

1 July 2010

## NSX LISTING CONDITIONS

African Petroleum Corporation Limited (ASX: AFQ) (NSX: AOQ) ("**African Petroleum**" or the "**Company**") was admitted to the Official List of the National Stock Exchange of Australia ("**NSX**") on 28 June 2010 and was admitted to Official Quotation on 30 June 2010.

NSX admitted the Company to its Official List following the Company satisfying the following conditions:

- The provision of an executed deed restricting the voting rights of Mr Frank Timis and his associated entities; and
- The provision of a letter signed by Mr Frank Timis confirming that he will not become a member of the Continuous Disclosure Committee and that he will not hold a position of influence over the Company's discharge of its continuous disclosure obligations and will have no authority to make any announcements on behalf of the Company.

The Company is required by NSX to comply with the following conditions on an ongoing basis:

- The establishment and maintenance of a Continuous Disclosure Committee. Refer to the attached copy of the Company's Corporate Governance plan which evidences the establishment of such committee;
- Provision of quarterly activities and cash flow reports for a period of two years following quotation of the Company's securities, after which time this requirement will be reviewed by NSX's Compliance Committee and may be continued for such further period as the Compliance Committee deems appropriate;
- The submission of a quarterly declaration signed by the Chairman and Chief Executive Officer that certifies that the Board of Directors has reviewed the Company's operations and declares that, in its opinion, there are no issues that require additional disclosure and that the market remains fully informed about the Company's prospects and activities;
- All price sensitive market releases are reviewed by the Company's Nominated Advisor;
- The Company does not change its Nominated Advisor for a period of two years without NSX's consent;
- The Company's Board of Directors is comprised of a majority of Non Executive Directors; and
- Mr Timis does not have an executive role in the affairs of the Company nor hold a position of influence in the Company's discharge of its continuous disclosure obligations and has no authority to make any announcements on behalf of the Company.

Yours faithfully  
African Petroleum Corporation Limited

Tony Sage  
**Non-Executive Chairman**

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# **CORPORATE GOVERNANCE PLAN**

**AFRICAN PETROLEUM CORPORATION  
LIMITED**

**ABN 87 125 419 730**

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## **SCHEDULE 1 BOARD CHARTER**

In carrying out the responsibilities and powers set out in this Charter, the Board of African Petroleum Corporation Limited (**Company**) (**Board**):

- (a) recognises its overriding responsibility to act honestly, fairly, diligently and in accordance with the law in serving the interests of its shareholders; and
- (b) recognises its duties and responsibilities to its employees, customers and the community.

### **1. THE SPECIFIC RESPONSIBILITIES OF THE BOARD**

In addition to matters it is expressly required by law to approve, the Board has the following specific responsibilities:

- (a) appointment of the Chief Executive Officer and other senior executives and the determination of their terms and conditions including remuneration and termination;
- (b) driving the strategic direction of the Company, ensuring appropriate resources are available to meet objectives and monitoring management's performance;
- (c) reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- (d) approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures;
- (e) approving and monitoring the budget and the adequacy and integrity of financial and other reporting;
- (f) approving the annual, half yearly and quarterly accounts;
- (g) approving significant changes to the organisational structure;
- (h) approving the issue of any shares, options, equity instruments or other securities in the Company;
- (i) ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making;
- (j) recommending to shareholders the appointment of the external auditor as and when their appointment or re-appointment is required to be approved by them; and
- (k) meeting with the external auditor, at their request, without management being present.

### **2. COMPOSITION OF THE BOARD**

- (a) The composition of the Board is to be reviewed regularly to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction.

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- (b) In appointing new members to the Board, consideration is given to the ability of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company.
  - (c) The majority of the Board is comprised of non-executive Directors. Where practical, at least 50% of the Board will be independent. An independent Director is one who is independent of management and free from any business or other relationship, which could, or could reasonably be perceived to, materially interfere with, the exercise of independent judgement. Independent Directors should meet the definition of what constitutes independence as set out in the ASX Corporate Government guidelines and the Sarbanes-Oxley Act of 2002 as set out in Annexure A.
  - (d) Directors must disclose their interests. The independence of the Directors should be regularly assessed by the Board in light of the interests disclosed by them.
  - (e) Directors are expected to bring their independent views and judgement to the Board and must declare immediately to the Board any potential or active conflicts of interest.
  - (f) Directors must declare immediately to the Board, and the Board will determine whether to declare to the market, any loss of independence.
  - (g) No member of the Board may serve for more than three years or past the third annual general meeting following their appointment, whichever is the longer, without being re-elected by the shareholders.
  - (h) Prior to the Board proposing re-election of non-executive Directors, their performance will be evaluated by the Nomination Committee to ensure that they continue to contribute effectively to the Board.
  - (i) The Board should comprise Directors with a mix of qualifications, experience and expertise which will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth and delivering value to shareholders.

### **3. THE ROLE OF THE CHAIRMAN**

- (a) The Chairman should be a non-executive Director. If a Chairman ceases to be an independent Director then the Board will consider appointing a lead independent Director.
- (b) The Chief Executive Officer should not be the Chairman of the Company during his term as Chief Executive Officer or in the future.
- (c) The Chairman must be able to commit the time to discharge the role effectively.
- (d) The Chairman is responsible for the leadership of the Board, ensuring it is effective, setting the agenda of the Board, conducting the Board meetings and conducting the shareholder meetings.

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- (e) The Chairman should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Board members and management.
  - (f) In the event that the Chairman is absent from a meeting of the Board then the Board shall appoint a Chairman for that meeting.

#### **4. BOARD COMMITTEES**

- (a) To assist the Board in fulfilling its duties, the Board has established the following committees, each with written terms of reference:
  - (i) Audit and Risk Committee;
  - (ii) Remuneration Committee;
  - (iii) Nomination Committee; and
  - (iv) Continuous Disclosure Committee.
- (b) The charter of the Committees is approved by the Board and reviewed following any applicable regulatory changes.
- (c) The Board will ensure that the Committees are sufficiently funded to enable them to fulfil their roles and discharge their responsibilities.
- (d) Members of Committees are appointed by the Board. The Board may appoint additional Directors to Committees or remove and replace members of Committees by resolution.
- (e) The minutes of each Committee meeting shall be provided to the Board at the next occasion the Board meets following approval of the minutes of such Committee meeting.

#### **5. BOARD MEETINGS**

- (a) There must be two Directors present at a meeting to constitute a quorum.
- (b) The Board will schedule formal Board meetings at least quarterly and hold additional meetings, including by telephone, as may be required.
- (c) Non-executive Directors may confer at scheduled times without management being present.
- (d) The minutes of each Board meeting shall be prepared by the Company Secretary, approved by the Chairman and circulated to Directors after each meeting.
- (e) The Company Secretary shall distribute supporting papers for each meeting of the Board as far in advance as practicable.
- (f) Minutes of meetings must be approved at the next Board meeting.

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## **6. THE COMPANY SECRETARY**

- (a) When requested by the Board the Company Secretary will facilitate the flow of information of the Board, between the Board and its Committee and between senior executives and non-executive Directors.
- (b) The Company Secretary is to facilitate the induction of new Directors.
- (c) The Company Secretary is to facilitate the implementation of Board policies and procedures.
- (d) The Company Secretary is to provide advice to the Board, on corporate governance matters and law.
- (e) All Directors have access to the advice and services provided by the Company Secretary.
- (f) The Board has the responsibility for the appointment and removal of the Company Secretary.

## **7. ACCESS TO ADVICE**

- (a) All Directors have unrestricted access to company records and information except where the Board determines that such access would be adverse to the Company's interests.
- (b) All Directors may consult management and employees as required to enable them to discharge their duties as Directors.
- (c) The Board, Board Committees or individual Directors may seek independent external professional advice as considered necessary at the expense of the Company, subject to prior consultation with the Chairman. A copy of any such advice received is made available to all members of the Board.

## **8. THE BOARD'S RELATIONSHIP WITH MANAGEMENT**

- (a) The Board shall delegate responsibility for the day-to-day operations and administration of the Company to the Chief Executive Officer, Chief Operating Officer and other designated consultants of the Company.
- (b) In addition to formal reporting structures, members of the Board are encouraged to have direct communications with management and other employees within the Group to facilitate the carrying out of their duties as Directors.

## **9. PERFORMANCE REVIEW**

The Nomination Committee shall conduct an annual performance review of the Board that:

- (a) compares the performance of the Board with the requirements of its Charter;
- (b) critically reviews the mix of the Board; and



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- (c) suggests any amendments to the Charter as are deemed necessary or appropriate.

