



**African
Petroleum**
CORP LTD

ACN 125 419 730

NOTICE OF GENERAL MEETING

TIME: 9:00am (WST)

DATE: 21 October 2015

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

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

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

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

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

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

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important. The Company has 969,193,787 shares on issue. Each share carries one vote in the Company's general meeting.

VOTING ELIGIBILITY

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

VOTING IN PERSON

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

VOTING BY PROXY

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

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

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

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

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

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

Changes to Proxy Voting

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

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

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

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

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

Transfer of non-chair proxy to chair in certain circumstances

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

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

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

SHAREHOLDERS REGISTERED IN THE VPS

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

INFORMATION CONCERNING RIGHTS OF THE SHAREHOLDERS

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

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

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

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

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

In accordance with market practice in Norway and system requirements of VPS and Oslo Axess, Shareholders of the Company registered in the VPS are registered in VPS as beneficial owners of the Shares and the instruments listed and traded on Oslo Axess are referred to as Shares in the Company. For the purpose of Australian law, the Australian Custodian is, however, regarded as the legal owner of such Shares and investors registered as the beneficial owners of such Shares in the VPS will have to exercise all rights of ownership relating to the Shares, indirectly through the VPS Registrar as their nominee. The investors registered as owners in the VPS must look solely to the VPS Registrar for the payment of dividends, for the exercise of voting rights attached to the Shares, and for all other rights arising in respect of the Shares. The Registrar Agreement provides that whenever the VPS Registrar receives any notice, report, accounts, financial statements, circular or other similar document relating to the Company's affairs, including notice of a Shareholders meeting, the VPS Registrar shall ensure that a copy of such document is promptly sent to the investors registered as owners in VPS, along with any proxy form or other relevant materials.

NOTICE OF GENERAL MEETING

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 9.00am (WST) on 19 October 2015. Shareholders registered in the VPS must be registered shareholder at close of business on 13 October 2015.

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

AGENDA

RESOLUTION 1 – CONSOLIDATION OF CAPITAL

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

“That pursuant to section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that:

- (a) every ten (10) Shares be consolidated into one (1) Share; and*
- (b) every ten (10) Options be consolidated into one (1) Option and the exercise price of each Option be amended in inverse proportion to this ratio,*

(“Consolidation”) with the Consolidation taking effect on a date to be announced to Oslo Axess and the NSX in accordance with the Oslo Axess Continuing Obligations and NSX Listing Rules and, where this Consolidation results in a fraction of a Share or an Option being held, the Company be authorised to round that fraction up to the nearest whole Share or Option (as the case may be).”

DATED: 18 September 2015

BY ORDER OF THE BOARD



**ANGELINE HICKS
COMPANY SECRETARY**

EXPLANATORY STATEMENT

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

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

1. RESOLUTION 1 – CONSOLIDATION OF CAPITAL

1.1 Background

The Directors are seeking Shareholder approval to consolidate the capital of the Company on a 10:1 basis. The Board considers the Consolidation is required to ensure a more appropriate capital structure for the Company and to ensure compliance with Oslo Axess Continuing Obligations.

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number. The NSX Listing Rules requires that the number of Options be consolidated in the same ratio as the Shares and the exercise price of the Options be amended in inverse proportion to that ratio.

If Resolution 1 is passed the number of:

- (i) Shares on issue will be reduced from 969,193,787 to 96,919,379 (subject to rounding); and
- (ii) Options on issue will be reduced from 174,410,389 to 17,441,046 (subject to rounding) and the exercise price to the Options will be increased by a multiple of 10.

1.2 Effect on Capital Structure

The effect the Consolidation would have on the capital structure of the Company is set out below.

The Company currently has 969,193,787 Shares on issue. Post consolidation, the Company will have 96,919,379 Shares on issue (subject to rounding and assuming no Options are exercised prior to the date of consolidation).

The effect the Consolidation will have on the Options on issue is set out below:

Options – Pre Consolidation

Terms	Number
Unlisted Options exercisable at A\$0.25 each on or before 30 June 2016	333,333
Unlisted Options exercisable at A\$0.30 each on or before 30 June 2016	166,667
Unlisted Options exercisable at A\$0.35 each on or before 30 June 2016	166,667
Unlisted Options exercisable at A\$0.40 each on or before 30 June 2016	166,666
Unlisted Options exercisable at A\$0.90 each on or before 17 January 2017	2,234,450
Unlisted Options exercisable at A\$3.00 each on or before 17 January 2017	130,557
Unlisted Options exercisable at A\$3.75 each on or before 17 January 2017	25,001
Unlisted Options exercisable at A\$0.90 each on or before 27 March 2017	3,334
Unlisted Options exercisable at A\$1.65 each on or before 27 March 2017	91,667

Terms	Number
Unlisted Options exercisable at A\$3.00 each on or before 27 March 2017	6,667
Unlisted Options exercisable at A\$1.65 each on or before 31 July 2017	2,400,002
Unlisted Options exercisable at A\$3.00 each on or before 8 January 2018	166,667
Unlisted Options exercisable at A\$3.75 each on or before 8 January 2018	22,223
Unlisted Options exercisable at NOK 0.40 each on or before 28 April 2018	3,000,000
Unlisted Options exercisable at A\$0.30 each on or before 21 November 2018	583,334
Unlisted Options exercisable at A\$0.30 each on or before 22 November 2018	2,133,338
Unlisted Options exercisable at A\$0.30 each on or before 22 April 2019	174,999
Unlisted Options exercisable at A\$0.24 each on or before 3 June 2019	1,500,000
Unlisted Options exercisable at A\$0.30 each on or before 5 June 2019	600,000
Unlisted Options exercisable at A\$0.30 each on or before 15 December 2019	500,000
Unlisted Options exercisable at NOK 0.40 each on or before 28 April 2020	18,336,667
Unlisted Options exercisable at NOK 0.75 each on or before 17 March 2017	141,668,150
Total	174,410,389

