

PART B: DIRECTOR'S DECLARATION AND UNDERTAKING

Form of declaration and undertaking required to be entered into by each director of an issuer whose securities are listed on the Exchange

TO: The National Stock Exchange of Australia Limited

DECLARATION

1. State:
 - (1) present surname and any former surname(s) **Matthews**
 - (2) present first name(s) and any former first name(s); **Charles Lewis**
 - (3) date of birth; **17 December 1953**
 - (4) residential address; **Old Red Lion, Millers Lane, Hornton OX15 6BS**
 - (5) nationality and former nationality, if any; and **British**
 - (6) professional qualifications, if any. **N/A**
2. Are you a *director* or alternate *director* of any other corporation which is publicly listed or traded or a partner in any partnership? If so, state the name of any such corporation or partnership, the nature of business where this is not indicated in the title, and date you became a *director* or partner. **Rorvair plc, filter manufacturer. Since in 2005**
3. Have you at any time been adjudged bankrupt in any jurisdiction? If so, state the court by which you were adjudged bankrupt and, if discharged, the date and conditions on which you were granted your discharge. **No**
4. Have you at any time been a party to a scheme of arrangement or made any other form of composition with your creditors? **No**
5. Are there any unsatisfied judgements outstanding against you? If so, give full particulars. **No**
6. Has any corporation been put into compulsory liquidation or had an administrator or an administrative or other receiver appointed during the period when you were (or within the preceding twelve months had been) one of its *directors* or alternate *directors*? Has any partnership been put into compulsory liquidation or been sequestrated during the period when you were (or within the preceding twelve months had been) one of its partners? If so, in each case state the name, nature of business, date of commencement of winding up, administration or receivership and the amount involved together with an indication of the outcome or current position. **Axeon plc – pre pack administration in April 2009. Currently struck off.**
7. Have you at any time or has a corporation of which you were a director, shadow director or alternate director at the time of the offence been convicted

in any jurisdiction of any criminal offence or an offence under legislation relating to companies. All such convictions must be disclosed even though they may now be "spent convictions". If so, state the court by which you were or the corporation was convicted, the date of conviction and full particulars of the offence and the penalty imposed. **No**

8. Have you, in connection with the formation or management of any corporation, partnership or unincorporated institution been adjudged by a court in any jurisdiction civilly liable for any fraud, misfeasance or other misconduct by you towards it or towards any of its members? If so, give full particulars. **No**
9. Have you ever been disqualified by a court from acting as a director of a corporation, or from acting in the management or conduct of the affairs of any corporation? If so, give full particulars. **No**
10. Have you, in any jurisdiction, been refused admission to or renewal of membership of any professional body, trade society, institution or association, or stock exchange or been censured or disciplined or had membership withdrawn by any such body to which you belong or belonged or have you held a practising certificate subject to conditions? If so, give full particulars. **No**

I, Charles Matthews director of African Petroleum Corporation Limited (the "Issuer") declare that to the best of my knowledge and belief (having taken all reasonable care to ensure that such is the case) the answers to all the above questions are true and I hereby give my authority (save where expressly provided otherwise) to the *Exchange* to disclose any of the foregoing particulars given by me to the sponsor of any corporation of which I am *director* and/or such regulatory bodies as the *Exchange* may, in its absolute discretion think fit.

UNDERTAKING

I hereby undertake that in the exercise of my powers and duties as such a *director*, I shall:

- (1) comply to the best of my ability with the *Listing Rules* of the National Stock Exchange of Australia Limited from time to time in force and disclose to the *issuer* all information which the *issuer* needs in order to comply with its obligations to disclose *directors'* share interests;
- (2) use my best endeavours to procure that any alternate of mine shall so comply; and
- (3) use my best endeavours to ensure that the *issuer* complies with such *Listing Rules* from time to time in force.

Dated this 9th day of Oct 2013

Signature: CM Matthews Name: CHARLES LEWIS MATTHEWS



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National Stock Exchange of Australia Limited
ABN: 11 000 902 063

Initial or Final Director's Interests Notice

File Reference:

I:\Publications\Operating Rules\Listing Rules\Forms\NSX Initial-Final Directors Interests.doc

Introduced: 31 March 2004



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Initial or Final Director's Interest Notice

Information or documents not available now must be given to NSX as soon as available.
Information and documents given to NSX become NSX's property and may be made public.

Name of entity AFRICAN PETROLEUM CORPORATION LIMITED
ABN 87 125 419 730

We (the entity) give NSX the following information under section 205G of the Corporations Act.

Name of director	CHARLES MATTHEWS
Date of last notice	N/A
Date that director become a director (if initial notice)	10 October 2013
Date that director ceased to be director (if final notice)	N/A

Part 1 – Director's relevant interests in securities of which the director is the registered holder

Number & class of securities
Nil



Part 2 – Director’s relevant interests in securities of which the director is not the registered holder

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest Note: Provide details of the circumstances giving rise to the relevant interest	Number & class of securities
	Nil

Part 3 – Director’s interests in contracts

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
No. and class of securities to which interest relates	