**10. DISCLOSURE POLICY**

The Board should ensure that the Company has in place effective disclosure policies and procedures so that shareholders and the financial market are fully informed to the extent required by the applicable disclosure rules and legislation on matters that may influence the share price of the Company or its listed debt securities.

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## SCHEDULE 2 CORPORATE CODE OF CONDUCT

### 1. PURPOSE

The purpose of this Corporate Code of Conduct is to provide African Petroleum Corporation Limited (**Company**) with a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees.

### 2. ACCOUNTABILITIES

#### 2.1 Managers and Supervisors

Managers and supervisors are responsible and accountable for:

- (a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code of Conduct;
- (b) the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and
- (c) ensuring employees under their control understand and follow the provisions outlined in the Code of Conduct.

#### 2.2 Employees

All employees are responsible for:

- (a) undertaking their duties in a manner that is consistent with the provisions of the Code of Conduct;
- (b) reporting suspected corrupt conduct; and
- (c) reporting any departure from the Code of Conduct by themselves or others.

### 3. PERSONAL AND PROFESSIONAL BEHAVIOUR

When carrying out your duties, you should:

- (a) behave honestly and with integrity and report other employees who are behaving dishonestly;
- (b) carry out your work with integrity and to a high standard and in particular, commit to the Company's policy of producing quality goods and services;
- (c) operate within the law at all times;
- (d) follow the policies of the Company; and
- (e) act in an appropriate business-like manner when representing the Company in public forums.

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#### 4. CONFLICT OF INTEREST

Potential for conflict of interest arises when it is likely that you could be influenced, or it could be perceived that you are influenced by a personal interest when carrying out your duties. Conflicts of interest that lead to biased decision making may constitute corrupt conduct.

- (a) Some situations that may give rise to a conflict of interest include situations where you have:
  - (i) financial interests in a matter the Company deals with or you are aware that your friends or relatives have a financial interest in the matter;
  - (ii) directorships/management of outside organisations;
  - (iii) membership of boards of outside organisations;
  - (iv) personal relationships with people the Company is dealing with which go beyond the level of a professional working relationship;
  - (v) secondary employment, business, commercial, or other activities outside of the workplace which impacts on your duty and obligations to the Company;
  - (vi) access to information that can be used for personal gain; and
  - (vii) offer of an inducement.
- (b) You may often be the only person aware of the potential for conflict. It is your responsibility to avoid any conflict from arising that could compromise your ability to perform your duties impartially. You must report any potential or actual conflicts of interest to your manager.
- (c) If you are uncertain whether a conflict exists, you should discuss that matter with your manager and attempt to resolve any conflicts that may exist.
- (d) You must not submit or accept any bribe, or other improper inducement. Any such inducements are to be reported to your manager.

#### 5. PUBLIC AND MEDIA COMMENT

- (a) Individuals have a right to give their opinions on political and social issues in their private capacity as members of the community.
- (b) Employees must not make official comment on matters relating to the Company unless they are:
  - (i) authorised to do so by the Managing Director and Chief Executive Officer; or
  - (ii) giving evidence in court; or
  - (iii) otherwise authorised or required to by law.

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- (c) Employees must not release unpublished or privileged information unless they have the authority to do so from the Managing Director and Chief Executive Officer.

## **6. USE OF COMPANY RESOURCES**

Requests to use Company resources outside core business time should be referred to management for approval.

If employees are authorised to use Company resources outside core business times they must take responsibility for maintaining, replacing, and safeguarding the property and following any special directions or conditions that apply.

Employees using Company resources *without* obtaining prior approval could face disciplinary and/or criminal action. Company resources are not to be used for any private commercial purposes.

## **7. SECURITY OF INFORMATION**

Employees are to make sure that confidential and sensitive information cannot be accessed by unauthorised persons. Sensitive material should be securely stored overnight or when unattended. Employees must ensure that confidential information is only disclosed or discussed with people who are authorised to have access to it. It is considered a serious act of misconduct to deliberately release confidential documents or information to unauthorised persons, and may incur disciplinary action.

## **8. INTELLECTUAL PROPERTY/COPYRIGHT**

Intellectual property includes the rights relating to scientific discoveries, industrial designs, trademarks, service marks, commercial names and designations, and inventions and is valuable to the Company.

The Company is the owner of intellectual property created by employees in the course of their employment unless a specific prior agreement has been made. Employees must obtain written permission to use any such intellectual property from the Company Secretary/Group Legal Counsel before making any use of that property for purposes other than as required in their role as employee.

## **9. DISCRIMINATION AND HARASSMENT**

Employees must not harass, discriminate, or support others who harass and discriminate against colleagues or members of the public on the grounds of sex, pregnancy, marital status, age, race (including their colour, nationality, descent, ethnic or religious background), physical or intellectual impairment, homosexuality or transgender.

Such harassment or discrimination may constitute an offence under legislation. Managers should understand and apply the principles of Equal Employment Opportunity.

## **10. CORRUPT CONDUCT**

Corrupt conduct involves the dishonest or partial use of power or position which results in one person/group being advantaged over another. Corruption can take many forms including, but not limited to:

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- (a) official misconduct;
  - (b) bribery and blackmail;
  - (c) unauthorised use of confidential information;
  - (d) fraud; and
  - (e) theft.

Corrupt conduct will not be tolerated by the Company. Disciplinary action up to and including dismissal will be taken in the event of any employee participating in corrupt conduct.

## **11. OCCUPATIONAL HEALTH AND SAFETY**

It is the responsibility of all employees to act in accordance with occupational health and safety legislation, regulations and policies applicable to their respective organisations and to use security and safety equipment provided.

Specifically all employees are responsible for safety in their work area by:

- (a) following the safety and security directives of management;
- (b) advising management of areas where there is potential problem in safety and reporting suspicious occurrences; and
- (c) minimising risks in the workplace.

## **12. LEGISLATION**

It is essential that all employees comply with the laws and regulations of the countries in which we operate. Violations of such laws may have serious consequences for the Company and any individuals concerned. Any known violation must be reported immediately to management.

## **13. FAIR DEALING**

The Company aims to succeed through fair and honest competition and not through unethical or illegal business practices. Each employee should endeavour to deal fairly with the Company's suppliers, customers and other employees.

## **14. INSIDER TRADING**

All employees must observe the Company's "Guidelines for buying and selling securities". In conjunction with the legal prohibition on dealing in the Company's securities when in possession of unpublished price sensitive information, the Company has established specific time periods when Directors, management and employees are permitted to buy and sell the Company's securities.

## **15. RESPONSIBILITIES TO INVESTORS**

The Company strives for full, fair and accurate disclosure of financial and other information on a timely basis.

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**16. BREACHES OF THE CODE OF CONDUCT**

Employees should note that breaches of certain sections of this Code of Conduct may be punishable under legislation.

Breaches of this Code of Conduct may lead to disciplinary action. The process for disciplinary action is outlined in Company policies and guidelines, relevant industrial awards and agreements.

**17. REPORTING MATTERS OF CONCERN**

Employees are encouraged to raise any matters of concern in good faith with the head of their business unit or with the Company Secretary/Group Legal Counsel, without fear of retribution.

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**SCHEDULE 3**  
**AUDIT AND RISK COMMITTEE CHARTER**

**1. ROLE**

The role of the Audit and Risk Committee is to assist the Board of African Petroleum Corporation Limited (**Company**) in monitoring and reviewing any matters of significance affecting financial reporting and compliance. This Charter defines the Audit and Risk Committee's function, composition, mode of operation, authority and responsibilities.

**2. COMPOSITION**

- (a) The Committee must comprise at least three members.
- (b) All members of the Committee must be non-executive Directors.
- (c) A majority of the members of the Committee must be independent non-executive Directors in accordance with the criteria set out in Annexure A.
- (d) The Board will appoint members of the Committee. The Board may remove and replace members of the Committee by resolution.
- (e) All members of the Committee must be able to read and understand financial statements.
- (f) The Chairman of the Committee may not be the Chairman of the Board of Directors and must be independent.
- (g) The Chairman shall have leadership experience and a strong finance, accounting or business background.
- (h) The external auditors, the other Directors, the Managing Director, Chief Financial Officer, Company Secretary and senior executives, may be invited to Committee meetings at the discretion of the Committee.

