ERC equipoise

4th January 2013

The Directors
African Petroleum Corporation Ltd
Stratton House
5 Stratton Street
London
W1J 8LA

Attention: Mr Karl Thompson

Dear Sirs

Re: Review of Certain Prospective Resources, Offshore Liberia Blocks 8 and 9.

In accordance with your instructions, ERC Equipoise Ltd ("ERCE") has reviewed the prospectivity of the petroleum exploration interests of African Petroleum Corporation Limited and its associated companies ("APC"), in Blocks 8 & 9 offshore Liberia, and we have prepared estimates as of today's date of the prospective petroleum resources associated with the following high-graded prospects: Bee Eater, Barbet, Sunbird, Lovebird and Wildbird. We have used information and data available up to 21st December 2012. For the prospective resources we have included an assessment of the geological chance of success. This dimension of risk does not incorporate the consideration of economic uncertainty and commerciality. In presenting prospective resources, ERCE assumes that the Operator of licences in which such prospective resources exist will behave in a competent manner, and execute any work programme designed to test such prospective resources in a timely and safe manner during the term specified for the licence.

We have carried out this work using the March 2007 SPE/WPC/AAPG/SPEE Petroleum Resources Management System (PRMS) as the standard for classification and reporting. A summary of the PRMS is found in Appendix 1.

This letter is for the sole use of APC and financial advisors. It may not be disclosed to any other person or used for any other purpose without the prior written approval of a director of ERC Equipoise Ltd ("ERCE").

Introduction

African Petroleum Corporation Limited holds a 100 per cent contractor interest in a Production Sharing Contract ("PSC") covering Blocks 8 & 9 offshore Liberia. Our independent Best Estimate (P50) of prospective oil resources for the prospects we have assessed in aggregate is 1979 MMstb unrisked, or 384 MMstb risked. Our independent Mean estimate of prospective oil resources for the prospects in aggregate is 3236 MMstb unrisked or 613 MMstb risked.

Both blocks are in their second exploration period, which began on 12th June 2012 and lasts for two years. Commitments during the second phase are a single exploration well (to a minimum depth of 2000 meters) within Block 9, and two exploration wells (to a minimum depth of 2000 meters) in Block 8, as a well commitment from the first exploration phase has been carried into the second phase in Block 8. The minimum spend for each block in the second exploration period is US$ 10 MM.

For each block, there is one further optional exploration period of two years that can be entered into with a further well (to a minimum of 2000 metres) being required in each block in each period. At the end of the third period all areas not retained for appraisal and development are to be relinquished. There are also provisions for an appraisal period and an exploitation period of 25 years (with an additional term of 10 years if necessary) for each development area.

In carrying out our evaluation of the interests, we have relied upon information provided by APC which comprised details of APC's licence interests, offset well data and associated analysis, seismic data including interpretation, basic exploration data, technical reports and volumetric estimates, where appropriate.

Our approach has been to commence our investigations with the most recent technical reports and interpreted data. From these we have been able to identify those items of basic data which require re-assessment. Where only basic data have been available or where previous interpretations of data have been considered incomplete, we have undertaken our own interpretation. A site visit was not undertaken.

In estimating petroleum in place and recoverable, we have used the standard techniques of prospect analysis. These techniques combine geophysical and geological knowledge with assessments of porosity and permeability distributions, fluid characteristics and reservoir pressure. There is uncertainty in the measurement and interpretation of basic data. We have estimated the degree of this uncertainty and have used statistical methods to calculate the range of petroleum initially in place and recoverable.

We have estimated the chance of success for drilling the identified exploration prospects, using the industry standard approach of assessing the likelihood of source rock, charge, reservoir trap and seal. The result is the chance or probability of discovering hydrocarbons in sufficient quantity and which test at a sufficient rate to permit consideration for subsequent appraisal and development.

Summary of Results

Following a 25% relinquishment at the end of the first exploration phase, Block 8 comprises an area of 2717 km^2, and Block 9 comprises 2634 km^2. Water depths range from less than 100 m to over 3000 m. Most of the block areas lie in water depths greater than 500 m.

