Admission to trading of newly issued common shares in Africa Oil Corp. on Nasdaq Stockholm

Important information to investors

This prospectus (the "**Prospectus**") has been prepared in connection with the admission to trading of a total of 239,828,655 newly issued common shares in Africa Oil Corp., a company organized and existing under the laws of the Province of British Columbia, Canada with incorporation number BC0443700, on Nasdaq Stockholm. References to "**Africa Oil**", the "**Company**" and the "**Group**" in this Prospectus refers to Africa Oil Corp., the group in which Africa Oil Corp. is the parent company or Africa Oil Corp.'s subsidiaries, depending on the context. The Prospectus has been prepared in accordance with Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the "**Prospectus Regulation**"). The Prospectus has been prepared as a simplified prospectus in accordance with Article 14 of the Prospectus Regulation.

The Prospectus has been approved by the Swedish Financial Supervisory Authority (the "**SFSA**") (Sw. *Finansinspektionen*) as competent authority under the Prospectus Regulation. The SFSA only approves the Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval shall not be considered as an endorsement of the Company or the quality of the securities that are the subject of this Prospectus. Investors should make their own assessment of the suitability of investing in the securities.

Certain amounts and numbers in this Prospectus have been rounded off and may therefore not add up correctly. Reference to "**CAD**" means Canadian dollars, "**SEK**" means Swedish kronor and "**USD**" means US dollars. Reference to "**IFRS Accounting Standards**" means International Financial Reporting Standards as issued by International Accounting Standards Board. Unless otherwise stated herein, no financial information in the Prospectus has been audited or reviewed by the Company's independent auditor.

Any dispute concerning or relating to this Prospectus shall be resolved in accordance with Swedish law and exclusively by Swedish courts.

Information to investors in certain jurisdictions

This Prospectus does not comprise an offer to purchase, subscribe for or acquire shares or other financial instruments issued by Africa Oil. The Prospectus may not be distributed, directly or indirectly, in any country or jurisdiction where such distribution requires additional registration or other measures than those provided for under Swedish law, or that contravenes applicable regulations in such country or jurisdiction. The shares have not been and will not be registered under the United States Securities Act of 1933, as amended, or under any equivalent statue in any individual state of the United States.

Forward-looking statements

The Prospectus contains certain forward-looking statements and opinions. Forward-looking statements are statements that do not relate to historical facts and events and such statements and opinions pertaining to the future that, for example, contain wording such as "believes", "estimates" "anticipates", "expects", "assumes", "forecasts", "intends", "could", "will", "should", "would", "according to estimates", "is of the opinion", "may,", "plans", "potential", "predicts", "projects", "to the knowledge of" or similar expressions, which are intended to identify a statement as forward-looking. This applies, in particular, to statements and opinions in the Prospectus concerning the future financial returns, plans or expectations with respect to the business and management of the Company, future growth and profitability and general economy and regulatory environment and other matters affecting the Company.

Forward-looking statements are based on current estimates and assumptions made according to the best of the Company's knowledge. Such forward-looking statements are subject to risks, uncertainties and other factors that could cause the actual results, including the Company's cash flow, financial condition and results of operations, to differ materially from those set out in the forward-looking statements, or fail to meet expectations expressly or implicitly assumed or described in those statements or to turn out to be less favorable than the results expressly or implicitly assumed or described in those statements. Accordingly, prospective investors should not place undue reliance on the forward-looking statements herein, and are strongly advised to read the Prospectus, including the following sections: "*Summary*", "*Risk factors*", "*Business overview*" and "*Capital structure and other financial information*", which include more detailed descriptions of factors that might have an impact on the Company's business and the market in which it operates. The Company cannot give any assurance regarding the future accuracy of the opinions set forth herein or as to the actual occurrence of any predicted developments.

In light of the risks, uncertainties and assumptions with forward-looking statements, it is possible that future events mentioned in the Prospectus may not occur. Moreover, the forward-looking estimates and forecasts derived from third-party studies referred to in the Prospectus may prove to be inaccurate. Actual results, performance or events may differ materially from those in such statements due to, without limitation, changes in general economic conditions, in particular economic conditions in the markets on which the Company operates, changes in competition levels and changes in laws and regulations.

Forward-looking statements speak only as of the date of the Prospectus. The Company does not assume any obligation, except as required by law or Nordic Main Market Rulebook for Issuers of Shares, to update or revise any forward-looking statements, whether as a result of new information, future events or other circumstances.

Contents

Summary

INTRODUCTION AND WARNINGS

Introduction and warnings	This summary should be read as an introduction to the Prospectus. Any decision to invest in the securities should be based on an assessment of the Prospectus in its entirety by the investor. The investor may lose all or part of the invested capital. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under national legislation, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have prepared the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or if it does not provide, when read together with the other parts of the Prospectus, key information to aid investors when considering whether to invest in the securities.
Information about the issuer	Africa Oil Corp., incorporation number BC0443700, Suite 2500, 666 Burrard Street, Vancouver, British Columbia, Canada V6C 2X8. Phone number: +44 20 8017 1511 LEI code: 549300071188HIDJEB11 Symbol: AOI ISIN code: CA00829Q1019.
Competent authority	The Prospectus has been approved by the Swedish Financial Supervisory Authority (the "**SFSA**") (Sw. *Finansinspektionen*) as competent authority under the Prospectus Regulation. The SFSA's address is Brunnsgatan 3, 111 38 Stockholm, Sweden and its postal address is Box 7821, 103 97 Stockholm, Sweden. The SFSA's phone number is +46 (0)8-408 980 00 and its website is www.fi.se. The Prospectus was approved by the SFSA on February 21, 2025.

KEY INFORMATION ABOUT THE ISSUER

Who is the issuer of the securities?

Information about the issuer	The issuer of the securities is Africa Oil Corp., incorporation number BC0443700. Africa Oil is registered and incorporated in British Columbia, Canada as a public company under the Business Corporations Act (British Columbia) S.B.C. 2002 c.57, as amended, including the regulations promulgated thereunder (the "**BCBCA**"). Africa Oil operates under the BCBCA. The Company's LEI code is 549300071188HIDJEB11.
Principal activities	Africa Oil is a Canadian oil and gas company with producing and development assets in deepwater Nigeria, a significant opportunity set in the Orange Basin and

	a development and exploration portfolio in west and southern Africa that includes an interest in the Venus light oil discovery, offshore Namibia. The Company holds its interests through direct ownership interests in concessions and through its shareholdings in investee companies including Prime Oil & Gas Coöperatief U.A. (“**Prime**”), Africa Energy Corp. and Impact Oil and Gas Limited.
Major shareholders	The table below presents the shareholders who had a direct or indirect holding corresponding to five percent or more of the total number of shares and votes in the Company as of February 18, 2025 (and any known changes thereafter). To the knowledge of the directors and officers of Africa Oil, the Company does not have any major shareholders which, directly or indirectly, individually or jointly with others, own such number of shares as to have control over the Company.

Shareholder	Number of shares and votes	Percent of share capital and votes
Stampede Natural Resources S.A.R.L	53,519,595	12.3%
Fidelity Investments (FMR)	43,424,739	9.9%
Others	339,658,236	77.8%
Total	**436,602,570**	**100.0%**

The following table presents the expected shareholders who will have a direct or indirect holding corresponding to five percent or more of the total number of shares and votes in the Company immediately after completion of the amalgamation of BTG Pactual Holding S.à r.l. (“**BTG**”) and Africa Oil Papa Corp. (“**ReorgCo.**”) (the “**Amalgamation**”):

Shareholder	Number of shares and votes	Expected percent of share capital and votes
BTG Oil & Gas	239,828,655	35.5%
Stampede Natural Resources S.A.R.L	53,519,595	7.9%
Fidelity Investments (FMR)	43,424,739	6.4%
Others	339,658,236	50.2%
Total	**676,431,225**	**100.0%**

Board of directors and senior executives	The Company’s board of directors consists of John Craig (Chair), Roger Tucker, Keith C. Hill, Michael Ebsary, Gary Guidry, Andrew Bartlett, Kimberley Wood and Erin Johnston. Following completion of the Amalgamation, the Company’s board of directors shall be comprised of nine directors. The board of directors is expected to be comprised of Roger Tucker, Michael Ebsary, Kimberley Wood and Pascal Nicodeme (each nominated by Africa Oil), John Craig and Richard Norris (each nominated by Africa Oil and approved by BTG Oil & Gas) and Huw Jenkins, Edwyn Neves and Ahonsi Unuigbe (each nominated by BTG Oil & Gas). The Company’s senior executives are Roger Tucker (President & CEO), Pascal Nicodeme (Chief Financial Officer), Craig Knight (Chief Operating Officer), Oliver Quinn (Chief Commercial Officer) and Joanna Kay (Chief Legal Officer and Corporate Secretary).