**3. PURPOSE**

The primary purpose of the Committee is to assist the Board in fulfilling its statutory and fiduciary responsibilities relating to:

- (a) the quality and integrity of the Company's financial statements, accounting policies and financial reporting and disclosure practices;
- (b) compliance with all applicable laws, regulations and company policy;
- (c) the effectiveness and adequacy of internal control processes;
- (d) the performance of the Company's external auditors and their appointment and removal;
- (e) the independence of the external auditor and the rotation of the lead engagement partner; and
- (f) the identification and management of business risks.

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A secondary function of the Committee is to perform such special reviews or investigations as the Board may consider necessary.

#### **4. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

##### **4.1 Review of Financial Reports**

- (a) Review the appropriateness of the accounting principles adopted by management in the financial reports and the integrity of the Company's financial reporting.
- (b) Oversee the financial reports and the results of the external audits of those reports.
- (c) Assess whether external reporting is adequate for shareholder needs.
- (d) Assess management processes supporting external reporting.
- (e) Establish procedures for treatment of accounting complaints.
- (f) Review the impact of any proposed changes in accounting policies on the financial statements.
- (g) Review the quarterly, half yearly and annual results.

##### **4.2 Relationship with External Auditors**

- (a) Recommend to the Board procedures for the selection and appointment of external auditors and for the rotation of external auditor partners.
- (b) Review performance, succession plans and rotation of lead engagement partner.
- (c) Approve the external audit plan and fees proposed for audit work to be performed.
- (d) Discuss any necessary recommendations to the Board for the approval of quarterly, half yearly or annual reports.
- (e) Review the adequacy of accounting and financial controls together with the implementation of any recommendations of the external auditor in relation thereto.
- (f) Meet with the external auditors at least twice in each financial period without management being present and at any other time the Committee considers appropriate.
- (g) Provide pre-approval of audit and non-audit services that are to be undertaken by the external auditor.
- (h) Ensure adequate disclosure as may be required by law of the Committee's approval of all non-audit services provided by the external auditor.



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- (i) Ensure that the external auditor prepares and delivers an annual statement as to their independence which includes details of all relationships with the Company.
  - (j) Receive from the external auditor their report on, among other things, critical accounting policies and alternative accounting treatment, prior to the filing of their audit report in compliance with the Corporations Act and with US Securities and Exchange Commission (**SEC**) requirements.

#### **4.3 Internal Audit Function**

- (a) Monitor the need for a formal internal audit function and its scope.
- (b) Assess the performance and objectivity of any internal audit procedures that may be in place.
- (c) Review risk management and internal compliance procedures.
- (d) Monitor the quality of the accounting function.
- (e) Review the Internal Control Reports on a quarterly basis.

#### **4.4 Risk Management**

- (a) Oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.
- (b) Review reports by management on the efficiency and effectiveness of risk management and associated internal compliance and control procedures.

#### **4.5 Other**

- (a) The Committee will oversee the Company's environmental risk management and occupational health and safety processes.
- (b) The Committee will oversee procedures for whistleblower protection.
- (c) As contemplated by the Sarbanes – Oxley Act of 2002 and the Rules of the SEC, and to the extent that such deviation or waiver does not result in any breach of the law, the Committee may approve any deviation or waiver from the "Code of Ethics and Conduct of Directors, Senior Executives and Officers". Any such waiver or deviation will be promptly disclosed where required by applicable law.
- (d) Monitor related party transactions.

### **5. MEETINGS**

- (a) The Committee will meet at least each financial quarter and additionally as circumstances may require for it to undertake its role effectively.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the Committee.

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- (c) Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals and recommendations can be implemented by a circular written resolution or conference call.
  - (d) A quorum shall consist of two members of the Committee. In the absence of the Chairman of the Committee or their nominees, the members shall elect one of their members as Chairman of that meeting.
  - (e) Decisions will be based on a majority of votes with the Chairman having a casting vote.
  - (f) The Committee Chairman, through the Secretary, will prepare a report of the actions of the Committee to be included in the Board papers for the next board meeting.
  - (g) Minutes of each meeting are included in the papers for the next full Board meeting after each Committee meeting.

#### **6. SECRETARY**

- (a) The Company Secretary or their nominee shall be the Secretary of the Committee and shall attend meetings of the Committee as required.
- (b) The Secretary will be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members and to the other members of the Board.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

#### **7. RELIANCE ON INFORMATION OR PROFESSIONAL OR EXPERT ADVICE**

Each member of the Committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

- (a) an employee of the Group whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- (b) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or
- (c) another Director or officer of the Group in relation to matters within the Director's or officer's authority.

#### **8. ACCESS TO ADVICE**

- (a) Members of the Committee have rights of access to management and to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.
- (b) Members of the Committee may meet with the auditors, both internal and external, without management being present.

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- (c) Members of the Committee may consult independent legal counsel or other advisers they consider necessary to assist them in carrying out their duties and responsibilities, subject to prior consultation with the Chairman. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

## **9. REVIEW OF CHARTER**

- (a) The Board will conduct an annual review of the membership to ensure that the Committee has carried out its functions in an effective manner, and will update the Charter as required or as a result of new laws or regulations.
- (b) The Charter shall be made available to members on request, to senior management, to the external auditor and to other parties as deemed appropriate and will be posted to the Company's website.

## **10. REPORT TO THE BOARD**

- (a) The Committee must report to the Board formally at the next Board meeting following from the last Committee meeting on matters relevant to the Committee's role and responsibilities.
- (b) The Committee must brief the Board promptly on all urgent and significant matters.

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**SCHEDULE 4  
REMUNERATION COMMITTEE CHARTER**

**1. GENERAL SCOPE AND AUTHORITY**

- (a) The Remuneration Committee is a Committee of the Board of African Petroleum Corporation Limited (**Company**). The Charter may be subject to review by the Board at any time.
- (b) The primary purpose of the Committee is to support and advise the Board in fulfilling its responsibilities to shareholders by:
  - (i) reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;
  - (ii) ensuring that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;
  - (iii) recommending to the Board the remuneration of executive Directors;
  - (iv) fairly and responsibly rewarding executives having regard to the performance of the Group, the performance of the executive and the prevailing remuneration expectations in the market;
  - (v) reviewing the Company's recruitment, retention and termination policies and procedures for senior management;
  - (vi) reviewing and approving the remuneration of director reports to the Managing Director, and as appropriate other senior executives; and
  - (vii) reviewing and approving any equity based plans and other incentive schemes.
- (c) The Committee shall have the right to seek any information it considers necessary to fulfil its duties, which includes the right to obtain appropriate external advice at the Company's expense.

**2. COMPOSITION**

- (a) The Committee shall comprise at least three Directors, the majority being independent non-executive Directors.
- (b) The Committee will be chaired by an independent Director who will be appointed by the Board.
- (c) The Board may appoint such additional non-executive Directors to the Committee or remove and replace members of the Committee by resolution.
- (d) A quorum will comprise any two independent non-executive Director Committee members. In the absence of the Committee Chairman or appointed delegate, the members shall elect one of their number as Chairman for that meeting.

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### 3. SECRETARY

- (a) The Company Secretary or their nominee shall be the Secretary of the Committee, and shall attend meetings of the Committee as required.
- (b) The Secretary will be responsible for keeping the minutes of meeting of the Committee and circulating them to Committee members and to the other members of the Board.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

### 4. MEETINGS

- (a) The Committee will meet at least once per year and additionally as circumstances may require.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the Committee.
- (c) A quorum shall comprise any two members of the Committee. In the absence of the Committee Chairman or appointed delegate, the members shall elect one of their members as Chairman.
- (d) Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.
- (e) Decisions will be based on a majority of votes with the Chairman having the casting vote.
- (f) The Committee may invite any executive management team members or other individuals, including external third parties, to attend meetings of the Committee, as they consider appropriate.

### 5. ACCESS

- (a) Members of the Committee have rights of access to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.
- (b) The Committee may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

### 6. DUTIES

The overall remit of the Remuneration Committee is to:

- (a) determine and agree with the Board the framework and policy for the remuneration of the Company's Chairman and Chief Executive Officer and individuals reporting directly to both of them, including, for the avoidance of doubt, all executive directors and the company secretary employed on a contract of service or a contract for services (**Executives**) which ensures that they are fairly, but responsibly,

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rewarded for their individual contributions to the Company's overall performance;

- (b) demonstrate to the shareholders of the Company that the remuneration of the Executives is independently approved and monitored and set by a committee of the Board whose members have no personal financial interest, other than as shareholders, in the outcome of the decisions of the Remuneration Committee and who will have due regard to the interests of shareholders; and
- (c) to ensure that the Company complies with best practice provisions regarding directors' remuneration.