Options – Post Consolidation (subject to rounding)

Terms	Number
Unlisted Options exercisable at A\$2.50 each on or before 30 June 2016	33,334
Unlisted Options exercisable at A\$3.00 each on or before 30 June 2016	16,667
Unlisted Options exercisable at A\$3.50 each on or before 30 June 2016	16,667
Unlisted Options exercisable at A\$4.00 each on or before 30 June 2016	16,667
Unlisted Options exercisable at A\$9.00 each on or before 17 January 2017	223,445
Unlisted Options exercisable at A\$30.00 each on or before 17 January 2017	13,056
Unlisted Options exercisable at A\$37.50 each on or before 17 January 2017	2,501
Unlisted Options exercisable at A\$9.00 each on or before 27 March 2017	334
Unlisted Options exercisable at A\$16.50 each on or before 27 March 2017	9,167
Unlisted Options exercisable at A\$30.00 each on or before 27 March 2017	667
Unlisted Options exercisable at A\$16.50 each on or before 31 July 2017	240,001
Unlisted Options exercisable at A\$30.00 each on or before 8 January 2018	16,667
Unlisted Options exercisable at A\$37.50 each on or before 8 January 2018	2,223
Unlisted Options exercisable at NOK 4.00 each on or before 28 April 2018	300,000
Unlisted Options exercisable at A\$3.00 each on or before 21 November 2018	58,334
Unlisted Options exercisable at A\$3.00 each on or before 22 November 2018	213,334
Unlisted Options exercisable at A\$3.00 each on or before 22 April 2019	17,500
Unlisted Options exercisable at A\$2.40 each on or before 3 June 2019	150,000

Unlisted Options exercisable at A\$3.00 each on or before 5 June 2019	60,000
Unlisted Options exercisable at A\$3.00 each on or before 15 December 2019	50,000
Unlisted Options exercisable at NOK 4.00 each on or before 28 April 2020	1,833,667
Unlisted Options exercisable at NOK 7.50 each on or before 17 March 2017	14,166,815
Total	17,441,046

1.3 Indicative Timetable

If Resolution 1 is passed, the Consolidation will take effect in accordance with the following timetable:

Action	Date
Company announces the Consolidation and sends out Notice of Meeting.	21 September 2015
Company announces that Shareholders have approved the Consolidation	21 October 2015
Last day for pre-Consolidation trading.	22 October 2015
Post-Consolidation trading starts on a deferred settlement basis.	23 October 2015
Last day for Company to register transfers on a pre-Consolidation basis.	27 October 2015
First day for Company to send notice to each holder of the change in their details of holdings.	28 October 2015
First day for the Company to register Securities on a post-Consolidation basis and first day for issue of holding statements.	28 October 2015
Change of details of holdings date. Deferred settlement market ends.	4 November 2015
Last day for Securities to be entered into holders' Security holdings.	4 November 2015
Last day for the Company to send notice to each holder of the change in their details of holdings.	4 November 2015

1.4 Fractional Entitlements

Not all Security Holders will hold that number of Shares or Options (as the case may be) which can be evenly divided by 10. Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole Security.

1.5 Taxation

It is not considered that any taxation implications will exist for Security holders arising from the Consolidation. However, Security holders are advised to seek their own tax advice on the effect of the Consolidation and the Company does not accept any responsibility for the individual taxation implications arising from the Consolidation.

1.6 Holding Statements

From the date of the Consolidation, all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities.

It is the responsibility of each Security Holder to check the number of Securities held prior to disposal or exercise (as the case may be).

2. ENQUIRIES

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

GLOSSARY

A\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

NOK means Norwegian Kroners.

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

NSX means the National Stock Exchange of Australia Limited.

NSX Listing Rules means the Listing Rules of NSX.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

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

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

Proxy Form means the proxy form accompanying the Notice.

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

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

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

Shareholder means a registered holder of a Share.

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

VPS Registrar means DNB Bank ASA.

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



PROXY VOTE INSTRUCTION

African Petroleum Corporation Limited (the "Company")

Proxy Solicited for General Meeting 21 October 2015

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

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

Please mark your votes as in this example.

Resolutions

FOR AGAINST ABSTAIN

	FOR	AGAINST	ABSTAIN
1. Consolidation of Capital			

Signature(s) _____ Date: _____

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

Name of shareholder in block letters: _____

Please return your completed and signed proxy, to be received by DNB Bank ASA on or prior to 14 October 2015, 12:00 hours Central European Time, either by way of e-mail to e-mail address: vote@dnb.no or by ordinary mail to DNB Bank ASA, Registrars Dept., P.O. Box 1600 Sentrum, 0021 Oslo, Norway, or if delivery by hand to: DNB Bank ASA, Registrars Dept., attn.: K. G. Berg, Dronning Eufemias gate 30, 0191 Oslo, Norway.