	Following completion of the Amalgamation, Pascal Nicodeme will cease to be Chief Financial Officer of Africa Oil and BTG Oil & Gas will nominate Aldo Perracini as new Chief Financial Officer of Africa Oil.
Auditor	PricewaterhouseCoopers LLP Chartered Professional Accountants, Canada (“**PwC**”) is Africa Oil’s auditor. The responsible partner of PwC with respect to the auditing of Africa Oil is Khurram Asghar, an authorized accountant and member of the Chartered Professional Accountants of Alberta, Canada. The auditor’s address is 111-5th Avenue SW, Suite 3100, Calgary, Alberta, Canada, T2P 5L3. Öhrlings PricewaterhouseCoopers AB, Sweden (“**ÖPwC**”) has reviewed and issued an Independent Auditor’s Assurance Report in accordance with RevR 5 in relation to the unaudited pro forma condensed consolidated financial information included in this Prospectus. The responsible partner of ÖPwC with respect to the Independent Auditor’s Assurance Report is Peter Sott, authorized public accountant in Sweden. Peter Sott and ÖPwC are not acting as Africa Oil’s auditor.

What is the key financial information regarding the issuer?

Summary of key financial information regarding the issuer

Selected income statement items

	January 1 – December 31 (audited)			January 1 – September 30 (unaudited)	
MUSD	**2023**	**2022**	**2021**	**2024**	**2023**
Total operating income	181.0	138.4	226.9	35.2	261.8
Net operating income/(loss)	86.9	(59.2)	208.9	(288.9)	176.7
Total comprehensive income/(loss)	87.1	(60.3)	190.1	(285.3)	175.9
Net income/ (loss) attributable to common shareholders per share (basic)	0.19	(0.13)	0.40	(0.63)	0.38

Selected items from statement of financial position

	December 31 (audited)			September 30 (unaudited)
MUSD	**2023**	**2022**	**2021**	**2024**
Total assets	966.2	917.7	991.6	616.1
Total equity attributable to common shareholders	894.6	830.6	948.0	548.7

Selected cash flow items

	January 1 – December 31 (audited)		January 1 – September 30 (unaudited)	
MUSD	**2023**	**2022**	**2024**	**2023**
Net cash used in operating activities	(53.3)	(15.5)	(24.8)	(47.5)

Net cash generated by investing activities	114.7	219.9	(10.1)	79.2
Net cash used in financing activities	(29.1)	(63.7)	(62.0)	(29.8)

Non-IFRS – Other performance measures

	January 1 – September 30 (unaudited)	
MUSD	**2024**	**2023**
Adjusted net income	51.2	79.6

Adjusted net income is a non-IFRS measure used by the Company to assess the Company's performance. This non-IFRS measure does not have any standardized meaning prescribed by IFRS Accounting Standards and, therefore, may not be comparable with the calculation of similar measures by other companies. Management believes that in addition to conventional performance measures prepared in accordance with IFRS Accounting Standards, adjusted net income is a useful indicator to investors and shareholders as it improves comparability of the Company's performance between periods.

Adjusted net income is defined as net (loss)/income adjusted for impairment recognized by Prime, tax effect of impairment recognized by Prime, deferred tax release recognized by Prime following PIA conversion, impairment investment in Prime, share of loss from investments in associates and impairment intangible exploration assets and can be reconciled as follows.

	January 1 – September 30 (unaudited)	
MUSD	**2024**	**2023**
Net (loss)/income	(285.3)	175.9
Deferred tax release recognized by Prime following PIA conversion – net to Africa Oil's 50% shareholding	–	(204.0)
Impairment investment in Prime	305.0	–
Share of loss from investments in associates	31.5	45.5
Impairment intangible exploration assets	–	62.2
Adjusted net income	51.2	79.6

Unaudited pro forma condensed consolidated financial information	The unaudited pro forma condensed consolidated financial information has been derived from (i) the unaudited condensed consolidated interim financial statements of Africa Oil as at and for the three and nine month periods ended September 30, 2024, (ii) the audited consolidated financial statements of Africa Oil as at and for the year ended December 31, 2023, (iii) the unaudited condensed interim financial statements of BTG as at and for the three and nine months ended September 30, 2024, (iv) the audited financial statements of BTG as at and for the year ended December 31, 2023, (v) the unaudited interim condensed consolidated financial statements of Prime as at and for the three and nine month periods ended September 30, 2024, and (vi) the audited special purpose consolidated financial statements of Prime as at and for the year ended December 31, 2023.

Selected items from the unaudited pro forma condensed consolidated statement of financial position as at September 30, 2024

	Historical			
MUSD	**AOC**	**BTG**	**Pro forma adjustments**	**Pro forma consolidated**
Total assets	616.1	311.2	1,783.3	2,710.6
Total equity attributable to shareholders	548.7	256.6	84.6	889.9

Selected items from the unaudited pro forma condensed consolidated statement of net income for the nine month period ended September 30, 2024

	Historical			
MUSD	**AOC**	**BTG**	**Pro forma adjustments**	**Pro forma consolidated**
Total revenue and other income/(loss)	35.2	(242.1)	985.2	778.3
Operating profit/(loss)	(288.9)	(297.9)	859.6	272.8
Profit/(loss) before tax	(285.3)	(297.9)	767.5	184.3
Net income/(loss) attributable to shareholders	(285.3)	(297.9)	686.1	102.9

What are the key risks that are specific to the issuer?

Material risks specific to the issuer	Material risks specific to the issuer and its operations include, among others: • Africa Oil may be adversely affected by changes in applicable tax laws; • Africa Oil is subject to litigation risks; • Africa Oil is exposed to market risks; • Africa Oil is subject to risks relating to environmental activism and public perception of fossil fuels; • Africa Oil is subject to comprehensive environmental laws and regulations; • Risks relating to prices, markets and marketing of crude oil and natural gas; • The oil and gas industry involves inherent health and safety hazards; • Prime may not be able to pay dividends in the future; • Risks associated with reserves and resource volume estimates; • Discovering hydrocarbons is associated with risk; and • Africa Oil is subject to foreign currency exchange rate risk.

KEY INFORMATION ON THE SECURITIES

What are the main features of the securities?

Securities subject to admission to trading on Nasdaq Stockholm	Common shares in Africa Oil Corp., incorporation number BC0443700. The ISIN-code for the shares is CA00829Q1019. The Company's shares are denominated in CAD without par value.
Total number of shares in the Company	As of the date of this Prospectus, there are a total number of 436,602,570 shares in the Company. The Company's shares are admitted to trading on the Toronto Stock Exchange ("**TSX**") and Nasdaq Stockholm.
Rights associated with the securities	The Company's shares entitle the holders thereof to receive notice of and attend all meetings of shareholders, with each share entitling the holder to one vote. Shareholders are entitled to vote for the full number of shares that they hold. The Company's shareholders are entitled to dividends if and when declared by the board of directors of the Company. Upon liquidation, dissolution or winding up of the Company, shareholders are entitled to receive the remaining assets of the Company available for distribution to the shareholders. All shares in the Company carry equal rights to the assets and surplus. The shares are not subject to any restrictions on their transferability.
Dividend and shareholder returns policy	The Company instituted a shareholder dividend policy in 2022 comprised of a regular cash base dividend paid on a semi-annual basis and subject to declaration by the Company's board of directors. The declaration, timing, amount and payment of dividends remain at the discretion of the Company's board of directors. The Company has been paying dividends to its shareholders since March 2022, with an initial annual aggregate distribution of USD 0.05 per share paid semi-annually. Upon completion of the Amalgamation, the Company plans to adopt a new shareholder returns policy. Under the new shareholder returns policy, it is the Company's current intention to distribute an annual base dividend of MUSD 100 ("**Base Dividend**")[1]. The Base Dividend has been deemed sustainable by the Board in a range of conservative oil price scenarios. In addition, the Company currently plans to distribute at least 50 percent of excess free cash flow after Base Dividend distribution in the form of supplemental dividends and/or share repurchases. The following table sets forth the dividend paid by Africa Oil during the financial year 2023 and 2024: **Payable date (TSX)** — **USD** September 27, 2024 — $0.025 March 28, 2024 — $0.025

[1] This indicated annual dividend amount will only be distributed following the completion of the Amalgamation and will be distributed over the enlarged Africa Oil's pro forma outstanding share count.

