

Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **African Petroleum Corp Ltd**

ACN/ARSN

1. Details of substantial holder (1)

Name **M&G Investment Funds (1)**
M&G Investment Funds (3)
M&G Investment Funds (12)
M&G Investment Management Limited
M&G Limited
M&G Group Limited
M&G Securities Limited
Prudential plc

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on **14 February 2013**
The previous notice was given to the company on **12 July 2011**
The previous notice was dated **12 July 2011**

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 Security (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power (5)	Person's votes	Voting Power (5)
Ordinary NPV	122,732,037	7.68%	117,606,417	6.94%

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
	M&G Investment Funds (1)				
	M&G Investment Funds (3)				
	M&G Investment Funds (12)				
	M&G Investment Management Limited	PLEASE SEE ANNEX 1 (Below)			
	M&G Limited				
	M&G Group Limited				
	M&G Securities Limited				
	Prudential plc				

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	Nature of relevant interest	Class and number of securities
M&G Investment Funds (3) M&G Investment Management Limited M&G Limited M&G Group Limited M&G Securities Limited Prudential plc	State Street Noms LTD A/C GMIQ	State Street Noms LTD A/C GMIQ	Power to exercise or control the exercise of, a right to vote attached to the securities Power to dispose of, or control the exercise of a power to dispose of, the securities	107,746,651
M&G Investment Funds (12) M&G Investment Management Limited, M&G Limited, M&G Group Limited, M&G Securities Limited, Prudential plc	State Street Noms LTD A/C GML2	State Street Noms LTD A/C GML2	Power to exercise or control the exercise of, a right to vote attached to the securities Power to dispose of, or control the exercise of a power to dispose of, the securities	1,463,544
M&G Investment Funds (1) M&G Investment Management Limited, M&G Limited, M&G Group Limited, M&G Securities Limited, Prudential plc	State Street Noms LTD A/C GMBM	State Street Noms LTD A/C GMBM	Power to exercise or control the exercise of, a right to vote attached to the securities Power to dispose of, or control the exercise of a power to dispose of, the securities	8,187,544
M&G Investment Management Limited, M&G Limited, M&G Group Limited, Prudential plc	JNL/M&G GLOBAL BASICS FUND	JNL/M&G GLOBAL BASICS FUND	Power to exercise or control the exercise of, a right to vote attached to the securities. Power to dispose of, or control the exercise of a power to dispose of, the securities	208,678

5. Changes in association

The persons who have been 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 CAN/ARSN (if applicable)	Nature of association
M&G Investment Funds (1) M&G Investment Funds (3) M&G Investment Funds (12)	An Open Ended Investment Company (Separate Legal Entity, not within the Prudential plc group of companies), the assets are managed by M&G Investment Management Limited, which is a wholly owned subsidiary of Prudential Plc, as are M&G Limited and M&G Group Limited and as such these companies are included within this notice.

6. Addresses

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

Name	Address
M&G Investment Funds (1) M&G Investment Funds (3) M&G Investment Funds (12)	Laurence Pountney Hill, London EC4R 0HH, England
M&G Investment Management Limited	Laurence Pountney Hill, London EC4R 0HH, England
M&G Limited	Laurence Pountney Hill, London EC4R 0HH, England
M&G Securities Limited	Laurence Pountney Hill, London EC4R 0HH, England
M&G Group Limited	Laurence Pountney Hill, London EC4R 0HH, England
Prudential plc	Laurence Pountney Hill, London EC4R 0HH, England
State Street Nominees Limited	20 Churchill Place, Canary Wharf, London E14 5HJ, England

Signature

print name **James Todd**

capacity **Notifiables Administrator**

sign here **James Todd**

date **15 February 2013**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Law.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Law.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Law.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Annex 1: Transactions 09 July 2011 – 14 February 2013

