behalf of a person described in sub paragraphs (a) or (b) above.

RESOLUTION 7 – APPROVAL TO ISSUE DIRECTOR OPTIONS – GEORGE JENS PACE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

“That, for the purposes of NSX Listing Rule 6.44 and for all other purposes, approval is given for the Directors to issue 1,000,000 Director Options to George Jens Pace (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Prohibition Statement: A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) a Closely Related Party of such a member.

However, a person described above may vote on this Resolution if:

- a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- b) the vote is not cast on behalf of a person described in sub paragraphs (a) or (b) above.

RESOLUTION 8 – APPROVAL TO ISSUE DIRECTOR OPTIONS – STEPHEN PAUL WEST

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

"That, for the purposes of NSX Listing Rule 6.44 and for all other purposes, approval is given for the Directors to issue 1,000,000 Director Options to Stephen Paul West (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Prohibition Statement: A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) a Closely Related Party of such a member.

However, a person described above may vote on this Resolution if:

- a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- b) the vote is not cast on behalf of a person described in sub paragraphs (a) or (b) above.

DATED: 20 November 2015

BY ORDER OF THE BOARD



**ANGELINE HICKS
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 9:00am (WST) on 21 December 2015 at the offices of Steinepreis Paganin, Level 4, 16 Milligan Street, Perth, Western Australia.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. RESOLUTION 1 – DE-LIST FROM THE NATIONAL STOCK EXCHANGE OF AUSTRALIA

1.1 Background

The Directors are seeking Shareholder approval to voluntarily de-list from the National Stock Exchange of Australia. The Board considers that de-listing from the NSX is required as a result of the limited trading liquidity on the NSX compared with the Oslo Axess, where the Company has been listed since May 2014.

NSX Listing Rule 2.25 provides that a company whose primary listing is on NSX may only withdraw its listing if it gives NSX at least 90 days' notice and the company has obtained the approval of the holders of each class of its listed securities by way a three quarters majority vote at a meeting of those holders.

The Company has already given NSX notice of its intention to delist.

If Resolution 1 is passed the Company's shares will be de-listed from the NSX but will continue to be listed on the Oslo Axess.

1.2 Indicative Timetable

If Resolution 1 is passed, the de-listing of the Company shares from the NSX will take effect in accordance with the following timetable:

Action	Date
Shares suspended from quotation on NSX	21 December 2015
Shares formally de-listed from the NSX	31 December 2015

1.3 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, shareholders who still hold shares on the Australian register will be issued a paper share certificate which will replace their holding statement.

1.4 Taxation

It is not considered that a capital gains tax event would normally be triggered by an Australian resident shareholder transferring their shares from the Australian register to Oslo Axess. The Company has not considered any relevant tax implication of the proposed transfer under any other jurisdiction than Australia. However, Security holders are advised to seek their own tax advice on the effect of the transfer of shares to the VPS System for trading on the Oslo Axess and the Company does not accept any responsibility for the individual taxation implications arising from any transfer.

2. RESOLUTION 2 – ELECTION OF DIRECTOR – GEORGE JENS PACE

2.1 General

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not exceed the maximum number specified by the Constitution.

Pursuant to Clause 13.4 of the Constitution, any Director so appointed holds office only until the next following general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr George Jens Pace was appointed as a Director on 18 November 2015 and accordingly, Mr George Jens Pace will retire in accordance with clause 13.4 of the Constitution and being eligible, seek election from Shareholders.

A profile of Mr George Jens Pace is set out below:

Mr Pace is a highly regarded geoscientist, who has had a successful career at BP Exploration Operating Company Limited ("BP"), and its heritage company Amoco (UK) Exploration Company, spanning over 30 years. Mr Pace has held senior positions at BP for over 10 years, gaining substantial exploration and production experience in Africa, namely: Algeria, Angola, Congo, Gabon and Libya, having also extended experience in Europe, Russia and Trinidad. He has contributed to a number of BP's exploration discoveries over his career, including managing a very large and active exploration portfolio for BP in North Africa. Additionally, Mr Pace has gained highly sought after experience in the areas of field development and as a commercial manager, dealing with national oil companies and African governments. Mr Pace holds a BSc in Geology and Oceanography from the University of Wales and an MSc in Geophysics from Imperial College, London. Mr Pace joined as Chief Operating Officer of African Petroleum in October 2012 before being promoted to Chief Executive Officer on 30 September 2015.

The Board supports the election of Mr George Jens Pace pursuant to Resolution 2.

3. RESOLUTION 3 – ELECTION OF DIRECTOR – STEPHEN PAUL WEST

3.1 General

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not exceed the maximum number specified by the Constitution.