	September 29, 2023	$0.025
	March 31, 2023	$0.025

Where will the securities be traded?

Admission to trading	The Company's shares are currently traded under the symbol "AOI" on the TSX and Nasdaq Stockholm. The newly issued shares are expected to be admitted to trading on the TSX and Nasdaq Stockholm on or about March 7, 2025.

What are the key risks that are specific to the securities?

Material risks specific to the securities	Material risks specific to the securities include, among others: • The price of Africa Oil's shares may be volatile; • Africa Oil's ability to pay dividends is dependent on its future earnings, financial position, cash flows and other factors; and • Africa Oil may be subject to demands from activist shareholders.

KEY INFORMATION ON THE ADMISSION TO TRADING ON NASDAQ STOCKHOLM

Under which conditions and timetable can I invest in the securities?

Admission to trading on Nasdaq Stockholm	This Prospectus has been prepared in connection with the admission to trading of shares in Africa Oil on Nasdaq Stockholm and does not contain an offer to purchase or subscribe for securities in the Company, in Sweden or in any other jurisdiction. The first day of trading in the new shares on Nasdaq Stockholm is expected to be on or around March 7, 2025.
Costs relating to the admission to trading	The Company's costs attributable to the preparation of the Prospectus and the admission to trading of 239,828,655 shares on Nasdaq Stockholm are estimated to amount to approximately CAD 500,000. Such costs primarily relate to costs for legal counsel and auditors and fees to the SFSA.

Why is this Prospectus being produced?

Background and reasons	On June 23, 2024, Africa Oil entered into an agreement for the Amalgamation of BTG and ReorgCo. As part of the consideration for the Amalgamation, the shareholders of Africa Oil have resolved to issue a total of 239,828,655 shares to BTG Oil & Gas. The share issue entails an increase in the total number of shares in Africa Oil from 436,602,570 to 676,431,225.
Conflict of interests	Gernandt & Danielsson Advokatbyrå KB, Bracewell (UK) LLP and Torys LLP have acted as legal counsels to Africa Oil in connection with the preparation of the Prospectus and the admission to trading of the newly issued shares on Nasdaq Stockholm, and may provide additional legal services to the Company.

Risk factors

*An investment in securities is associated with risks. Prior to any investment decision, it is important to carefully analyze the risk factors considered to be material in relation to Africa Oil and the future performance of Africa Oil's shares, such as risks related to Africa Oil's business, industry and markets, legal risks, financial risks and risks related to the shares. In accordance with Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "**Prospectus Regulation**"), the risk factors described below are limited to risks that are specific to Africa Oil and/or the securities and which are deemed material for making an informed investment decision. The materiality of the risk factors has been assessed based on the probability of their occurrence and the expected magnitude of their negative outcome. The risk factors that are considered to be the most material as of the date of this Prospectus are presented first in each category, and the subsequent risk factors are presented in no particular order.*

The description below is based on information available and estimates made as of the date of this Prospectus.

RISKS RELATING TO AFRICA OIL'S BUSINESS, INDUSTRY AND MARKETS

Africa Oil is exposed to market risks

Africa Oil is dependent on the general demand for oil and gas. There is a risk that changing consumer preferences for low carbon sources of energy, transport and products and services may erode the demand for oil and gas as new alternatives come to market and gain scale. There is a risk that Africa Oil's portfolio would not remain competitive in a low demand environment. Furthermore, a reduced demand for oil and gas may result in stranded reserves or resources and could negatively impact Africa Oil's valuation and share price. If these risks were to materialize, it could adversely affect Africa Oil's business, results of operations and financial position.

In addition to limiting Africa Oil's ability to sell into the market, a decrease in demand could lead to lower commodity prices in the medium and long-term, which would put further pressure on Africa Oil's revenues. In the short-term, unbalanced investment in traditional vs. new energy technologies and sources, combined with uncertain demand dynamics, may lead to commodity price volatility (see also "– *Risks relating to prices, markets and marketing of crude oil and natural gas*"). Supply chains may also become constrained, as suppliers adjust their strategies and product mix in response to the energy transition, resulting in increasing costs for some goods and services. All of these could adversely impact Africa Oil's results of operations and financial position.

In Africa Oil's assessment, these risks have a medium probability of occurring and, if realized, could have a high negative impact on Africa Oil.

Africa Oil is subject to risks relating to environmental activism and public perception of fossil fuels

Africa Oil's reputation may be damaged as a result of the actual or perceived occurrence of a number of events, or from allegations or investigations of the same, which may result in negative publicity. Increased scrutiny, pressure and action by environmental activists, non-governmental organizations and other stakeholders may result in disruption to Africa Oil's operations or, in the worst case, a loss of Africa Oil's license to operate. A claim has recently been made against the operator, Tullow, in Kenya by local communities in relation to past operations which may relate in part to the period prior to Africa Oil's withdrawal from the blocks and for which Africa Oil could therefore bear partial financial responsibility. There is a risk that Africa Oil will be targeted by environmental activists in the future and that Africa Oil's efforts to minimize the impact of any potential disruptions and prevent harm to staff, bystanders and assets could prove insufficient or ineffective. Any disruption of Africa Oil's business and operations due to environmental activism could negatively impact Africa Oil's cash flows and returns as well as the value of Africa Oil's portfolio. Companies within the oil and gas sector and in Africa Oil's supply chain may also make emissions performance and climate risk management explicit in partner or contract decisions.

In addition to environmental activists, numerous banks and large institutional investors have communicated an intention to divest from or limit future exposure to fossil fuels, including oil and gas. Increasing investor and lender concerns regarding climate resilience could limit Africa Oil's access to capital in the future, increase the cost of such capital via higher interest rates or result in direct costs associated with new measures to meet investor expectations. There is a risk that Africa Oil's efforts to proactively address investor and other stakeholder concerns regarding climate risk exposure will not be sufficient to prevent or mitigate such risks.

If any of the above risks were to materialize, it could adversely affect Africa Oil's reputation, business, results of operations and financial position.

In Africa Oil's assessment, these risks have a medium probability of occurring and, if realized, could have a high negative impact on Africa Oil.

Africa Oil is subject to comprehensive environmental laws and regulations

Africa Oil is subject to comprehensive environmental laws and regulations in the jurisdictions in which it operates. These regulatory frameworks extend beyond emissions to include broader areas of environmental concern, including water management, waste handling, soil pollution and biodiversity protection. The regulations typically include environmental licensing and permitting subject to the conduct of an ESIA prior to any new exploration or development activity, as well as ongoing monitoring and reporting. For risks relating to the ongoing ESIA process on Block 3B/4B in South Africa, see also "– *Africa Oil is subject to risks relating to environmental activism and public perception of fossil fuels*".

There is a risk that Africa Oil fails to fully comply with applicable environmental laws and regulations, or otherwise face allegations of breaching applicable regulations, which could result in civil, criminal or administrative enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, remedial actions, materially increased costs of compliance or impaired ability to secure future approvals and permits. Any actual or alleged non-compliance could materially impact Africa Oil's financial position or license to operate. The occurrence of any environmental violation or enforcement action may have an adverse impact on Africa Oil's reputation and could adversely affect its results of operations.