In determining the policy and all elements of the remuneration of the Executives, the Remuneration Committee shall:

- (a) consider the basic salary paid to the Executives and any recommendations made by the Chairman of the Company for changes to that basic salary;
- (b) consider any bonuses to be paid to the Executives and, in respect of any element of remuneration of an Executive which is performance related, to formulate suitable performance related criteria and monitor their operation, and to consider any recommendations made by the Chairman of the Company regarding bonuses or performance related remuneration;
- (c) advise on and determine all performance-related formulae relevant to the remuneration of the directors of the Company and consider the eligibility of directors for annual bonuses and benefits under long term incentive schemes;
- (d) determine the policy for, and scope of, pension arrangements for each executive director and other senior executives ;
- (e) have regard to any published guidelines or recommendations regarding the remuneration of directors of listed companies and the formation and operation of share incentive plans which the Remuneration Committee considers relevant or appropriate including the provisions and recommendations of the ASX Corporate Governance Council Principles of Good Corporate Governance and Good Practice Recommendations, and associated guidance;
- (f) consider and make recommendations to the Board about the public disclosure of executive directors' remuneration packages in relation to those required by law;
- (g) consider other benefits granted to the Executives and any recommendations of the Chairman of the Company for changes in those benefits;
- (h) agree the policy for authorising expenses claims from the Chief Executive Officer and the Chairman of the Company;
- (i) consider and make recommendations in respect of the terms of employment of the Executives and any proposed changes to these

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terms (including, without limitation, any compensation payments, notice periods, or other entitlements under these contracts);

- (j) consider any other matters relating to the remuneration of or terms of employment applicable to the Executives referred to it by the Board.
- (k) ensure that contractual terms on termination, and any payments made, are fair to the individual, and the company, that failure is not rewarded and the duty to mitigate loss is fully recognised;
- (l) ensure that all provisions regarding disclosure of remuneration including pensions are fulfilled; and
- (m) be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee: and to obtain reliable, up-to-date information about remuneration in other companies. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help fulfil its obligations.

The Committee shall also:

(a) **Executive Remuneration Policy**

- (i) Review and approve the Group's recruitment, retention and termination policies and procedures for senior executives to enable the Company to attract and retain executives and Directors who can create value for shareholders.
- (ii) Review the on-going appropriateness and relevance of the executive remuneration policy and other executive benefit programs.
- (iii) Ensure that remuneration policies fairly and responsibly reward executives having regard to the performance of the Company, the performance of the executive and prevailing remuneration expectations in the market.

(b) **Executive Incentive Plan**

Review and approve the design of any executive incentive plans.

(c) **Equity Based Plans**

- (i) Review and approve any equity based plans that may be introduced (**Plans**) in the light of legislative, regulatory and market developments.
- (ii) For each Plan, determine each year whether awards will be made under that Plan.
- (iii) Review and approve total proposed awards under each Plan.
- (iv) In addition to considering awards to executive Directors and direct reports to the Managing Director and Chief Executive Officer, review and approve proposed awards under each

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plan on an individual basis for executives as required under the rules governing each plan or as determined by the Committee.

- (v) Review, approve and keep under review performance hurdles for each equity based plan.

(d) **Other**

The Committee shall perform other duties and activities that it or the Board considers appropriate.

**7. APPROVALS**

The Committee must approve the following prior to implementation:

- (a) changes to the remuneration or contract terms of executive Directors and direct reports to the Managing Director and the Chief Executive Officer;
- (b) the Plans or amendments to current equity plans or executive cash-based incentive plans;
- (c) total level of awards proposed from equity plans or executive cash-based incentive plans; and
- (d) termination payments to executive Directors or direct reports to the Managing Director. Termination payments to other departing executives should be reported to the Committee at its next meeting.



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**SCHEDULE 5  
NOMINATION COMMITTEE CHARTER**

**1. GENERAL SCOPE AND AUTHORITY**

- (a) The Nomination Committee is a Committee of the Board of African Petroleum Corporation Limited (**Company**). The Charter may be subject to review by the Board at any time.
- (b) The primary purpose of the Committee is to support and advise the Board in:
  - (i) maintaining a Board that has an appropriate mix of skills and experience to be an effective decision-making body; and
  - (ii) ensuring that the Board is comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance.

**2. COMPOSITION**

- (a) The Committee shall comprise at least three non-executive Directors, the majority of whom must be independent, one of whom will be appointed the Committee Chairman.
- (b) The Board may appoint additional non-executive Directors to the Committee or remove and replace members of the Committee by resolution.

**3. SECRETARY**

- (a) The Company Secretary or their nominee shall be the Secretary of the Committee and shall attend meetings of the Committee as required.
- (b) The Secretary will be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members and to the other members of the Board.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

**4. MEETINGS**

- (a) The Committee will meet at least once a year and additionally as circumstances may require.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the Committee.
- (c) Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or conference call.
- (d) A quorum shall comprise any two members of the Committee. In the absence of the Committee Chairman or appointed delegate, the members shall elect one of their number as Chairman.

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- (e) Decisions will be based on a majority of votes with the Chairman having a casting vote.
  - (f) The Committee may invite executive management team members or other individuals, including external third parties to attend meetings of the Committee, as they consider appropriate.

## **5. ACCESS**

- (a) Members of the Committee have rights of access to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.
- (b) The Committee may consult independent experts where the Committee considers this necessary to carry out its duties and responsibilities. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

## **6. RESPONSIBILITIES**

The Committee shall periodically review and consider the structure and balance of the Board and make recommendations regarding appointments, retirements and terms of office of Directors. In particular, the Committee is to:

- (a) identify and recommend to the Board candidates for the Board after considering the necessary and desirable competencies of new Board members to ensure the appropriate mix of skills and experience and after assessment of how the candidates can contribute to the strategic direction of the Company;
- (b) approve and review induction procedures for new appointees of the Board to ensure that they can effectively discharge their responsibilities;
- (c) assess and consider the time required to be committed by a non-executive Director to properly fulfil their duty to the Company and advise the Board.
- (d) consider and recommend to the Board candidates for election or re-election to the Board at each annual shareholders' meeting;
- (e) review Directorships in other public companies held by or offered to Directors and senior executives of the Company;
- (f) review succession plans for the Board with a view to maintaining an appropriate balance of skills and experience on the Board;
- (g) arrange an annual performance evaluation of the Board, its Committee and individual Directors;
- (h) make recommendations to the Board on the appropriate size and composition of the Board; and
- (i) make recommendations to the Board on the terms and conditions of appointment to, and removal and retirement from, the Board.

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## SCHEDULE 6

### DISCLOSURE – PERFORMANCE EVALUATION

The nomination Committee will arrange a performance evaluation of the Board, its Committees and its individual Directors on an annual basis. To assist in this process an independent advisor may be used.

The Nomination Committee will conduct an annual review of the role of the Board, assess the performance of the Board over the previous 12 months and examine ways of assisting the Board in performing its duties more effectively.

The review will include:

- (a) comparing the performance of the Board with the requirements of its Charter;
- (b) examination of the Board's interaction with management;
- (c) the nature of information provided to the Board by management; and
- (d) management's performance in assisting the Board to meet its objectives.

A similar review will be conducted for each Committee by the Board with the aim of assessing the performance of each Committee and identifying areas where improvements can be made.

The Remuneration Committee will oversee the performance evaluation of the executive team. This evaluation is based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel.

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## SCHEDULE 7

### DISCLOSURE – CONTINUOUS DISCLOSURE

#### 1. INTRODUCTION

The continuous disclosure provisions of the Corporations Act and the Listing Rules mean that criminal and civil liabilities could be imposed on African Petroleum Corporation Limited (**Company**) and its officers if information is not released immediately after it becomes known.

This memorandum deals with:

- (a) the composition and duties of the Continuous Disclosure Committee;
- (b) the obligations of the Company;
- (c) the type of information that needs to be disclosed;
- (d) the procedures for internal notification and external disclosure;
- (e) the roles and responsibilities of officers in the disclosure content;
- (f) the procedures for promoting understanding of compliance with the disclosure requirements; and
- (g) the procedures for monitoring compliance.

#### 2. CONTINUOUS DISCLOSURE COMMITTEE - GENERAL SCOPE AND AUTHORITY

- (a) The Company's Board has established a Continuous Disclosure Committee, charged with the responsibility for the development and oversight of the policy and procedures applicable to the Company's continuous disclosure obligations and is required to approve all Exchange announcements.
- (b) The Continuous Disclosure Committee is a Committee of the Board of the Company. The Charter may be subject to review by the Board at any time.
- (c) The primary purpose of the Continuous Disclosure Committee is to support and advise the Board in fulfilling its continuous disclosure obligations.
- (d) The Continuous Disclosure Committee shall have the right to seek any information it considers necessary to fulfil its duties, which includes the right to obtain appropriate external advice at the Company's expense.