The deeper water area of both blocks is covered by regional 2D seismic data and a recent 3D seismic survey. The 3D seismic survey covers approximately 5,170 km^2. Two wells have been drilled in Block 9 by APC as part of the first exploration phase: Wells Apalis-1 and Narina-1. In addition, two wells have been drilled on the shelfal areas: Wells Cestos-1 and S/3-1.

Well Apalis-1 was drilled in 2011, targeting a four-way dip-closed structure with possible AvO support. The well found traces of hydrocarbons, plus potential source rock intervals, but the prognosed reservoir sands were absent at target depth, and the well was plugged and abandoned. Well Narina-1 was drilled by APC in 2012, and found 16 m to 21 m of net pay (light oil) within sandstones of Turonian (Cretaceous) age. Hydrocarbons were also discovered in the underlying Albian. Oil samples were collected, but no drill-stem testing was undertaken. Analysis of the oil samples indicates an API gravity for the Turonian oil of about 38 degrees, and about 45 degrees for the Albian hydrocarbons. Mobilities from formation pressure measurements and permeability from side-wall core measurements show the reservoir to be of relatively low permeability at this location. Well Apalis-1 and in particular Well Narina-1 help de-risk seal and hydrocarbon charge from the Cretaceous play on-block.

Following the drilling of the two wells, APC has re-appraised the prospectivity of the block and has identified a number of structural and stratigraphic traps within the 3D area, of which some have been matured to prospect status and are drilling candidates for 2013.

Reservoir intervals are identified at several stratigraphic levels from the pre-rift Albian (Lower Cretaceous), to the post rift of the Upper Cretaceous (Turonian/Cenomanian and Campanian). Of the traps identified, Bee Eater, Lovebird, Barbet and Sunbird have multiple stratigraphic targets.

We have made independent estimates of resources and geological chance of success (COS) for the above prospects, for each prospective stratigraphic layer. Volumes have been computed solely for oil, based on the fluids found in Well Narina-1. However, there is uncertainty in the geological information available, and it is therefore possible that a gas charge could have occurred. During our review of the above prospects, the APC evaluation of the Lovebird prospect was ongoing. We have derived our estimates of the prospective resources for the reservoir intervals proximal to the “Blue” and “Green” horizons in the Lovebird prospect from mapping of a shallow seismic reflector (the “Pink” horizon) and isopaching downwards. The prospective resources determined by this ‘isopach’ model are those disclosed here, and we would expect these estimates to change once the APC evaluation of the prospect, including finalisation of the seismic interpretation at the Blue and Green levels, is complete. Our estimates of total unrisked and risked prospective resource by reservoir attributable to APC for all the prospects we have reviewed are presented in Table 1 below.

We have used Play and Prospect risk to assign COS to the Wildbird prospect, to reflect the fact that the play at this deeper level is not proven. A successful well on a given prospect may remove the Play risk, should the well prove reservoir, charge and source in a given play. This will have the effect of de-risking further prospects associated with that play.

Confirmations and Professional Qualifications

ERCE is an independent consultancy specialising in geoscience evaluation and engineering and economics assessment. Except for the provision of professional services on a time-based fee basis, ERCE has no commercial arrangement with any other person or company involved in the interests which are the subject of this report. ERCE confirms that it is independent of APC, its directors, senior management and advisers.

ERCE has the relevant and appropriate qualifications, experience and technical knowledge to appraise professionally and independently the assets.

The work has been supervised by Dr Adam Law, Geoscience Director of ERCE, a post-graduate in Geology, a Fellow of the Geological Society and a member of the Society of Petroleum Evaluation Engineers. He has 18 years relevant experience in the evaluation of oil and gas fields and exploration acreage, preparation of development plans and assessment of reserves and resources.