In Africa Oil's assessment, these risks have a medium probability of occurring and, if realized, could have a high negative impact on Africa Oil.

Risks relating to prices, markets and marketing of crude oil and natural gas

Crude oil and natural gas are commodities whose prices are determined based on world demand, supply and other factors, all of which are beyond the control of Africa Oil. World prices for oil and gas have fluctuated widely in recent years. For example, the conflicts in Ukraine and the Middle East have impacted global markets and may continue to result in increased volatility in financial markets and commodity prices. Furthermore, Africa Oil may be required by government authorities to limit production due to OPEC+ quotas from time to time. There is a risk that commodity prices will continue to fluctuate and potentially decline in the future. While Africa Oil may undertake hedging activities when efficient to do so, hedging may not fully mitigate, in whole or in part, the risk and effect of lower commodity prices. Any material decline in oil and gas prices could have an adverse effect on Africa Oil's business and prospects.

Africa Oil or its investee companies' ability to market its oil and gas may depend upon its ability to acquire space on vessels or in pipelines that deliver oil and gas to commercial markets. Africa Oil could also be affected by deliverability uncertainties related to the proximity of its reserves to pipelines and processing and storage facilities and operational issues affecting such pipelines and facilities. A limited ability to market Africa Oil's oil and gas or material deliverability uncertainties could adversely affect Africa Oil's business and results of operations.

In Africa Oil's assessment, these risks have a medium probability of occurring and, if realized, could have a high negative impact on Africa Oil.

The oil and gas industry involves inherent health and safety hazards

The oil and gas industry involves inherent health and safety risks, including harsh and remote environments, heavy equipment, hazardous materials, high temperatures and high-pressure equipment. Despite Africa Oil's efforts to operate in a safe and responsible manner, risks associated with oil and gas activities, including fire, explosion, blowouts, gas releases, ruptures and personnel accidents, cannot be eliminated. Incidents have previously occurred on assets operated by JV parties to Africa Oil, including a fatality in Kenya in 2022 and the collision of a supply vessel with a platform in Nigeria in 2024. Should any material incidents occur in the future, it could result in substantial personal injury to employees and contractors of Africa Oil and to other bystanders, as well as damage to Africa Oil's oil and gas wells, production facilities and other property. Incidents resulting in serious injury or death, or those having a negative impact on surrounding communities, could expose Africa Oil to litigation, civil or criminal sanctions, regulatory action (including fines, penalties and loss of license to operate), as well as reputational damage. These potential damages may not be fully insurable.

If any of these risks were to materialize, it could adversely affect Africa Oil's business, reputation, results of operations and financial position.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a high negative impact on Africa Oil.

Prime may not be able to pay dividends in the future

Africa Oil periodically receives dividends from its investment in Prime Oil & Gas Coöperatief U.A. ("**Prime**"), being Africa Oil's main source of income. There is a risk that Prime will only be able to make limited dividend distributions in the future, or that Prime will be unable to make any dividend distributions at all. Reduced payments of dividends could occur due to, among other things:

- a decline in the demand for oil and gas;
- reduction of OPEC+ quotas;
- changes to the applicable tax and other laws and regulations in Nigeria;
- Prime's off-takers defaulting on forward sale agreements or banks defaulting on hedging agreements;
- significant or extended declines in oil and gas prices;
- Prime's inability to hedge the production of future assets;
- significant capital cost overruns adversely impacting Prime's cash flows;
- significant project delays adversely impacting Prime's future production and cash flows;
- capital or liquidity constraints experienced by Prime, including restrictions imposed by lenders;
- accounting delays or adjustments for prior periods;
- shortages of, or delays in obtaining skilled personnel or equipment, including drilling rigs;
- delays in the sale or delivery of products;
- title defects; or
- global health emergencies impacting operations and significantly reducing oil and gas demand.

A significant reduction, infrequent distributions, or the cessation of Prime's dividends could have a material adverse effect on Africa Oil's business, liquidity and financial condition.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a high negative impact on Africa Oil.

Discovering hydrocarbons is associated with risk

The success of Africa Oil's exploration and development activities is dependent on Africa Oil making oil and gas discoveries that are commercially viable to produce. While Africa Oil has historically made discoveries, there is no certainty that expenditures made on future exploration or development activities by Africa Oil will result in discoveries of oil or gas in commercial quantities or that commercial quantities of oil and gas will be discovered, produced, or acquired by Africa Oil. The portion of Africa Oil's portfolio which include prospects and leads require additional data to fully define their potential and significant changes to the resource estimates will occur with the incorporation of additional data and information. There is a risk that that any discovered resources will not be commercially viable to produce or that any portion of undiscovered resources will not be discovered. If these risks were to materialize, it could adversely affect Africa Oil's business, results of operations and financial condition.

In Africa Oil's assessment, these risks have a medium probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

Risks associated with reserves and resource volume estimates

Discovery estimates made on behalf of Africa Oil are subject to great uncertainty. There is a risk that reservoir parameters, including porosity, permeability, net hydrocarbon pay thickness, fluid composition and water saturation, in Africa Oil's discoveries will vary from those assumed by Africa Oil's independent third-party resource evaluator affecting the volume of hydrocarbon estimated to be present. Furthermore, factors such as the reservoir pressure, density and viscosity of the oil, solution gas/oil ratio, permeability, the presence or absence of water drive and the specific mineralogy of the reservoir rock will affect the volume of oil that can be recovered. Drill stem tests, or well tests, that aim to aid in understanding reservoir performance also include uncertainty and are not necessarily indicative of long-term performance or of ultimate recovery.

Furthermore, there are many uncertainties inherent in estimating quantities of oil and gas reserves and resources (contingent and prospective) and the future cash flows attributed to such reserves and resources. The actual production, revenues, taxes and development and operating expenditures with respect to the reserves and resources associated with Africa Oil's assets will vary from estimates thereof and such variations could be material. Estimates of reserves that may be developed and produced in the future are often based upon volumetric calculations and upon analogy to similar types of reserves rather than actual production history. There is a risk that it will not be commercially viable to produce any portion of the contingent or prospective resources. Actual future net cash flows will be affected by other factors, such as actual production levels, supply and demand for oil and gas, curtailments or increases in consumption by oil and gas purchasers, changes in governmental regulation or taxation and the impact of inflation on costs.

In Africa Oil's assessment, these risks have a medium probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

Africa Oil is exposed to the risk of increased costs and supply disruptions

Africa Oil is dependent on certain services and equipment to carry out its operations, including for example seismic vessels, drilling rigs, subsea intervention and pipe laying vessel and associated equipment such as well casing, wellheads, subsea trees, subsea pipelines and manifolds. There is a risk that Africa Oil will be unable to secure such services and equipment necessary for Africa Oil's operations on terms acceptable to Africa Oil (including in relation to price and timeline), or at all, which could have an adverse effect on Africa Oil's financial performance and cash flows. In addition, Africa Oil's operating and capital costs could escalate and become uncompetitive due to supply chain disruptions, inflationary cost pressures, equipment limitations, escalating supply costs and additional government intervention through stimulus spending or additional regulations. Africa Oil's inability to manage costs could impact project returns and future development decisions, which could in turn have a material adverse effect on Africa Oil's financial performance and cash flows.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

Risks relating to Africa Oil's international operations

Africa Oil participates in oil and gas projects located in emerging markets, primarily in Africa. Oil and gas exploration, development and production activities in these emerging markets are subject to significant political, economic, and other uncertainties. Additional uncertainties include, but are not limited to, the risk of war, terrorism, expropriation, civil unrest, nationalization, renegotiation or nullification of existing or future concessions and contracts, the imposition of international sanctions, a change in crude oil or gas pricing policies, changes to taxation laws and policies, assessments and audits (including income tax) against Africa Oil by regulatory authorities, difficulty or delays in obtaining necessary regulatory approvals, risks associated with potential future legal proceedings, and the imposition of currency controls. Furthermore, Africa Oil may require licenses or permits from various governmental authorities to carry out future exploration, development and production activities. There is a risk that Africa Oil will not be able to obtain all necessary licenses and permits when required. In addition, if legal disputes arise related to oil and gas concessions acquired by Africa Oil, Africa Oil could be subject to the jurisdiction of courts other than those of Canada. Africa Oil's recourse may be very limited in the event of a breach by a government or government authority of an agreement governing a concession in which Africa Oil acquires an interest.