#### 3. CONTINUOUS DISCLOSURE COMMITTEE - COMPOSITION

- (a) The Continuous Disclosure Committee shall comprise at least three Directors, the majority being independent non-executive Directors.
- (b) The Continuous Disclosure Committee will be chaired by an independent Director who will be appointed by the Board (**Continuous Disclosure Officer**).

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- (c) The Board may appoint such additional non-executive Directors to the Continuous Disclosure Committee or remove and replace members of the Continuous Disclosure Committee by resolution.
  - (d) A quorum will comprise any two independent non-executive Director Continuous Disclosure Committee members. In the absence of the Continuous Disclosure Officer, a deputy must be appointed.

#### **4. CONTINUOUS DISCLOSURE COMMITTEE - DUTIES**

The overall remit of the Continuous Disclosure Committee is to:

- (a) review all information of which they become aware for the purposes of the Listing Rules in relation to continuous disclosure (usually advised by the Chief Executive Officer, Chief Operating Officer and other designated consultants of the Company);
- (b) be responsible to the Board for assisting the Board and the Company in meeting its continuous disclosure obligations;
- (c) prepare all draft Exchange announcements required to be released by the Company in accordance with its continuous disclosure obligations;
- (d) liaise with the Company's technical consultants and designated contractors in relation to drill and test results which require the release of an Exchange announcement;
- (e) ensure all price sensitive Exchange announcements prepared by the Continuous Disclosure Committee are reviewed and approved by the Company's nominated advisor (NOMAD);
- (f) ensure all Exchange announcements are reviewed and approved by the Company's Chairman prior to release;
- (g) ensure that an Exchange announcement which has been reviewed and approved pursuant to the process outlined above, is only released by the Company Secretary or Chief Financial Officer;
- (h) ensure the Board only informs analysts, media and other shareholders of the subject matter of the applicable Exchange announcement following confirmation of the Exchange's receipt of the announcement;
- (i) ensure that all information disclosed to the Exchange in compliance with the Company's continuous disclosure obligations is promptly placed on the Company's website; and
- (j) submit a quarterly declaration to the Exchange, executed by the Chairman and the Chief Executive Officer, certifying that the Board has reviewed the Company's operations during the preceding quarter and declares that, in the opinion of the Board, there are no issues that require additional disclosure by the Company and that the market is fully informed in accordance with the Company's continuous disclosure obligations under the Listing Rules in respect of the prospects and activities of the Company

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## 5. KEY OBLIGATIONS OF THE COMPANY TO NOTIFY

### **Directors, officers, employees and agents of the Company:**

*Are you aware of any information about the Company that might influence someone in deciding to buy or sell the Company's securities?*

If so, immediately telephone the Continuous Disclosure Officer of the Company (refer to section 7 of this Schedule 7) and then send the information contained in Annexure A of the Notification Form (as annexed to this Schedule 7) to the Continuous Disclosure Officer.

### **Continuous Disclosure Officer**

The Continuous Disclosure Officer will process promptly all Notification Forms received and complete Annexure B to this Schedule 7 in consultation with appropriate personnel. When required, an announcement to the Exchange will be prepared and released.

## 6. THE COMPANY'S OBLIGATIONS

### **Listing Rules - Disclosure**

The Listing Rules requires "immediate" or "without delay" disclosure of any information concerning the Company or its associated entities which the Company or its associated entities is or becomes aware and which a reasonable person would expect to have a "material effect" on the price or value of securities in the Company. Section 674 of the Corporations Act reinforces the Listing Rules in relation to continuous disclosure.

The requirement to disclose this information does not apply if, and only if, each of the following conditions is and remains satisfied:

- (a) a reasonable person would not expect the information to be disclosed;
- (b) the information is confidential and the Exchange has not formed the view that the information has ceased to be confidential; and
- (c) one or more of the following conditions apply:
  - (i) it would be a breach of a law to disclose the information;
  - (ii) the information concerns an incomplete proposal or negotiation (for example, a negotiation to enter into a new contract);
  - (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
  - (iv) the information is generated for the internal management purposes of the Company; or
  - (v) the information is a trade secret.

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## **7. HOW DOES THE COMPANY BECOME AWARE OF INFORMATION?**

The Company will be deemed to have become aware of information where a director or executive officer has, or ought reasonably to have, come into possession of the information in the course of the performance of his/her duties as a director or executive officer of the Company.

As the Listing Rules fix the Company with the knowledge of a director or executive officer, it is very important to follow the notification procedures set out later in this Guide. Because there is an obligation to disclose information, a director or executive officer "ought reasonably" to have come into possession of, the notification procedures in this Guide are designed to ensure that all potentially relevant information regarding the Company is brought to the attention of the Company.

An executive officer is a person concerned in, or taking part in, the management of the Company.

## **8. MATERIALITY**

The Company must disclose information if a reasonable person would expect that information to have a material effect on the price or value of the securities of the Company. A reasonable person is taken to expect information to have such an effect if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell, those securities.

Neither the Listing Rules nor the Corporations Act define when information will be taken to have such an effect. In practice, usually a monetary test is adopted using thresholds from the accounting standards relevant to preparation of financial statements. However, other concepts of materiality are also adopted in addition to a monetary threshold. For example:

- (a) whether a matter will significantly damage the Company's image or reputation;
- (b) whether a matter will significantly affect the Company's ability to carry on business in the ordinary course; and
- (c) whether the matter involves a breach of any law or regulation.

Information may include information necessary to prevent or correct a false market.

## **9. THE TYPE OF INFORMATION THAT NEEDS TO BE DISCLOSED**

It is not possible to exhaustively list the information, which must be disclosed. The following examples are provided to give you some idea about information that might require disclosure.

If there is any doubt about the importance of information which comes to light, there should be immediate notification to the Chairman of the Company so that advice can be given and a formal decision can be made as to whether or not to release the information.

Examples of information that might need to be disclosed include the following:

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- (a) a new contract that the Company had entered into or a variation to an existing contract; or
  - (b) any event which could affect the Company's assets, earnings or profitability such as:
    - (i) litigation being commenced by or against the Company (e.g. because of an alleged breach of contract etc.);
    - (ii) industrial action being threatened or commenced;
    - (iii) significant unbudgeted capital expenditure commitments arising; or
    - (iv) proposed changes in the nature of the business of the Company; or
  - (c) any other information regarding the Company that may be material to the share price or the value of shares and/or other securities of the Company such as:
    - (i) proposed changes to the Board or senior management;
    - (ii) proposed changes to the capital structure of the Company or
    - (iii) a matter that may significantly damage the Company's image or reputation.

For other examples refer to the checklist in the Schedule.

## **10. OBLIGATIONS TO NOTIFY THE CEO AND/OR THE CHAIRMAN**

Where any information comes to light about the Company which may need to be released, the information is required to be brought to the attention of the Continuous Disclosure Officer and/or the Chairman with all possible expediency.

The procedure for notification is set out in the Schedule. The Schedule also contains a checklist for the Company directors, executive officers, employees and agents designed to assist in determining whether information may need to be released.

Until a decision as to whether or not to disclose information has been made, the Company directors, officers, employees and agents must treat the information as strictly confidential.

## **11. DECISION NOT TO DISCLOSE INFORMATION**

If a decision is made not to disclose information, the reasons for withholding that information must be documented at the time the decision is made, signed by Continuous Disclosure Officer (or his delegate) and/or the Chairman, dated and retained.

## **12. CONFIDENTIAL INFORMATION**

In determining whether any information that comes to light about the Company needs to be released, it will be necessary to determine whether the conditions permitting non-disclosure which are mentioned in section 7 above apply. In



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particular, a determination may need to be made as to whether the information is confidential. If a determination is made that the information is confidential, then the Continuous Disclosure Officer will ensure that anyone who has a copy of the information is aware that it is confidential.

### **13. RELATIONSHIP WITH MEDIA AND PUBLIC**

The Company must disclose information needed to prevent a false market. Accordingly it may be necessary for the Company to correct a rumour or to respond to speculation, including media speculation, regarding the Company.

Relevant information must be provided to the Exchange in accordance with the Listing Rules and released to the market before it is provided to the media (even on an embargoed basis).