Yours faithfully

ERC Equipoise Limited

Adam Law
Geoscience Director

		STOIIP (MMStb)				Unrisked Prospective Resources (MMstb)				COS (%)	Risked Prospective Resources (MMstb)			
		Low	Best	High	Mean	Low	Best	High	Mean		Low	Best	High	Mean
BEE EATER	Turonian upper pay	140	586	2,109	948	51	216	796	356	0.28	14	61	223	100
	Turonian BFF	65	273	876	403	24	101	328	150	0.28	7	28	92	42
	Cenomanian	141	543	1,989	894	51	202	737	334	0.24	12	48	177	80
SUNBIRD/ BARBET	Barbet	166	500	1,479	718	60	186	558	270	0.22	13	41	123	59
	Campanian	177	461	1,187	609	63	172	448	229	0.30	19	52	135	69
	Turonian	107	307	863	429	39	115	327	162	0.22	9	25	72	36
	Cenomanian	91	264	779	376	33	99	294	141	0.18	6	18	53	25
LOVERBIRD (ISOPACH)	Blue Horizon	68	293	1,218	536	25	109	456	201	0.20	5	22	91	40
	Pink Horizon	59	262	1,218	474	22	96	1,070	178	0.20	4	19	214	36
	Green Horizon	48	210	896	399	18	78	337	150	0.20	4	16	67	30
WILDBIRD	Light Blue Horizon	552	2,289	8,700	3,946	144	605	2,377	1,065	0.09	13	54	214	96

1. Appendix 1: SPE PRMS Guidelines

SPE/WPC/AAPG/SPEE Petroleum Reserves and Resources Classification System and Definitions

The Petroleum Resources Management System

Preamble

Petroleum Resources are the estimated quantities of hydrocarbons naturally occurring on or within the Earth's crust. Resource assessments estimate total quantities in known and yet-to-be-discovered accumulations; Resources evaluations are focused on those quantities that can potentially be recovered and marketed by commercial projects. A petroleum Resources managements system provides a consistent approach to estimating petroleum quantities, evaluating development projects and presenting results within a comprehensive classification framework.

International efforts to standardize the definitions of petroleum Resources and how they are estimated began in the 1930s. Early guidance focused on Proved Reserves. Building on work initiated by the Society of Petroleum Evaluation Engineers (SPEE), SPE published definitions for all Reserves categories in 1987. In the same year, the World Petroleum Council (WPC, then known as the World Petroleum Congress), working independently, published Reserves definitions that were strikingly similar. In 1997, the two organizations jointly released a single set of definitions for Reserves that could be used worldwide. In 2000, the American Association of Petroleum Geologists (AAPG), SPE, and WPC jointly developed a classification system for all petroleum Resources. This was followed by additional supporting documents: supplemental application evaluation guidelines (2001) and a glossary of terms utilized in Resources definitions (2005). SPE also published standards for estimating and auditing Reserves information (revised 2007).

These definitions and the related classification system are now in common use internationally within the petroleum industry. They provide a measure of comparability and reduce the subjective nature of Resources estimation. However, the technologies employed in petroleum exploration, development, production, and processing continue to evolve and improve. The SPE Oil and Gas Reserves Committee works closely with other organizations to maintain the definitions and issues periodic revisions to keep current with evolving technologies and changing commercial opportunities.

The SPE-PRMS consolidates, builds on, and replaces guidance previously contained in the 1997 Petroleum Reserves Definitions, the 2000 Petroleum Resources Classification and Definitions publications, and the 2001 "Guidelines for the Evaluation of Petroleum Reserves and Resources"; the latter document remains a valuable source of more detailed background information.

These definitions and guidelines are designed to provide a common reference for the international petroleum industry, including national reporting and regulatory disclosure agencies, and to support petroleum project and portfolio management requirements. They are intended to improve clarity in global communications regarding petroleum Resources. It is expected that the SPE-PRMS will be supplemented with industry education programs and application guides addressing their implementation in a wide spectrum of technical and/or commercial settings.

It is understood that these definitions and guidelines allow flexibility for users and agencies to tailor application for their particular needs; however, any modifications to the guidance contained herein should be clearly identified. The definitions and guidelines contained in this document must not be construed as modifying the interpretation or application of any existing regulatory reporting requirements.