If any of the risks referred to above, all of which are beyond Africa Oil's control, were to materialize, it could have a material adverse effect on Africa Oil's business, prospects and results of operations.

In Africa Oil's assessment, these risks have a medium probability of occurring and, if realized, could have a low negative impact on Africa Oil.

Risks relating to shared ownership and dependency on JV partners

Africa Oil's operations are primarily conducted together with one or more joint venture ("**JV**") parties through contractual arrangements, including unincorporated associations. In such instances, Africa Oil may be dependent on, or affected by, the due performance and financial strength of its JV parties. If a JV party fails to perform or becomes insolvent, Africa Oil may, among other things, risk losing rights or revenues or incur additional obligations or costs, experience delays, or be required to perform such obligations in place of its JV party. Africa Oil and its JV parties may also, from time to time, have different opinions on how to conduct certain operations or on what their respective rights and obligations are under a certain agreement. If a dispute were to arise with one or more JV parties relating to a project, such dispute may have material adverse effect on Africa Oil's or the investee company's operations relating to such project.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

Africa Oil's associates and joint ventures are subject to risks

Africa Oil has invested in other frontier oil and gas exploration companies that face similar risks and uncertainties as Africa Oil, which could have a material adverse effect on their businesses, prospects and results of operations. Such risks include, without limitation, equity risk, liquidity risk, commodity price risk, credit risk, currency risk, foreign investment risk, and changes in environmental regulations, economic, political or market conditions, or the regulatory environment in the countries in which they operate. The associates or joint ventures are entities in which Africa Oil has some influence, including through its representation on their boards, but given its equal or minority interest, no or limited control over their decisions, including, without limitation, financial and operational policies, and has no or limited control over outcomes, performance and governance. Africa Oil's access to information is subject to the contractual provisions of shareholder agreements. Africa Oil is reliant on the information provided by investments and may not have the ability to independently verify such information. Africa Oil’s investments are not diversified over different types of investments and industries, rather, they are concentrated in one type of investment. If an associated company or jointly controlled entity in which Africa Oil has invested fails, liquidates, or becomes bankrupt, Africa Oil could face the potential risk of loss of some, or all, of its investments, and may be unable to recover any of its investment.

Africa Oil’s share price performance is subject to timely communication of financial and operational results. Africa Oil is reliant on its associates and joint ventures for timely and accurate disclosures of material updates. Although Africa Oil has procedures in place to maximize its oversight of such disclosures, including representation on the boards of its investee companies, failure to mitigate delays and/or inaccuracies in such disclosures could expose Africa Oil to regulatory sanctions and shareholder legal action that could adversely impact Africa Oil’s finances and reputation.

In Africa Oil’s assessment, these risks have a low probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

Africa Oil is exposed to risks relating to concessions, licenses and contracts

Africa Oil’s operations are based on a relatively limited number of concession agreements, licenses and contracts. The rights and obligations under such concessions, licenses and contracts may be subject to interpretation and could also be affected by, among other things, matters outside the control of Africa Oil. In case of a dispute, there is a risk that the view of Africa Oil would not prevail or that Africa Oil otherwise could not effectively enforce its rights which, in turn, could have significantly negative effects on Africa Oil. Furthermore, if Africa Oil or any of its JV parties were found to have failed to comply with their obligations or liabilities under a concession, license or contract, including record-keeping, budgeting, and time scheduling requirements, Africa Oil’s or JV party’s rights under such concession, license or contract may be terminated or otherwise relinquished in whole or in part. There is a risk that requirements are not adequately met by its JV parties, which could bring an increased risk of impairment and reduced future cash flow.

In May 2023, Africa Oil submitted notices to withdraw from its concessions on Blocks 10BB, 13T and 10BA in Kenya. Africa Oil’s withdrawal from the concessions is subject to approvals from the Kenyan authorities and, while Africa Oil is working with its JV parties and the authorities to effect a smooth withdrawal process, there is a risk that such approvals will not be forthcoming on terms acceptable to all parties.

In Africa Oil’s assessment, these risks have a low probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

Africa Oil is exposed to risks inherent in oil and gas exploration, development and production

The long-term commercial success of Africa Oil depends on its ability to find, acquire, develop and commercially produce oil and gas reserves. There is a risk that Africa Oil will not be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, Africa Oil may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participations uneconomic. It is difficult to project the costs of implementing an exploratory, appraisal or development drilling program due to the inherent uncertainties of drilling in unknown formations, the costs associated with encountering various drilling conditions such as over pressured zones, tools lost in the hole, equipment failures or malfunctions and changes in drilling plans and locations as a result of prior exploratory wells or additional seismic data and interpretations thereof. Without the continual addition of new reserves, any existing reserves associated with Africa Oil's oil and gas assets at any particular time, and the production therefrom, could decline over time as such existing reserves are exploited. There is a risk that additional commercial quantities of oil and gas may not be discovered or acquired by Africa Oil.

Furthermore, Africa Oil's business is subject to all the risks and hazards inherent in businesses involved in the exploration for, and the acquisition, development, production and marketing of, oil and gas, many of which cannot be overcome even with a combination of experience and knowledge and careful evaluation. The risks and hazards typically associated with oil and gas operations include fire, explosion, blowouts, sour gas releases, pipeline ruptures and oil spills, each of which could result in substantial damage to oil and gas wells, production facilities, other property, the environment or personal injury, and such damages may not be fully insurable. See also "*–The oil and gas industry involves inherent health and safety hazards*".

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

Risks associated with production guidance and forecasting

Africa Oil uses production guidance and forecasting in relation to the expected working interest and economic entitlement production in Nigeria derived from its 50 percent ownership in Prime. Guidance ranges and performance against that range are provided in Africa Oil's quarterly Management's Discussion and Analysis (MD&A) reports. Production guidance includes uncertainty relating to reservoir and well performance, reliability of production and process facilities, success of future drilling programs and execution of planned maintenance activities. Completion of future wells does not ensure a profit on the investment or recovery of drilling, completion and operating costs. In addition, drilling hazards or environmental damage could greatly increase Africa Oil's cost of operations, and various field operating conditions may adversely affect the production from successful wells. These conditions include delays in obtaining governmental approvals or consents, shut-ins of connected wells resulting from extreme weather conditions, insufficient storage or transportation capacity or other geological and mechanical conditions. While structured maintenance plans, as well as close well, facility and operational supervision can contribute to maximizing production rates over time, production delays and declines from field operating conditions cannot be eliminated and may adversely affect Africa Oil's production guidance, revenue and cash flow levels to varying degrees.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

Risks relating to infrastructure

Africa Oil is dependent on having available and functioning infrastructure relating to the properties and licenses on which it operates, such as roads, power and water supplies, pipelines and gathering systems, supply bases and associated services. The amount of oil and gas that Africa Oil can produce and sell is subject to accessibility, availability, proximity and capacity of gathering, processing and pipeline systems. The lack of availability of capacity or a failure in any of the gathering, processing and pipeline systems, and in particular the processing facilities could result in Africa Oil's inability to realize the full economic potential of its production or in a reduction of the price offered for Africa Oil's production. Any significant change in market factors, terms of use or other conditions affecting these infrastructure systems and facilities, as well as any delays in constructing new infrastructure systems and facilities could harm Africa Oil's business financial condition, results of operations, cash flows and future prospects.

In Nigeria, gas export relies on the continued safe operations at the Nigeria liquefied natural gas facility. Gas export restrictions could have an adverse effect on oil production, due to reductions in overall facility production to minimize flaring of associated gas. The supply chain for offshore is dependent upon existing ports and onshore infrastructure. Several factors, including social unrest onshore, have the potential to disrupt both the gas processing facilities and the upstream supply chain which could have detrimental impacts on Prime's cash flow and subsequent dividend payments to Africa Oil.