Care must be taken not to make comments to the media or others which could result in rumours or speculation about the Company. Staff must comply with the media relations policy of the Company. That policy limits media contact to the Continuous Disclosure Officer. Other officers and executives may only confer with the media in relation to a particular matter concerning the Company if they have obtained the prior express approval of the Continuous Disclosure Officer or his delegate for the purpose of giving such approval.

### **14. EMPLOYMENT AND MONITORING OF COMPLIANCE**

To promote an understanding of the continuous disclosure obligations imposed the Company by the Corporations Act and the Listing Rules, a copy of this guide will be provided to all directors, executive officers, employees (present or future) and agents of the Company who may from time to time be in the possession of undisclosed information that may be material to the price or value of the Company's securities. All recipients are required to acknowledge receipt by completing the form at Appendix One.

The Continuous Disclosure Officer of the Company will ensure that the continuous disclosure obligations of the Company are drawn to the attention of officers, employees or agents of the Company, by written memorandum, at least once in every 12 month period.

At least once in every 12 month period, the Audit and Risk committee will review the Company's compliance with this memorandum. From time to time, and if considered necessary, the board of the Company may update this memorandum (and distribute an updated copy to all directors, officers, employees and relevant agents of the Company) to reflect changes in the Company's business operations and changes in the Corporations Act and the Listing Rules.

The induction procedures for new staff must require that a copy of this Guide be provided to each new employee. It is the responsibility of the Continuous Disclosure Officer of the Company to ensure that all staff and consultants have received this Guide and understand its requirements.

### **15. SHARE TRADING BY OFFICERS**

Any director, officer or employee of the Company proposing to trade in the Company's shares must comply with the Share Dealing Code.

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**16. REPORTING AND CORRECTING MISTAKEN NON-DISCLOSURE**

Any director, officer or employee of the Company who becomes aware that relevant information has not been notified and disclosed in accordance with the preceding provisions, should immediately telephone the Continuous Disclosure Officer of the Company so that appropriate action can be taken. It is far better to correct mistaken non-disclosure and lodge an announcement belatedly than to continue to ignore the omission and fail to comply with the Listing Rules in relation to continuous disclosure.

**17. CONCLUSION**

Compliance with this policy is very important. Failure to comply could lead to civil or criminal liabilities for the Company and its officers and could have a damaging impact on the perception of the Company within the investment community. Any director, officer, employee or agent of the Company who wilfully or negligently causes a failure to comply by the Company will be considered to have engaged in serious misconduct which may result in the termination of their engagement by the Company.

All directors, officers, employees and agents are encouraged to actively consider the need for disclosure. Do you have information likely to influence a person to buy or sell the Company's securities? If so, notify the Continuous Disclosure Officer of the Company as soon as possible. It is far better to consider and, where appropriate, reject the need for disclosure rather than make what could be a false assumption that information does not need to be disclosed.

**18. APPROVED AND ADOPTED**

This charter was approved by the board on \_\_\_\_\_ 2010.

Date:

Signed:

**Tony Sage**  
**Chairman of the board of directors of African Petroleum Corporation Limited**

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## SCHEDULE

### NOTIFICATION CHECKLIST

*You are aware of information concerning the Company which you think might influence someone to buy or sell the Company's securities. Use this checklist to help you determine whether the information may require disclosure under the Listing Rules. Remember, if in doubt, always notify and discuss your concerns with the Continuous Disclosure Officer of the Company.*

#### **Is the Information Likely to Influence Someone in Buying or Selling the Company's Securities?**

Is the information likely to have a material effect on the price or value of the shares of the Company? Would the information be likely to influence people who commonly invest in securities in deciding whether or not to subscribe for, buy or sell the Company shares?

*For example:*

- (a) does the information relate to any change in the value of the Company?
- (b) is the information about a material acquisition or sale by, the Company?
- (c) is the information about a significant "milestone" achievement for the Company?
- (d) are you about to commit the Company to a strategic alliance, or business relationship, or new initiatives?
- (e) has someone threatened to sue the Company?
- (f) have you instructed a corporate solicitor to initiate legal action against a the Company customer or supplier or any other party? and
- (g) might the information significantly damage the Company's image or reputation

If so, the information might be material and you should immediately notify the Chairman of the Company.

#### **Are the Conditions for Non-disclosure Satisfied?**

Are **each** of the following three conditions satisfied:

Would a reasonable person not expect the information to be disclosed? For example, would disclosure result in unreasonable prejudice to the Company?

#### **AND**

Is the information confidential and has it remained confidential? Are all of the persons who, to your knowledge, are in possession of the information, bound by an obligation of confidentiality? Has there been any media speculation concerning the information?

#### **AND**

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*Does one or more of the following apply:*

- (a) it would be a breach of a law to disclose the information;
- (b) the information relates to an incomplete proposal or negotiation;
- (c) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
- (d) the information is generated for the internal management purposes of the Company; and
- (e) the information is a trade secret?

Ultimately, it is not for you to determine whether these conditions are satisfied. Having determined that:

- (a) the information has been received in the course of your duties for the Company; and
- (b) the information is likely to influence someone to buy or sell the Company securities, you must disclose the information to the Continuous Disclosure Officer of the Company.

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## NOTIFICATION PROCEDURE

Where information comes to light about the Company that may need to be disclosed, the following procedure must be followed:

**Step 1:** Telephone the Continuous Disclosure Officer (or delegate) of the Company.

**Step 2:** Complete Part A of the Notification Form (Annexure A).

**Step 3:** Deliver the Notification Form to the Continuous Disclosure Officer (or delegate) of the Company.

**Step 4:** The Continuous Disclosure Officer of the Company (or delegate) notifies all members of the Continuous Disclosure Committee and the committee considers the notification and completes Part B of the Notification Form (Annexure A).

**Step 5:** When applicable, the Continuous Disclosure Officer (or delegate) notifies all members of the Continuous Disclosure Committee.

**Step 6:** The Continuous Disclosure Committee prepares the draft announcement (in consultation with the Company's technical consultants and designated contractors in relation to drill and test results information).

**Step 7:** In the case of a price sensitive announcement, the Continuous Disclosure Committee provides the draft announcement to the Company's nominated advisor (NOMAD) for review and approval.

**Step 7:** The final announcement is reviewed and approved by the Continuous Disclosure Committee, the NOMAD and the Chairman.

**Step 7:** Subject to the approval of the Continuous Disclosure Committee, the NOMAD and the Chairman in accordance with Step 7, the announcement is lodged with the Exchange by the Company Secretary or the Chief Financial Officer.

**Step 8:** The Company Secretary or the Chief Financial Officer files the completed Notification Form (Annexure A) and if applicable, announcement in the Continuous Disclosure Register.

**All steps must be completed promptly.**

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**ANNEXURE A – NOTIFICATION FORM: AFRICAN PETROLEUM CORPORATION LIMITED**

**Notification of Information regarding African Petroleum Corporation Limited to enable determination of whether it is necessary to disclose information pursuant to the Listing Rules (for internal use only)**

**Part A**

The following information regarding the Company may be relevant to the Company’s continuous disclosure obligations pursuant to the Listing Rules:

*Clearly describe the information that would be likely to influence an investor (the “Information”).*

To my knowledge there *\*has been/\*has not been* any press commentary concerning the Information.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Dated: \_\_\_\_\_

*delete whichever is inapplicable*

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**PART B FOR COMPLETION BY THE CONTINUOUS DISCLOSURE COMMITTEE OF THE COMPANY**

This notification was received at \_\_\_\_\_ (time) on \_\_\_\_\_(date)

After examining this notification and consulting with appropriate personnel, the Continuous Disclosure Committee has determined that disclosure of the Information:

should be made pursuant to the Listing Rules and have directed accordingly (attach Exchange announcement)

**OR**

is not required for the purposes of the Listing Rules because:

the Information is confidential and it has remained confidential

**OR**

it would be a breach of a law to disclose the Information (*state why*)

**OR**

the Information is, or is part of an incomplete proposal or negotiation (*state why*)

**OR**

the Information comprises matters of supposition or is insufficiently definite to warrant disclosure

**OR**

the Information is generated for the internal management purposes of the Company (*state relevant purpose*)

**OR**

the Information is a trade secret

**OR**

a reasonable person would not expect the information to be disclosed (because)

Accordingly, at least one of the conditions pre-requisite to non-disclosure of the Information is not satisfied.

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

Dated: \_\_\_\_\_

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**APPENDIX ONE**

**FORM OF ACKNOWLEDGEMENT**

- 1. I have read and understood the document titled Disclosure – Continuous Disclosure.
- 2. I agree to be bound by and to comply with the document titled Disclosure – Continuous Disclosure.
- 3. I acknowledge and agree that the document titled Disclosure – Continuous Disclosure constitutes a variation of the terms of my appointment.