The full text of the SPE/WPC/AAPG/SPEE Petroleum Resources Management System document, hereinafter referred to as the SPE-PRMS, can be viewed at

www.spe.org/specma/binary/files6859916Petroleum_Resources_Management_System_2007.pdf .

Overview and Summary of Definitions

The estimation of petroleum resource quantities involves the interpretation of volumes and values that have an inherent degree of uncertainty. These quantities are associated with development projects at various stages of design and implementation. Use of a consistent classification system enhances comparisons between projects, groups of projects, and total company portfolios according to forecast production profiles and recoveries. Such a system must consider both technical and commercial factors that impact the project's economic feasibility, its productive life, and its related cash flows.

Petroleum is defined as a naturally occurring mixture consisting of hydrocarbons in the gaseous, liquid, or solid phase. Petroleum may also contain non-hydrocarbons, common examples of which are carbon dioxide, nitrogen, hydrogen sulphide and sulphur. In rare cases, non-hydrocarbon content could be greater than 50%.

The term "Resources" as used herein is intended to encompass all quantities of petroleum naturally occurring on or within the Earth's crust, discovered and undiscovered (recoverable and unrecoverable), plus those quantities already produced. Further, it includes all types of petroleum whether currently considered conventional" or "unconventional."

Figure 1-1 is a graphical representation of the SPE/WPC/AAPG/SPEE Resources classification system. The system defines the major recoverable Resources classes: Production, Reserves, Contingent Resources, and Prospective Resources, as well as Unrecoverable petroleum.

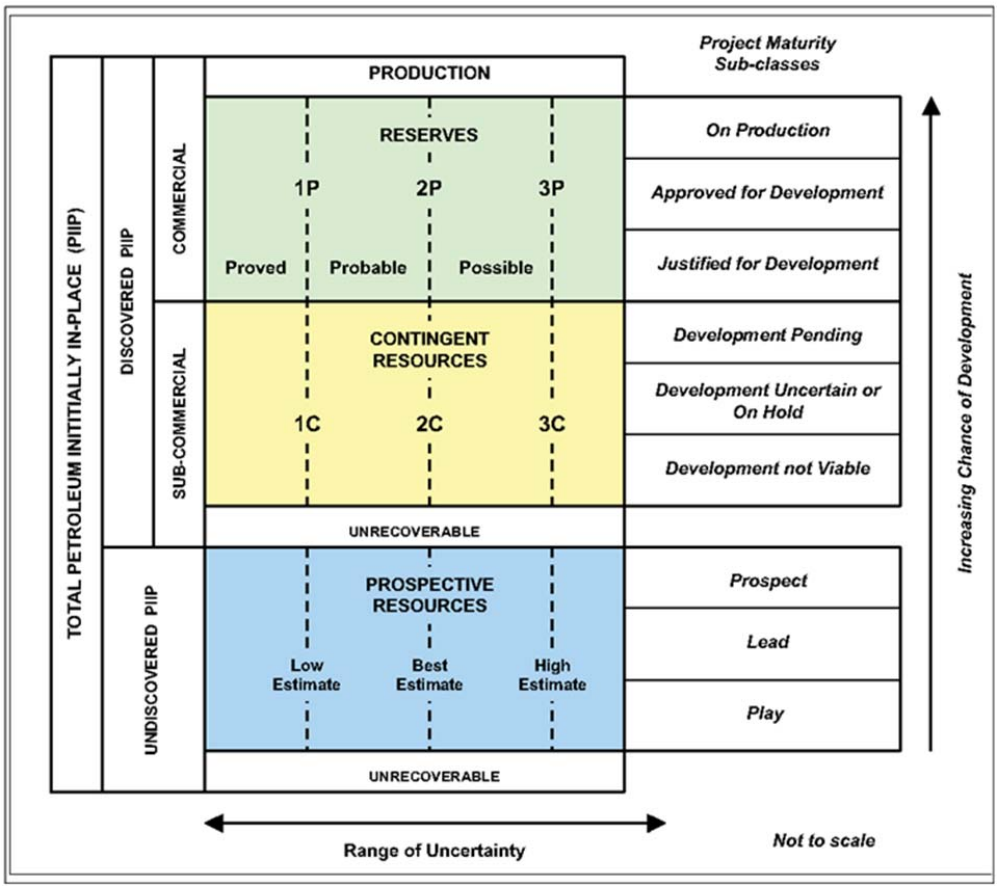

Figure 1-1: SPE/AAPG/WPC/SPEE Resources Classification System

The "Range of Uncertainty" reflects a range of estimated quantities potentially recoverable from an accumulation by a project, while the vertical axis represents the "Chance of Development", that is, the chance that the project that will be developed and reach commercial producing status.