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	Ord NPV
M&G Investment Funds (1) M&G Investment Management Limited, M&G Limited, M&G Group Limited, M&G Securities Limited Prudential plc (State Street Nominees Ltd A/C GMBM – AUST)	*15-Aug-11	N/A		-14,605,434
	29-Nov-12	-580,090		-509,156
	30-Nov-12	-3,744		-3,380
	03-Dec-12	-365,126		-331,357
	04-Dec-12	-227,887		-207,585
	05-Dec-12	-106,017		-97,458
	06-Dec-12	-255,907		-233,109
	07-Dec-12	-53,495		-48,729
	10-Dec-12	-8,131		-7,407
	12-Dec-12	-67,746		-66,271
	13-Dec-12	-29,316		-30,921
	14-Dec-12	-58,680		-61,892
	18-Dec-12	-8,224		-8,674
	19-Dec-12	-16,724		-17,640
	20-Dec-12	-9,368		-9,881
	02-Jan-13	-48,951		-46,807
	03-Jan-13	-9,051		-9,069
	08-Jan-13	-235,998		-239,198
	09-Jan-13	-67,995		-67,383
	10-Jan-13	-99,603		-95,964
	14-Jan-13	-10,121		-9,751
	15-Jan-13	-9,732		-9,751
	23-Jan-13	-18,604		-21,931
	25-Jan-13	-65		-66
01-Feb-13	-83,792		-111,947	
04-Feb-13	-8,635		-11,537	
05-Feb-13	-37,468		-53,633	
06-Feb-13	-171,206		-241,474	
07-Feb-13	-115,751		-165,775	
11-Feb-13	-1,488,140		-2,130,175	
12-Feb-13	-302,177		-438,816	
14-Feb-13	-767,646		-1,131,153	
M&G Investment Funds (12) M&G Investment Management Limited, M&G Limited, M&G Group Limited, M&G Securities Limited, Prudential plc (State Street Noms LTD A/C GML2 – ISEF)	*** 17-Feb-12	1,024,481		1,463,544

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	Ord NPV
M&G Investment Management Limited M&G Limited M&G Group Limited Prudential plc (JNL/M&G Global Basics Fund) - JBCS	28-Feb-12	135,434		100,786
	01-Oct-12	-14,862		-12,410
	02-Oct-12	-1,137		-949
	05-Oct-12	-34,520		-28,824
	15-Oct-12	-90,303		-80,724
	29-Nov-12	-15,131		-13,281
	30-Nov-12	-97		-88
	03-Dec-12	-9,524		-8,643
	04-Dec-12	-5,945		-5,415
	05-Dec-12	-2,765		-2,542
	06-Dec-12	-6,676		-6,081
	07-Dec-12	-1,395		-1,271
	10-Dec-12	-212		-193
	12-Dec-12	-1,767		-1,729
	13-Dec-12	-765		-807
	14-Dec-12	-1,530		-1,614
	18-Dec-12	-214		-226
	19-Dec-12	-436		-460
	20-Dec-12	-239		-252
	02-Jan-13	-1,248		-1,193
	03-Jan-13	-231		-231
	08-Jan-13	-6,015		-6,097
	09-Jan-13	-1,733		-1,717
	10-Jan-13	-2,539		-2,446
	14-Jan-13	-258		-249
	15-Jan-13	-249		-249
	23-Jan-13	-474		-559
	25-Jan-13	-2		-2
	01-Feb-13	-2,135		-2,853
	04-Feb-13	-220		-294
05-Feb-13	-955		-1,367	
06-Feb-13	-4,364		-6,155	
07-Feb-13	-2,950		-4,225	
11-Feb-13	-37,928		-54,292	
12-Feb-13	-7,702		-11,184	
14-Feb-13	-19,604		-28,830	
M&G Investment Funds (3) M&G Investment Management Limited M&G Limited M&G Group Limited M&G Securities Limited Prudential plc (State Street Noms LTD A/C GMIQ - REC)	*15-Aug-11	N/A		96,365,869
	**25-Aug-11	5,198,469		9,901,846
	27-Jul-12	1,999,350		1,481,000
	28-Sep-12	-2,568		-2,064

*Transfer In

**Transfer from PPLSE

*** Transfer from PGGU (PRUCLT HSBC GIS NOM (UK) PPL AC