In Equatorial Guinea, exploration efforts in Block EG-31 are targeting gas prospects located close to existing gas export and processing facilities. In the event of a discovery, the discovered fluids may not be compatible with the existing processing facilities resulting in additional cost which may result in the potential discovery being non-commercial. There may also be insufficient ullage in the facilities to accept additional capacity and without appropriate commercial arrangements it may not be possible to produce any potential discovery.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

Risks relating to Africa Oil's M&A strategy

Africa Oil's strategy for growth includes mergers and acquisitions. Africa Oil competes with a substantial number of other E&P companies in the search for M&A and potential farmout and farmin opportunities. Africa Oil's ability to successfully execute this strategy is dependent upon its ability to identify, select, and evaluate suitable opportunities within limited time frames, and to close transactions in a highly competitive environment. The availability of suitable M&A targets and potential farmout and farmin opportunities may be limited, or the acquisition terms may not be agreed, particularly in a volatile oil and gas market. Africa Oil's competitors include oil and gas companies that may have substantially greater financial resources than Africa Oil. Africa Oil's operating cash flow may not be sufficient to meet the expenditure required for Africa Oil to complete its M&A opportunities. Africa Oil may require additional financing to complete such transactions, and this may not be available or offered on acceptable terms, see also "*–Risks relating to liquidity and cash flow*".

Failure by Africa Oil to successfully execute its strategy or complete M&A opportunities for any of the reasons mentioned above, or otherwise, could adversely affect Africa Oil's business and future prospects.

In Africa Oil's assessment, these risks have a medium probability of occurring and, if realized, could have a low negative impact on Africa Oil.

Africa Oil is subject to insurance risks

Africa Oil's involvement in oil and gas operations may result in Africa Oil becoming subject to liability for pollution, blowouts, property damage, personal injury or other hazards. While Africa Oil obtains insurance in accordance with industry standards to address such risks, the nature of the risks facing the oil and gas industry is such that liabilities might exceed policy limits, the liabilities and hazards might not be insurable, or Africa Oil might elect not to insure itself against such liabilities due to high premium costs or other reasons. Furthermore, there can be no assurance that existing insurance will be available in the future. The payment of such uninsured liabilities would reduce the funds available to Africa Oil. The occurrence of a significant event that Africa Oil is not fully insured against, or the insolvency of an insurer, could have a material adverse effect on Africa Oil's business, financial condition and results of operations.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

Africa Oil is dependent on key personnel

Africa Oil requires experienced professionals with specialized skills and knowledge to gather, interpret and process geological and geophysical data, design, drill and complete wells, and undertake numerous additional activities required to explore for, and produce, oil and gas. This includes experienced professionals with specialist data analytical skills, mathematical and computer skills, and a solid knowledge of geological information, such as seismic and electromagnetic methods, and rock properties to assist in determining which areas should be explored, and which drilling methods will be most effective. In addition, Africa Oil is dependent on senior management and directors of Africa Oil in respect of governance, environmental social governance and health and safety risks, and all matters pertaining to Africa Oil. Africa Oil has employed a strategy of attracting key members of management and directors, and contracting consultants and other service providers to supplement the skills and knowledge of its permanent staff in order to provide the specialized skills and knowledge to undertake its oil and gas operations efficiently and effectively but there is a risk that Africa Oil will not continue to attract or retain all personnel necessary for Africa Oil's business.

The loss of the services of key personnel could have a material adverse effect on Africa Oil's business, prospects, and results of operations. Africa Oil has not obtained key person insurance in respect of the lives of any key personnel. In addition, there is competition for qualified personnel in the oil and gas industry and there is a risk that Africa Oil will not be able to attract and retain the skilled personnel necessary for operation and development of its business.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

Risks relating to cybersecurity

Africa Oil has become increasingly dependent upon the availability, capacity, reliability and security of its information technology (IT) infrastructure, and its ability to expand and continually update this infrastructure, to conduct daily operations. Africa Oil depends on various IT systems to estimate resources and reserve quantities, process and record financial and operating data, analyze seismic and drilling information, and communicate with employees and third party partners. Africa Oil's IT systems are increasingly integrated in terms of geography, number of systems, and key resources supporting the delivery of IT systems. The performance of key suppliers is critical to ensure appropriate delivery of key services. Any failure to manage, expand and update the IT infrastructure, any failure in the extension or operation of this infrastructure, or any failure by key resources or service providers in the performance of their services could materially and adversely affect Africa Oil's business, financial condition and results of operations.

The ability of the IT function to support Africa Oil's business in the event of a disaster such as fire, flood or loss of any of the office locations and the ability to recover key systems from unexpected interruptions cannot be fully tested. There is a risk that, if such an event occurs, Africa Oil's continuity plan may not be adequate to immediately address all repercussions of the disaster. In the event of a disaster affecting a data centre or key office location, key systems may be unavailable for several days, leading to inability to perform some business processes in a timely manner.

Africa Oil applies technical and process controls and security measures in line with industry-accepted standards to protect information, assets and systems. However, these controls and measures on which Africa Oil relies may not be adequate due to the increasing volume, sophistication and rapidly evolving nature of cyber threats. Africa Oil's IT and infrastructure, including process control systems, may be vulnerable to attached by malicious persons or entities or breached due to employee error, malfeasance or other disruptions, including natural disasters and acts of war. There is a risk that Africa Oil will suffer losses associated with cyber-security attacks, breaches, access, disclosure or loss of information in the future and may be required to expend significant additional resources to investigate, mitigate and remediate any potential vulnerabilities or could result in legal claims or proceedings, liability under laws that protect the privacy of personal information, regulatory penalties, disruptions to Africa Oil's operations, decreased performance and production, increased costs and damage to Africa Oil's reputation or other negative consequences to Africa Oil, which could have a material adverse effect on Africa Oil's business, financial condition and results of operations.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

LEGAL AND REGULATORY RISKS

Africa Oil may be adversely affected by changes in applicable tax laws

Africa Oil may be adversely affected by changes to applicable tax laws and regulations to which it is subject, and its host Governments may implement new applicable tax laws or regulations, modify existing ones, or interpret them in a manner that is detrimental to Africa Oil. Changes to the laws to which Africa Oil is subject could, amongst other things, result in a windfall tax, an increase in existing tax rates or the imposition of new ones or Africa Oil may be subject to tax assessments, all of which on their own or taken together could have a material adverse effect on Africa Oil's business, financial condition, results of operations and prospects of Africa Oil's oil and gas assets.

As has become customary in Nigeria since 2019, the annual budget for Nigeria has been accompanied by a proposed finance bill that supports the revenue needs indicated in the annual budget. This bill could include changes to tax laws, including laws that can affect directly or indirectly the oil and gas industry.

In Africa Oil's assessment, these risks have a high probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

Africa Oil is subject to litigation risks

Climate-related litigation is a rapidly evolving and increasingly important issue for Africa Oil's industry. The risk of legal challenges could rise as the costs of climate change mitigation and adaptation increase, and as more climate laws and agreements are put in place. Climate-related litigation could result in liabilities or loss of license related to current or historical activities' contribution to global emissions. Even if Africa Oil is not directly targeted by litigation, operations may be indirectly impacted by outcomes in related cases involving other oil and gas companies in jurisdictions where Africa Oil operates. See also "*–Africa Oil is subject to risks relating to environmental activism and public perception of fossil fuels*".

In Africa Oil's assessment, these risks have a medium probability of occurring and, if realized, could have a high negative impact on Africa Oil.

Africa Oil may fail to comply with anti-bribery and anti-corruption laws

Africa Oil is subject to anti-bribery and anti-corruption laws, including the Corruption of Foreign Public Officials Act (Canada), and the Bribery Act 2010 (United Kingdom). Failure to comply with such laws could subject Africa Oil to, among other things, civil or criminal penalties, other remedial measures and legal expenses and reputational damage, each of which could adversely affect Africa Oil's business, operational results, and financial condition. Weaknesses in the anti-corruption legal and judicial system of certain countries may undermine Africa Oil's or a host government's capacity to effectively detect, prevent and sanction corruption. There is a risk Africa Oil's personnel, contractors, or business partners have in the past, and it cannot be excluded that they will in the future engage in conduct, undetected by the onboarding processes and procedures adopted by Africa Oil, and it is possible that Africa Oil, its personnel or contractors, could be subject to investigations or charges related to bribery or corruption as a result of actions of its personnel or contractors.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a high negative impact on Africa Oil.