The following definitions apply to the major subdivisions within the Resources classification:

TOTAL PETROLEUM INITIALLY-IN-PLACE

Total Petroleum Initially in Place is that quantity of petroleum that is estimated to exist originally in naturally occurring accumulations.

It includes that quantity of petroleum that is estimated, as of a given date, to be contained in known accumulations prior to production plus those estimated quantities in accumulations yet to be discovered (equivalent to "total Resources").

DISCOVERED PETROLEUM INITIALLY-IN-PLACE

Discovered Petroleum Initially in Place is that quantity of petroleum that is estimated, as of a given date, to be contained in known accumulations prior to production.

PRODUCTION

Production is the cumulative quantity of petroleum that has been recovered at a given date.

Multiple development projects may be applied to each known accumulation, and each project will recover an estimated portion of the initially-in-place quantities. The projects shall be subdivided into Commercial and Sub-Commercial, with the estimated recoverable quantities being classified as Reserves and Contingent Resources respectively, as defined below.

RESERVES

Reserves are those quantities of petroleum anticipated to be commercially recoverable by application of development projects to known accumulations from a given date forward under defined conditions.

Reserves must satisfy four criteria: they must be discovered, recoverable, commercial, and remaining based on the development project(s) applied. Reserves are further subdivided in accordance with the level of certainty associated with the estimates and may be sub-classified based on project maturity and/or characterized by their development and production status. To be included in the Reserves class, a project must be sufficiently defined to establish its commercial viability. There must be a reasonable expectation that all required internal and external approvals will be forthcoming, and there is evidence of firm intention to proceed with development within a reasonable time frame. A reasonable time frame for the initiation of development depends on the specific circumstances and varies according to the scope of the project. While five years is recommended as a benchmark, a longer time frame could be applied where, for example, development of economic projects are deferred at the option of the producer for, among other things, market-related reasons, or to meet contractual or strategic objectives.

In all cases, the justification for classification as Reserves should be clearly documented. To be included in the Reserves class, there must be a high confidence in the commercial producibility of the reservoir as supported by actual production or formation tests. In certain cases, Reserves may be assigned on the basis of well logs and/or core analysis that indicate that the subject reservoir is hydrocarbon-bearing and is analogous to reservoirs in the same area that are producing or have demonstrated the ability to produce on formation tests.

Proved Reserves

Proved Reserves are those quantities of petroleum, which by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be commercially recoverable, from a given date forward, from known reservoirs and under defined economic conditions, operating methods, and government regulations.

If deterministic methods are used, the term reasonable certainty is intended to express a high degree of confidence that the quantities will be recovered. If probabilistic methods are used, there should be at least a 90% probability that the quantities actually recovered will equal or exceed the estimate. The area of the reservoir considered as Proved includes:

the area delineated by drilling and defined by fluid contacts, if any, and

adjacent undrilled portions of the reservoir that can reasonably be judged as continuous with it and commercially productive on the basis of available geoscience and engineering data.

In the absence of data on fluid contacts, Proved quantities in a reservoir are limited by the lowest known hydrocarbon (LKH) as seen in a well penetration unless otherwise indicated by definitive geoscience, engineering, or performance data. Such definitive information may include pressure gradient analysis and seismic indicators. Seismic data alone may not be sufficient to define fluid contacts for Proved Reserves (see "2001 Supplemental Guidelines," Chapter 8). Reserves in undeveloped locations may be classified as Proved provided that the locations are in undrilled areas of the reservoir that can be judged with reasonable certainty to be commercially productive and interpretations of available geoscience and engineering data indicate with reasonable certainty that the objective formation is laterally continuous with drilled Proved locations.