Pursuant to Clause 13.4 of the Constitution, any Director so appointed holds office only until the next following general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Stephen Paul West was appointed as a Director on 18 November 2015 and accordingly, Mr Stephen Paul West will retire in accordance with clause 13.4 of the Constitution and being eligible, seek election from Shareholders.

A profile of Mr Stephen Paul West is set out below:

Mr West is a qualified Chartered Accountant who holds a Bachelor of Commerce (Accounting and Business Law) from Curtin University of Technology in Australia. He has over 22 years of financial and corporate experience gained in public practice, oil and gas, mining and investment banking spanning Australia, United Kingdom, Europe, CIS and Africa. Mr West is currently a non-executive director of ASX listed Apollo Consolidated Limited (a mining exploration company with permits in Australia and Côte d'Ivoire), and Zeta Petroleum plc (a oil & gas exploration and production company with permits in Romania). Mr West joined as Finance Director of African Petroleum in October 2013 and recently changed his title to Chief Financial Officer.

The Board supports the election of Mr Stephen Paul West pursuant to Resolution 3.

4. RESOLUTION 4, 5, 6, 7 & 8 – APPROVAL TO ISSUE DIRECTOR OPTIONS

4.1 General

The Board has resolved, subject to Shareholder approval, to issue the following Director Options exercisable at NOK 1.70 per Director Option as part of their remuneration package for their appointment as Directors of the Company:

- a) Charles Matthews – 500,000 Director Options
- b) Anthony Wilson – 200,000 Director Options
- c) Anders Bjarne Moe – 200,000 Director Options
- d) George Jens Pace – 1,000,000 Director Options
- e) Stephen Paul West – 1,000,000 Director Options,

(together, **the Related Parties**)

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

In addition, NSX Listing Rule 6.44 also requires shareholder approval by special resolution to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in NSX's opinion, such that approval should be obtained unless an exception in NSX Listing Rule 6.44 applies.

The grant of the Director Options to the Related Parties requires the Company to obtain Shareholder approval under NSX Listing Rule 6.44 because, as Directors, the Related Parties are related parties of the Company.

The grant of Director Options to the Related Parties constitutes a 'financial benefit' as defined in the Corporations Act. Accordingly, the proposed grant of Director Options to the Related Parties will constitute the provision of a financial benefit to a related party of the Company.

It is the view of the directors (with the Related Parties abstaining) that the exception under section 211(1) of the Corporations Act (reasonable remuneration benefits) applies to the grant of the Director Options to the Related Parties. Accordingly, the Directors (with the Related Parties abstaining) have determined not to seek Shareholder approval under section 208 of the Corporations Act.

4.2 Shareholder Approval (Listing Rule 6.44)

Pursuant to and in accordance with the requirements of NSX Listing Rule 6.44, the following information is provided in relation to the proposed grant of Director Options:

- a) the related parties are Charles Matthews, Anthony Wilson, Anders Bjarne Moe, George Jens Pace and Stephen Paul West and they are a related party by virtue of being a Director;

- b) the maximum number of Director Options to be granted to the Related Parties is 500,000 Director Options, 200,000 Director Options, 200,000 Director Options, 1,000,000 Director Options and 1,000,000 Director Options respectively, exercisable at NOK 1.70 per Director Option;
- c) the Director Options will be granted to the Related Parties no later than one month after the date of the Meeting and it is anticipated the Director Options will be issued on one date;
- d) the Director Options will be granted for nil cash consideration, accordingly no funds will be raised;
- e) the terms and conditions of the Director Options are set out in Schedule 1; and
- f) no funds will be raised pursuant to the issue of the Director Options as they are being issued as part of the Related Parties' respective remuneration as Directors of the Company.

5. ENQUIRIES

Shareholders are requested to contact the Company Secretary on + 61 401 489 883 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

ASIC means the Australian Securities and Investments Commission.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that NSX declares is not a business day.

Chair means the chair of the Meeting.

Company means African Petroleum Corporation Limited (ACN 125 419 730).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director Option means an option to acquire a Share on the terms set out in Schedule 1.

Directors mean the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

NOK means Norwegian Kroners.

Notice or **Notice of Meeting** or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement and the Proxy Form.

NSX means the National Stock Exchange of Australia Limited.

NSX Listing Rules means the Listing Rules of NSX.

OAX mean the Oslo Axess.

Oslo Axess means Oslo Axess, a regulated market place operated by Oslo Stock Exchange where the shares of the Company are listed.

Oslo Axess Continuing Obligations means the continuing obligations applicable to companies listed on Oslo Axess.

Proxy Form means the proxy form accompanying the Notice.

Resolution means the resolution set out in the Notice of Meeting, or any one of them, as the context requires.

Securities mean all securities of the Company, including a Share and an Option.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

VPS means Verdipapirsentralen (Norwegian Central Securities Depository), which organises the Norwegian paperless securities registration system.