Risks relating to human rights

Africa Oil is subject to human rights laws, including the Fighting Against Forced Labour and Child Labour in Supply Chains Act in Canada. Failure to comply with such laws could subject Africa Oil to, among other things, civil or criminal penalties, other remedial measures and legal expenses and reputational damage, each of which could adversely affect Africa Oil's business, operational results, and financial condition and could result in the loss of Africa Oil's license to operate. Weaknesses in Africa Oil's supply chain, which could include as a result of the actions of contractors or suppliers, or government managed processes, such as security or resettlement, could results in Africa Oil becoming complicit in human rights violations.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a high negative impact on Africa Oil.

Africa Oil is subject to regulatory risks

Since the Paris Agreement was signed in 2015, countries have steadily enacted policies to enable the transition to a low carbon future and meet their Nationally Determined Contributions (NDCs). This includes the governments of countries where Africa Oil conducts business. These policies may directly or indirectly increase the cost of doing business in these countries or potentially restrict Africa Oil's ability to operate. While Africa Oil regularly monitors the evolving regulatory landscape, both globally and in its countries of operation, to anticipate the impact of new climate-related measures and ensure that the Group remains compliant, there is a risk that Africa Oil's efforts will not be sufficient to ensure that the Group remains aligned with evolving regulatory requirements. Any failure by the Group to comply with applicable regulations and policies could negatively impact Africa Oil's business, reputation and financial condition.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

Africa Oil is subject to different legal systems and litigation

Africa Oil's oil production and exploration activities are located in countries with legal systems that in various degrees differ from that of Canada. Rules, regulations and legal principles may differ in respect of matters of substantive law and of such matters as court procedure and enforcement. Almost all material production and exploration rights and related contracts of Africa Oil are subject to the national or local laws and jurisdiction of the respective countries in which the operations are carried out. This means that Africa Oil's ability to exercise or enforce its rights and obligations may differ between different countries and also from what would have been the case if such rights and obligations were subject to Canadian law and jurisdiction.

Africa Oil's operations are, to a large extent, subject to various complex laws and regulations as well as detailed provisions in concessions, licenses and agreements that often involve several parties. If Africa Oil was to become involved in legal disputes in order to defend or enforce any of its rights or obligations under such concessions, licenses, and agreements or otherwise, such disputes or related litigation could be costly, time consuming and the outcome would be highly uncertain. Even if Africa Oil ultimately prevailed, such disputes and litigation may still have a substantially negative effect on Africa Oil's business, assets, financial conditions, and its operations.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

Risks relating to decommissioning

Africa Oil is responsible for compliance with all applicable laws, regulations and contractual requirements regarding the decommissioning, abandonment, and reclamation of Africa Oil's assets at the end of their economic life, the costs of which may be substantial. There are significant uncertainties relating to the estimated liabilities, costs and time for decommissioning of Africa Oil's current and future licenses. Such liabilities are derived from legislative and regulatory requirements. It is not possible to predict costs with certainty since they will be a function of requirements at the time of decommissioning, abandonment and reclamation and the actual costs may exceed current estimates. Laws, regulations and contractual requirements about abandonment and decommissioning may be implemented or amended in the future. There is a risk that the anticipated cost and timing of removal are incorrect and any deviation from current estimates or significant increase in decommissioning costs relating to Africa Oil's previous, current or future licenses, may have a material adverse effect on the Group.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

Uncertainty of title

Africa Oil is exposed to risks relating to title defects due to the nature of Africa Oil's portfolio and the geographical markets in which Africa Oil operate. Although Africa Oil conducts title reviews prior to acquiring an interest in a concession, such reviews do not guarantee or certify that an unforeseen defect in the chain of title will not arise that may call into question Africa Oil's interest in the concession. Any uncertainty with respect to one or more of Africa Oil's concession interests could have a material adverse effect on Africa Oil's business, prospects and results of operations.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

FINANCIAL RISKS

Africa Oil is subject to foreign currency exchange rate risk

Africa Oil is exposed to changes in foreign exchange rates as expenses in international subsidiaries, oil and gas expenditures, or financial instruments may fluctuate due to changes in rates. Future exchange rates could accordingly impact the future value of Africa Oil's reserves and resources as determined by independent reserve auditors. To the extent that Africa Oil engages in risk management activities related to foreign exchange rates, there will be a credit risk associated with counterparties of Africa Oil. Africa Oil's exposure is partially offset by sourcing capital projects and expenditures in US dollars but Africa Oil retains exposures to exchange rate fluctuation in the Euro, Canadian Dollar, Nigerian Naira, Central African CFA Franc and the South African Rand. Africa Oil had no forward exchange contracts in place as at September 30, 2023.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a high negative impact on Africa Oil.

Risks relating to liquidity and cash flow

Liquidity risk is the risk that Africa Oil will not be able to meet its financial obligations as they become due. Liquidity describes a company's ability to access cash. Companies operating in the upstream oil and gas industry require sufficient cash in order to fulfil their work commitments in accordance with contractual obligations, and to be able to potentially acquire strategic oil and gas assets and face potentially unexpected liabilities. Africa Oil may need to issue debt or equity, extend its debt maturities or enter into farmout agreements to ensure it has sufficient available funds to meet current and foreseeable financial requirements. Concerns around climate change have resulted in a number of lenders and investors moving away from financing oil and gas activities, and Africa Oil may find access to capital limited, more expensive or made contingent upon environmental performance standards. See also "*Risks relating to substantial capital requirements*".

Africa Oil periodically receives dividends from Prime related to Africa Oil's shareholding, which is its main source of income. A significant reduction, infrequent distributions, or no payment of Prime's dividends to Africa Oil could significantly reduce the amount of Africa Oil's anticipated cash flow and could also expose Africa Oil to financial risk. See also "*–Prime may not be able to pay dividends in the future*".

Notwithstanding any mitigation efforts, Africa Oil remains exposed to erosion of its statement of financial position and revenues and may have difficulty in securing necessary funding, which may lead to insufficient liquidity.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

Risks relating to substantial capital requirements

Africa Oil expects to make substantial capital expenditures for exploration, development and production of oil and gas reserves in the future. Africa Oil's ability to access the equity or debt markets may be affected by any prolonged market instability. The inability to access the equity or debt markets for sufficient capital, at acceptable terms and within required time frames, could have a material adverse effect on Africa Oil's financial condition, results of operations and prospects.

To finance its future acquisition, exploration, development and operating costs, Africa Oil may require financing from external sources, including from the issuance of new shares, issuance of debt or execution of working interest farmout agreements. There is a risk that such financing will not be available to Africa Oil or, if available, that it will be offered on terms acceptable to Africa Oil. If additional financing is raised through the issuance of equity or convertible debt securities, control of Africa Oil may change and the interests of shareholders in the net assets of Africa Oil may be diluted. If unable to secure financing on acceptable terms, Africa Oil may have to cancel or postpone certain of its planned exploration and development activities which may ultimately lead to Africa Oil's inability to fulfil the minimum work obligations under the terms of its various concessions. Availability of capital will also directly impact Africa Oil's ability to take advantage of acquisition opportunities.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

Africa Oil is exposed to interest rate risk

Africa Oil has borrowed in the past and has a utilized standby credit facility. Interest payments under potential future borrowings could be exposed to volatility in interest rates that could constrain Africa Oil's cash flows. Africa Oil's main income is derived from its investment in Prime that has outstanding borrowings under its reserves based lending facility. An increase in interest rates could result in a significant increase in the amount that Prime pays to service its current and future debt, which could in turn constrain dividend distributions to Africa Oil.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

Africa Oil is exposed to credit risk

Credit risk is the risk of loss if counterparties do not fulfil their contractual obligations. Most of Africa Oil's credit exposure relates to amounts due from its JV parties. The maximum exposure for Africa Oil is equal to the sum of its cash, restricted cash, and accounts receivable. A portion of Africa Oil's cash is held by banks in foreign jurisdictions where there could be increased exposure to credit risk.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