.....

Signature

Name: .....

Date: .....

***To be returned to the Continuous Disclosure Officer on completion.***



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## SCHEDULE 8

### DISCLOSURE – RISK MANAGEMENT

#### 1. INTRODUCTION

This Policy has been adopted by African Petroleum Corporation Limited (**Company**) to establish and set out the Company's systems for risk oversight and management and internal control.

#### 2. RISK OVERSIGHT

The Board has the primary responsibility for identifying the principal risks and opportunities of the Company's business and ensuring that appropriate risk management systems and an internal control framework are established and reviewed. The Board fulfils its responsibility by overseeing the establishment and implementation of these systems and framework, through approval and review of the Company's processes.

The Board has delegated the specific function and responsibility for establishing, implementing and maintaining the Company's risk management systems and internal control framework to the Audit and Risk Committee. The Audit and Risk Committee is established by the Board and operates under a charter approved by the Board, which includes the following duties:

- (a) to review the effectiveness of management information and other systems of internal control;
- (b) to review all areas of significant financial risk and the arrangements in place to contain those to acceptable levels; and
- (c) to monitor the internal controls and accounting compliance with all relevant accounting standards and the Listing Rules.

The Audit and Risk Committee's duties include other matters which impact upon risk management, such as matters relating to the Company's external auditor and reviewing significant transactions, financial information and reporting and other procedures for that information.

Further to the Audit and Risk Committee's role, the actual management of operational risk and the implementation of risk management strategies are delegated to the Company's management.

The Board recognises that this delegation of responsibility to the Audit and Risk Committee and to management does not reduce its primary responsibility for the oversight of risk management. The Board approves all risk management systems and the internal control framework established by the Audit and Risk Committee which is implemented by management. The Board receives and adopts a report from the Audit and Risk Committee on its activities as part of the approval of the Company's annual report.

#### 3. RISK PROFILE

The Board recognises that material risks facing the Company are the more significant areas of uncertainty or exposure to the Company that could adversely affect the achievement of Company's objectives and successful implementation of its business strategies.

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The Board updates the list of material risks on an ongoing basis upon advice from the Audit and Risk Committee including, where appropriate, as a result of regular interaction with management and other relevant staff from across the Company's business.

#### **4. RISK MANAGEMENT SYSTEM AND COMPLIANCE AND CONTROL**

The Company's system for identifying, assessing, monitoring and managing its material risks, as established by the Audit and Risk Committee in conjunction with management, is as follows:

- (a) the Board monitors management and operational performance on an ongoing basis;
- (b) a system of forecasting has been established, with updates being provided by management to the Board, for consideration at the Board's meetings. Actual results are also reported to the Board regularly. In addition, all statutory and exchange financial reporting requirements are complied with in terms of quarterly, half yearly and annual financial reports and the Board reviews the reports and related accounting procedures on an ongoing basis;
- (c) regular presentations made to the Board throughout the year by appropriate members of management on the Company's operations;
- (d) procedures exist for all significant capital expenditure, including a requirement for Board approval for any capital expenditure above an amount set by the Board from time to time;
- (e) the performance by the Audit and Risk Committee of its functions and responsibilities;
- (f) a continuous disclosure policy has been adopted to ensure that all price sensitive information is disclosed to the market and shareholders or investors on a timely basis;
- (g) a trading policy has been adopted to ensure that all trading in the Company's securities by officers and employees occurs in compliance with statutory requirements; and
- (h) the Company has informed directors of their duties and obligations as directors and adopted a Code of Conduct applicable to all directors, employees and contractors setting out the expected standards of conduct and compliance.

Day to day responsibility for risk management and internal control is delegated to the Company's management, with the Company's Chief Executive Officer and Chief Financial Officer being responsible to the Board for identifying matters requiring Board consideration.

The Company's risk management system also includes processes of close consultation and review between the Audit and Risk Committee and the Company's external accountants.

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## **5. ASSESSMENT OF EFFECTIVENESS**

The Company's analysis of its risk management systems and internal control framework and the effectiveness of their implementation is undertaken by the Audit and Risk Committee on an annual basis. This review is based on the Committee's ongoing oversight of the Company's risk management systems and its role in establishing, implementing and maintaining these systems.

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**SCHEDULE 9**  
**GUIDELINES FOR BUYING AND SELLING SECURITIES**

**1. INTRODUCTION**

These guidelines set out the policy on the sale and purchase of securities in African Petroleum Corporation Limited (**Company**) by its Directors and employees.

Directors of the Company (**Directors**) and employees are encouraged to be long-term holders of the Company's securities. However, it is important that care is taken in the timing of any purchase or sale of such securities.

The purpose of these guidelines is to assist Directors and employees to avoid conduct known as 'insider trading'. In some respects, the Company's policy extends beyond the strict requirements of the Corporations Act.

**2. WHAT TYPES OF TRANSACTIONS ARE COVERED BY THIS POLICY?**

This policy applies to both the sale and purchase of any securities of the Company and its subsidiaries.

**3. WHAT IS INSIDER TRADING?**

**3.1 Prohibition**

Insider trading is a criminal offence. It may also result in civil liability. In broad terms, a person will be guilty of insider trading if:

- (a) that person possesses information which is not generally available to the market and, if it were generally available to the market, would be likely to have a material effect on the price or value of the Company's securities (ie, information that is 'price sensitive');
- (b) and that person:
  - (i) buys or sells securities in the Company; or
  - (ii) procures someone else to buy or sell securities in the Company; or
  - (iii) passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to buy or sell the securities or procure someone else to buy or sell the securities of the Company.

**3.2 Examples**

To illustrate the prohibition described above, the following are possible examples of price sensitive information which, if made available to the market, may be likely to affect materially the price of the Company's securities:

- (a) the Company considering a major acquisition or disposal of assets;
- (b) the threat of major litigation against the Company;

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- (c) the Company's sales and profit results materially exceeding (or falling short of) the market's expectations;
  - (d) a material change in debt, liquidity or cash flow;
  - (e) a significant new development proposal ie, new product or technology;
  - (f) the granting (or loss) or a major contract;
  - (g) management or business restructuring proposal; and
  - (h) a share issue proposal.

### **3.3 Dealing through third parties**

A person does not need to be a Director or employee of the Company to be guilty of insider trading in relation to securities in the Company. The prohibition extends to dealings by Directors and employees through nominees, agents or other associates, such as family members, family trusts and family companies (referred to as "Associates" in these guidelines).

### **3.4 Information however obtained**

It does not matter how or where the person obtains the information – it does not have to be obtained from the Company to constitute inside information.

### **3.5 Employee share schemes**

The prohibition does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme. However, the prohibition does apply to the sale of shares acquired under an employee share scheme and also to the sale of shares acquired following the exercise of an option granted under an employee option scheme.

## **4. GUIDELINES FOR TRADING IN THE COMPANY'S SECURITIES**

### **4.1 General rule**

The time for any Director or employee to buy or sell Company securities is limited to the four (4) week period from the:

- (a) date of the Company's Annual General Meeting;
- (b) release of the quarterly results announcement to the Exchange;
- (c) release of the half yearly results announcement to the Exchange;
- (d) release of the preliminary final results announcement to the Exchange;  
or
- (e) release of a disclosure document offering securities in the Company.

The Company may at its discretion vary this rule in relation to a particular period by general announcement to all employees either before or during the period.

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However, if a Director or employee of the Company is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Company's securities at **any** time.

#### **4.2 No short-term trading in the Company's securities**

Directors and employees should never engage in short-term trading of the Company's securities except for the exercise of options where the shares will be sold shortly thereafter.

#### **4.3 Securities in other companies**

Buying and selling securities of other companies with which the Company may be dealing is prohibited where an individual possesses information which is not generally available to the market and is 'price sensitive'. For example, where an individual is aware that the Company is about to sign a major agreement with another company, they should not buy securities in either the Company or the other company.

#### **4.4 Exceptions**

- (a) Directors and all employees may at any time:
- (i) acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;
  - (ii) acquire Company securities under a bonus issue made to all holders of securities of the same class;
  - (iii) acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders of securities of the same class;
  - (iv) acquire, or agree to acquire or exercise options under a Company Share Option Plan;
  - (v) withdraw ordinary shares in the Company held on behalf of the employee in an employee share plan where the withdrawal is permitted by the rules of that plan; and
  - (vi) acquire ordinary shares in the Company as a result of the exercise of options held under an employee option scheme.
- (b) It is noted that the Company does not have in place any active share or option plans. However, it should be noted that should it do so:
- (i) it is not permissible to provide the exercise price of options by selling the shares acquired on the exercise of these options unless the sale of those shares occurs during one of the 4 week periods specified in paragraph 4.1; and
  - (ii) where the exercise price of options is being provided by a margin loan or other form of lending arrangement then there may be a risk that the employee or Director may need to sell shares to avoid providing additional capital or security to the lender in the event of a decrease in the value of the shares.