For Proved Reserves, the recovery efficiency applied to these reservoirs should be defined based on a range of possibilities supported by analogs and sound engineering judgment considering the characteristics of the Proved area and the applied development program.

Probable Reserves

Probable Reserves are those additional Reserves which analysis of geoscience and engineering data indicate are less likely to be recovered than Proved Reserves but more certain to be recovered than Possible Reserves.

It is equally likely that actual remaining quantities recovered will be greater than or less than the sum of the estimated Proved plus Probable Reserves (2P). In this context, when probabilistic methods are used, there should be at least a 50% probability that the actual quantities recovered will equal or exceed the 2P estimate.

Probable Reserves may be assigned to areas of a reservoir adjacent to Proved where data control or interpretations of available data are less certain. The interpreted reservoir continuity may not meet the reasonable certainty criteria. Probable estimates also include incremental recoveries associated with project recovery efficiencies beyond that assumed for Proved.

Possible Reserves

Possible Reserves are those additional Reserves which analysis of geoscience and engineering data indicate are less likely to be recoverable than Probable Reserves

The total quantities ultimately recovered from the project have a low probability to exceed the sum of Proved plus Probable plus Possible (3P), which is equivalent to the high estimate scenario. When probabilistic methods are used, there should be at least a 10% probability that the actual quantities recovered will equal or exceed the 3P estimate.

Possible Reserves may be assigned to areas of a reservoir adjacent to Probable where data control and interpretations of available data are progressively less certain. Frequently, this may be in areas where geoscience and engineering data are unable to clearly define the area and vertical reservoir limits of commercial production from the reservoir by a defined project.

Possible estimates also include incremental quantities associated with project recovery efficiencies beyond that assumed for Probable.

Probable and Possible Reserves

(See above for separate criteria for Probable Reserves and Possible Reserves.)

The 2P and 3P estimates may be based on reasonable alternative technical and commercial interpretations within the reservoir and/or subject project that are clearly documented, including comparisons to results in successful similar projects.

In conventional accumulations, Probable and/or Possible Reserves may be assigned where geoscience and engineering data identify directly adjacent portions of a reservoir within the same accumulation that may be separated from Proved areas by minor faulting or other geological discontinuities and have not been penetrated by a wellbore but are interpreted to be in communication with the known (Proved) reservoir. Probable or Possible Reserves may be assigned to areas that are structurally higher than the Proved area. Possible (and in some cases, Probable) Reserves may be assigned to areas that are structurally lower than the adjacent Proved or 2P area.

Caution should be exercised in assigning Reserves to adjacent reservoirs isolated by major, potentially sealing, faults until this reservoir is penetrated and evaluated as commercially productive. Justification for assigning Reserves in such cases should be clearly documented. Reserves should not be assigned to areas that are clearly separated from a known accumulation by non-productive reservoir (i.e., absence of reservoir, structurally low reservoir, or negative test results); such areas may contain Prospective Resources.

In conventional accumulations, where drilling has defined a highest known oil (HKO) elevation and there exists the potential for an associated gas cap, Proved oil Reserves should only be assigned in the structurally higher portions of the reservoir if there is reasonable certainty that such portions are initially above bubble point pressure based on documented engineering analyses. Reservoir portions that do not meet this certainty may be assigned as Probable and Possible oil and/or gas based on reservoir fluid properties and pressure gradient interpretations.

CONTINGENT RESOURCES

Contingent Resources are those quantities of petroleum estimated, as of a given date, to be potentially recoverable from known accumulations by application of development projects, but which are not currently considered to be commercially recoverable due to one or more contingencies.

Contingent Resources may include, for example, projects for which there are currently no viable markets, or where commercial recovery is dependent on technology under development, or where evaluation of the accumulation is insufficient to clearly assess commerciality. Contingent Resources are further categorized in accordance with the level of certainty associated with the estimates and may be sub-classified based on project maturity and/or characterized by their economic status.