VPS Registrar means DNB Bank ASA.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF DIRECTOR OPTIONS

The Director Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Director Option gives the Optionholder the right to subscribe for one Share.
- (b) The Director Options will vest in the holder as long as the holder is a director of the Company or employed by the Company and one third shall vest on each 6 month anniversary from the grant date.
- (c) The Director Options will expire at 5.00pm (WST) on that date which is 5 years from the date of issue (**Expiry Date**). Any Director Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) The amount payable upon exercise of each Director Option will be NOK 1.70 (**Exercise Price**).
- (e) The Director Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (f) All Director Options will automatically lapse 90 days after the holder ceases to hold office or be employed by the Company or ceases to provide services to the Company unless the Board determines otherwise.
- (g) Subject to the Director Options vesting in accordance with (b) above, an Optionholder may exercise their Director Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Director Options specifying the number of Director Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Director Options being exercised;**(Exercise Notice)**.
- (h) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (i) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Director Options specified in the Exercise Notice.
- (j) The Director Options are not transferable.
- (k) All Shares allotted upon the exercise of Director Options will upon allotment rank *pari passu* in all respects with other Shares.
- (l) The Company will not apply for quotation of the Director Options on the OAX or NSX. However, The Company will apply for quotation of all Shares allotted pursuant to the exercise of Director Options on the OAX within 10 Business Days after the date of allotment of those Shares.
- (m) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Oslo Axess Continuing Obligations at the time of the reconstruction.
- (n) There are no participating rights or entitlements inherent in the Director Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Director Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Director Options prior to the date for determining entitlements to participate in any such issue.
- (o) A Director Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Director Option can be exercised.
- (p) If at any time there is a "Change in Control" of the Company, all unvested Director Options shall vest with immediate effect. A "Change in Control" means the occurrence of any of the following events:
 - (i) the purchase or acquisition of any Shares which results in any holder beneficially owning, or exercising control or direction over, an aggregate shareholding of Shares carrying 50% or more of the voting rights of the Company or the right to control the composition of its Board or the right directly or indirectly to exercise or control the exercise of 50% or more of the voting power at meetings of the Board; or

- (ii) the Company completes an amalgamation, arrangement, merger or other consolidation or combination of the Company with another company in which the Shareholders of the Company own less than 50% of the Shares of the combined entity; or
- (iii) the liquidation, dissolution or winding-up of the Company; or
- (iv) the sale, lease or other disposition of all or substantially all of the assets of the Company; or
- (v) a determination by the Board that there has been a change, whether by way of a change in the holding of the Shares of the Company or otherwise, in the ownership of the Company's securities or assets or by any other means (including, without limitation, as a result of which any person or group of persons acting jointly or in concert is in a position to exercise effective control of the Company).



PROXY VOTE INSTRUCTION

African Petroleum Corporation Limited
ACN 125 419 730
(the "Company")

Proxy Solicited for General Meeting 21 December 2015

As you are not recorded in the Company Register of Members maintained by Computershare in Australia in which the Company is incorporated, any voting at the Company's General Meeting, or alternatively issue of a proxy will have to be executed via DNB Bank ASA ("DNB").

The undersigned hereby authorize DNB to constitute and appoint _____ the Chair of the meeting, or failing the Chair of the meeting, any individual appointed by the Chair of the meeting, as his or her true and lawful agent and proxy, to represent the undersigned at the General Meeting of Shareholders of the Company to be held at the offices of Steinepreis Paganin, Level 4, 16 Milligan Street, Perth, Western Australia, at 09:00 (local time), for the purposes set forth below and in the Notice of General Meeting issued by the Company.



Please mark your votes as in this example.

Resolutions

FOR

AGAINST

ABSTAIN

1. De-List from the National Stock Exchange of Australia			
2. Election of Director – George Jens Pace			
3. Election of Director – Stephen Paul West			
4. Approval to Issue Director Options – Charles Matthews			
5. Approval to Issue Director Options – Anthony Wilson			
6. Approval to Issue Director Options – Anders Bjarne Moe			
7. Approval to Issue Director Options – George Jens Pace			
8. Approval to Issue Director Options – Stephen Paul West			

Signature(s) _____ Date: _____

Note: Please sign exactly as name appears below, joint owners should each sign. When signing as attorney, executor, administrator or guardian, please give full title as such.

Name of shareholder in block letters: _____

Please return your completed and signed proxy, to be received by DNB Bank ASA on or prior to 13 December 2015, 12:00 hours Central European Time, either by way of e-mail to e-mail address: vote@dnb.no or by ordinary mail to DNB Bank ASA, Registrars Dept., P.O. Box 1600 Sentrum, 0021 Oslo, Norway, or if delivery by hand to: DNB Bank ASA, Registrars Dept., attn.: K. G. Berg, Dronning Eufemias gate 30, 0191 Oslo, Norway.