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Were this to occur at a time when the person possessed inside information then the sale of Company securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the inside information that the person possessed and the person may not have made a profit on the sale. Where Company securities are provided to a lender as security by way of mortgage or charge a sale that occurs under that mortgage or charge as a consequence of default would not breach insider trading laws.

#### **4.5 Notification of periods when Directors and employees can trade**

The Company Secretary's Department will endeavour to notify all Directors and employees of the times when they are permitted to buy or sell the Company's securities as set out in paragraph 4.1.

### **5. APPROVAL AND NOTIFICATION REQUIREMENTS**

Any Director wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior approval of the Chairman or the Board before doing so.

If the Chairman wishes to buy, sell or exercise rights in relation to the Company's securities the Chairman must obtain the prior approval of the Deputy Chairman or the Board before doing so.

Any first or second line reports of the Chief Executive Officer wishing to buy, sell or exercise rights in relation to the Company's securities must obtain his prior approval before doing so.

Any Director or employee who (or through his or her Associates) buys, sells, or exercises rights in relation to Company securities **must** notify the Assistant Company Secretary in writing of the details of the transaction within five (5) business days of the transaction occurring. This notification obligation operates at all times but does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme.

The form to complete and send to the Company Secretary's Department is available on request from the Assistant Company Secretary.

### **6. EXCHANGE NOTIFICATION FOR DIRECTORS**

The Listing Rules require the Company to notify the Exchange within 5 business days after any dealing in securities of the Company (either personally or through an Associate) which results in a change in the relevant interests of a Director in the securities of the Company. The Company has made arrangements with each Director to ensure that the Director promptly discloses to the Company Secretary all the information required by the Exchange.

### **7. EFFECT OF COMPLIANCE WITH THIS POLICY**

Compliance with these Guidelines for trading in the Company's securities does not absolve that individual from complying with the law, which must be the overriding consideration when trading in the Company's securities.

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## 8. ADDITIONAL INFORMATION

If you have any questions arising from these guidelines, you may contact one of the persons listed below.

(insert)

Phone: +618 (insert)

Fax: +618 (insert)

Email: (insert)



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## SCHEDULE 10 SHAREHOLDER COMMUNICATIONS STRATEGY

### 1. INTRODUCTION

This Policy has been adopted by African Petroleum Corporation Limited (**Company**) to establish and set out the Company's policy for communicating with, and keeping informed, its shareholders.

### 2. PURPOSE OF THE POLICY

The Company is committed to dealing fairly, transparently and promptly with its current and prospective shareholders, encouraging and facilitating active participation by shareholders at shareholder meetings and dealing promptly with shareholder enquiries.

The Board recognises that disclosure of information is fundamental to good communication and this Policy is therefore based on the Company's disclosure obligations and policies.

### 3. COMMUNICATION WITH SHAREHOLDERS

The Board of the Company aims to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs.

Information is communicated to shareholders through:

- (a) the Annual Report delivered by post and which is also placed on the Company's website;
- (b) the half yearly report which is placed on the Company's website;
- (c) the quarterly reports which are placed on the Company's website;
- (d) disclosures and announcements made to the Australian Stock Exchange, the New Zealand Stock Exchange and the Securities and Exchange Commission in the United States, copies of which are placed on the Company's website;
- (e) notices and explanatory memoranda of Annual General Meetings (**AGM**) and Extraordinary General Meetings (**EGM**) copies of which are placed on the Company's website;
- (f) the Chairman's address and the Managing Director's address made at the AGMs and the EGMs, copies of which are placed on the Company's website;
- (g) the Company's website, [www.\(insert\).com.au](http://www.(insert).com.au) on which the Company posts all announcements which it makes to the Exchange; and
- (h) the auditor's lead engagement partner being present at the AGM to answer questions from shareholders about the conduct of the audit and the preparation and content of the auditor's report.

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#### **4. CONTINUOUS DISCLOSURE**

The Company is subject to the continuous disclosure obligations of the Exchange's Listing Rules (**Listing Rules**), and has adopted a comprehensive Market Disclosure Protocol to ensure that the Company, and its directors, officers and employees, comply with those obligations.

Compliance with the Company's Continuous Disclosure Policy is the primary basis by which the Company shall keep its current and prospective shareholders informed of material matters relating to the Company and its operations. All market announcements made as a result of the Company's continuous disclosure obligations are to be made available on the Company's website.

Any material presented to market analysts or media is in most cases the subject of a prior market announcement pursuant to the Company's continuous disclosure obligations. An announcement would not be made where the material presented does not contain any new material information beyond that already announced by the Company to the market. In many cases, the Company will make available the material on its website, where practical to do so.

#### **5. ACCESS TO INFORMATION**

The Company has adopted a comprehensive Share Dealing Code to ensure that the Company and its directors, officers and employees comply with those provisions, and to ensure that shareholders are given fair access to any information relating to the Company's securities.

#### **6. COMPANY REPORTING**

The Company complies with its financial and other reporting obligations under the Listing Rules, in order to make important Company information available to its shareholders. The Company aims to comply with these reporting requirements promptly and transparently.

The Company mails copies of these reports to its shareholders. The Company also emails these reports to any shareholders who have provided an email address to the Company and wish to be sent the information electronically. The Company's reports are also made available on the company's website as soon as possible.

#### **7. COMPANY MEETINGS**

The Company aims to hold its shareholders meetings at locations and at times that is convenient to shareholders, but cannot accommodate locations outside of the cities in which it operates. The Company will inform shareholders of shareholders meetings, and conduct those meetings, in accordance with the requirements of the Act, and endeavours to do so fully and transparently. In most cases, this will involve detailed explanatory statements or memoranda to accompany statutory information.

#### **8. ELECTRONIC COMMUNICATION**

The Company makes information available to its shareholders through its website, [www.\(insert\).com.au](http://www.(insert).com.au), as set out in this Policy.

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**9. OTHER INFORMATION**

The Company will from time to time provide other information to shareholders or the media where it considers that that information is of interest to shareholders or the general public, by way of circulars, newsletters or media releases.

**10. SHAREHOLDER ENQUIRIES**

Shareholders queries should be referred to the Company Secretary in the first instance. The Company aims to deal with all shareholder enquiries promptly, fully and transparently. It has also taken steps to ensure that its share registry does so in relation to the matters to which it is given authority by the Board to administer.

**11. SHAREHOLDER CONTACT**

The Company, via its share registry, endeavours to maintain an accurate and up to date list of shareholder details to ensure its communication and reporting is effective.

**12. PRIVACY**

The Company endeavours to comply with applicable statutory privacy requirements in all its dealings with details or information relating to the Company's shareholders.

**13. REVIEW**

The Board will review this Policy on an annual basis, or as and when appropriate.

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**ANNEXURE A**  
**DEFINITION OF INDEPENDENCE**

**1. ASX CORPORATE GOVERNANCE COUNCIL RECOMMENDATIONS**

An independent Director is a non-executive Director (i.e. is not a member of management) and:

- (a) holds less than 5% of the voting shares of the Company and is not an officer of, or otherwise associated directly or indirectly with, a shareholder of more than 5% of the voting shares of the Company;
- (b) within the last three years has not been employed in an executive capacity by the Company or another group member, or been a Director after ceasing to hold any such employment;
- (c) within the last three years has not been a principal of a material professional adviser or a material consultant to the Company or another group member, or an employee materially associated with the service provided;
- (d) is not a material supplier or customer of the Company or other group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- (e) has no material contractual relationship with the Company or another group member other than as a Director of the Company;
- (f) has not served on the board for a period which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company; and
- (g) is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company.

The materiality thresholds are assessed on a case-by-case basis, taking into account the relevant Director's specific circumstances, rather than referring to a general materiality threshold.

**2. SARBANES-OXLEY ACT SECTION 301**

To be independent (for the purposes of the Audit and Risk Committee) a Director must not:

- (a) receive any consulting, advisory or compensatory fee other than in their capacity as Director or Committee member; or
- (b) be an affiliated person of the Company or its subsidiaries other than due to their capacity as a Director or Committee member.