UNDISCOVERED PETROLEUM INITIALLY-IN-PLACE

Undiscovered Petroleum Initially in Place is that quantity of petroleum that is estimated, as of a given date, to be contained within accumulations yet to be discovered.

PROSPECTIVE RESOURCES

Prospective Resources are those quantities of petroleum which are estimated, as of a given date, to be potentially recoverable from undiscovered accumulations.

Potential accumulations are evaluated according to their chance of discovery and, assuming a discovery, the estimated quantities that would be recoverable under defined development projects. It is recognized that the development programs will be of significantly less detail and depend more heavily on analog developments in the earlier phases of exploration.

Prospect

A project associated with a potential accumulation that is sufficiently well defined to represent a viable drilling target.

Project activities are focused on assessing the chance of discovery and, assuming discovery, the range of potential recoverable quantities under a commercial development program.

Lead

A project associated with a potential accumulation that is currently poorly defined and requires more data acquisition and/or evaluation in order to be classified as a prospect.

Project activities are focused on acquiring additional data and/or undertaking further evaluation designed to confirm whether or not the lead can be matured into a prospect. Such evaluation includes the assessment of the chance of discovery and, assuming discovery, the range of potential recovery under feasible development scenarios.

Play

A project associated with a prospective trend of potential prospects, but which requires more data acquisition and/or evaluation in order to define specific leads or prospects.

Project activities are focused on acquiring additional data and/or undertaking further evaluation designed to define specific leads or prospects for more detailed analysis of their chance of discovery and, assuming discovery, the range of potential recovery under hypothetical development scenarios.

The range of uncertainty of the recoverable and/or potentially recoverable volumes may be represented by either deterministic scenarios or by a probability distribution. When the range of uncertainty is represented by a probability distribution, a low, best, and high estimate shall be provided such that:

• There should be at least a 90% probability (P90) that the quantities actually recovered will equal or exceed the low estimate.

• There should be at least a 50% probability (P50) that the quantities actually recovered will equal or exceed the best estimate.

• There should be at least a 10% probability (P10) that the quantities actually recovered will equal or exceed the high estimate.

When using the deterministic scenario method, typically there should also be low, best, and high estimates, where such estimates are based on qualitative assessments of relative uncertainty using consistent interpretation guidelines. Under the deterministic incremental (risk-based) approach, quantities at each level of uncertainty are estimated discretely and separately.

These same approaches to describing uncertainty may be applied to Reserves, Contingent Resources, and Prospective Resources. While there may be significant risk that sub-commercial and undiscovered accumulations will not achieve commercial production, it useful to consider the range of potentially recoverable quantities independently of such a risk or consideration of the resource class to which the quantities will be assigned.

Evaluators may assess recoverable quantities and categorize results by uncertainty using the deterministic incremental (risk-based) approach, the deterministic scenario (cumulative) approach, or probabilistic methods (see “2001 Supplemental Guidelines,” Chapter 2.5). In many cases, a combination of approaches is used.

Use of consistent terminology (Figure 1.1) promotes clarity in communication of evaluation results. For Reserves, the general cumulative terms low/best/high estimates are denoted as 1P/2P/3P, respectively. The associated incremental quantities are termed Proved, Probable and Possible. Reserves are a subset of, and must be viewed within context of, the complete Resources classification system. While the categorization criteria are proposed specifically for Reserves, in most cases, they can be equally applied to Contingent and Prospective Resources conditional upon their satisfying the criteria for discovery and/or development.

For Contingent Resources, the general cumulative terms low/best/high estimates are denoted as 1C/2C/3C respectively. For Prospective Resources, the general cumulative terms low/best/high estimates still apply. No specific terms are defined for incremental quantities within Contingent and Prospective Resources.

Without new technical information, there should be no change in the distribution of technically recoverable volumes and their categorization boundaries when conditions are satisfied sufficiently to reclassify a project from Contingent Resources to Reserves. All evaluations require application of a consistent set of forecast conditions, including assumed future costs and prices, for both classification of projects and categorization of estimated quantities recovered by each project.

Appendix 2