Africa Oil's financial statements are prepared on a going concern basis

Africa Oil's financial statements have been prepared on a going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. Africa Oil's operations to date have been financed by equity financing, dividends received from equity investments, debt financing and the completion of working interest farmout agreements. Africa Oil's future operations may be dependent upon the identification and successful completion of additional equity or debt financing, the achievement of profitable operations (and profitable operations with equity investments) or other transactions. There is a risk that Africa Oil will not be successful in completing additional financings, achieving profitability or completing future transactions. The consolidated financial statements do not give effect to any adjustments relating to the carrying values and classification of assets and liabilities that would be necessary should Africa Oil be unable to continue as a going concern.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

Risks relating to credit facilities

Africa Oil is party to a corporate credit facility of MUSD 65 which is currently undrawn. The terms of the facility contain covenants and restrictions on the ability of Africa Oil to, among other things, incur or lend additional debt, pay dividends and make restricted payments, and encumber its assets. The failure of Africa Oil to comply with the covenants contained in the facility or to repay or refinance the facility by its maturity date could result in an event of default, which could, through acceleration of debt, enforcement of security or otherwise, materially and adversely affect the operating results and financial condition of Africa Oil.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

RISKS RELATING TO THE AMALGAMATION

There can be no certainty that the Amalgamation will be completed

On June 23, 2024, Africa Oil entered into an agreement with BTG Pactual Holding S.à r.l. ("**BTG**") and BTG Pactual Oil & Gas S.à r.l. ("**BTG Oil & Gas**") (the "**Amalgamation Agreement**") for the amalgamation of BTG and Africa Oil Papa Corp. ("**ReorgCo**") (the "**Amalgamation**"). Completion of the Amalgamation is subject to a number of conditions, certain of which may be outside the control of Africa Oil. The conditions include, but are not limited to, receipt of regulatory approvals, receipt of CUOA clearance, the completion of the BTG pre-closing reorganization and filing and publication of this

Prospectus. There is a risk that these conditions will not be satisfied. The requirement to take certain actions or to agree to certain conditions to satisfy such requirements or obtain any such approvals may have a material adverse effect on the business and affairs of Africa Oil. If the Amalgamation is not completed, the value of Africa Oil's common shares may decline. If the Amalgamation is not completed and the board decides to seek another merger or business combination, there is a risk that it will not be able to find a party that will agree to equivalent or more attractive terms than those of the Amalgamation Agreement.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a high negative impact on Africa Oil.

Occurrence of a material adverse effect

The completion of the Amalgamation is subject to the condition that a material adverse effect has not occurred in respect of Africa Oil or BTG after the date of the Amalgamation Agreement that is incapable of being cured on or prior to closing. Although a material adverse effect excludes certain events, including events in some cases that are beyond the control of the parties, there is no assurance that a material adverse effect will not occur before the effective time, in which case Africa Oil or BTG, as applicable, could elect to terminate the Amalgamation Agreement and the Amalgamation would not proceed.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a high negative impact on Africa Oil.

Value of the underlying asset

Pursuant to the Amalgamation Agreement, BTG Oil & Gas will exchange its 50 percent indirect interest in Prime for 239,828,655 newly issued common shares in the Company. On completion of the Amalgamation, BTG Oil & Gas will hold approximately 35.5 percent of the enlarged Africa Oil (assuming no other issuances prior to completion of the Amalgamation), and Africa Oil will indirectly own 100 percent of Prime. If Prime fails to realize the results that Africa Oil expects, BTG Oil & Gas will have received approximately 35.5 percent of the enlarged Africa Oil in return for a less productive asset. This could materially and adversely affect Africa Oil's business plan and could have a material adverse effect on Africa Oil and its financial results.

In Africa Oil's assessment, these risks have a medium probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

Possible failure to realize anticipated benefits of the Amalgamation

Africa Oil anticipates that completion of the Amalgamation will strengthen its position in the oil and gas industry and create the opportunity to realize certain benefits as described in this Prospectus. Achieving the anticipated benefits of the Amalgamation depends on Africa Oil's ability to realize anticipated growth opportunities. There is a risk, however, that the anticipated benefits of the Amalgamation will not materialize. It is possible that the risks and uncertainties described in this Prospectus will arise and become material to such an extent that some or all of the anticipated benefits of the Amalgamation will never materialize or will be nullified.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

If the Amalgamation is not completed, Africa Oil is responsible for its transaction costs

Certain costs, fees and expenses related to the Amalgamation must be paid by Africa Oil even if the Amalgamation is not completed, and such amounts may be significant.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a low negative impact on Africa Oil.

Pro forma information may not be indicative of Africa Oil's condition or results following the Amalgamation

The pro forma information contained in this Prospectus is presented for illustrative purposes only as of its respective dates and may not be indicative of the financial condition or results of operations of Africa Oil following completion of the Amalgamation for several reasons. The pro forma information has been derived from the respective historical financial statements of Africa Oil and BTG, and certain adjustments and assumptions made as of the dates indicated therein have been made to give effect to the Amalgamation. The information upon which these adjustments and assumptions have been made is preliminary and these kinds of adjustments and assumptions are difficult to make with complete accuracy. Moreover, the pro forma information does not include, among other things, estimated costs or synergies, adjustments related to restructuring or integration activities, future acquisitions or disposals not yet known or probable, or provisions that are currently not factually supportable and/or likely to occur. Therefore, the pro forma information contained herein is presented for informational purposes only and is not necessarily indicative of what the combined business' actual financial condition or results of operations would have been had the Amalgamation been completed as assumed in such pro forma information. Accordingly, the combined business, assets, results of operations and financial condition may differ significantly from those indicated in the unaudited pro forma condensed consolidated financial information.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a low negative impact on Africa Oil.

Shareholders will experience dilution as a result of the issue of common shares to BTG Oil & Gas in connection with the Amalgamation

Africa Oil will issue 239,828,655 common shares to BTG Oil & Gas in connection with the Amalgamation, which represented ownership of approximately 35.5 percent of the pro forma outstanding share capital of Africa Oil as of the date of the Amalgamation Agreement. The increase in the number of common shares outstanding after the issue will reduce the percentage ownership and voting rights of existing shareholders and decrease existing shareholders' earnings per common share. The issuance of 239,828,655 common shares will result in a dilution (calculated as the number of newly issued common shares divided by the new total number of common shares and assuming no other issuances prior to completion of the Amalgamation) for existing shareholders of approximately 35.5 percent of the common shares and the votes. Following the Amalgamation, BTG Oil & Gas will hold approximately 35.5 percent of the total number of common shares and 35.5 percent of the total number of votes in Africa Oil. Pursuant to the investor rights agreement entered into between the parties (the "**Investor Rights**

Agreement"), BTG Oil & Gas will also have the right to nominate up to three BTG nominees for election to the board of directors and, provided that BTG Oil & Gas' shareholding is 30 percent or greater, appoint one of the BTG nominees to serve as Chair of the board. BTG Oil & Gas will consequently have the opportunity to exercise significant influence over Africa Oil and any issues that the shareholders vote on. There is a risk that BTG Oil & Gas will exercise its voting rights in a manner that is not consistent with the interests of minority shareholders, or that existing shareholders will disagree with the resolutions and/or direction that BTG Oil & Gas can implement through its voting rights.

The Amalgamation will result in a dilution for shareholders in Africa Oil. In Africa Oil's assessment, the risk that BTG Oil & Gas will exercise its voting rights in a manner that is not consistent with the interests of minority shareholders has a low probability of occurring and, if realized, could have a low negative impact on Africa Oil.

The Amalgamation may divert attention of Africa Oil's management

The Amalgamation could cause the attention of Africa Oil's management to be diverted from the day-to-day operations. These disruptions could be exacerbated by a delay in the completion of the Amalgamation and could have an adverse effect on the business, operating results or prospects of Africa Oil regardless of whether the Amalgamation is ultimately completed.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a low negative impact on Africa Oil.

RISKS RELATING TO THE SHARES

The price of Africa Oil's shares may be volatile

Securities of oil and gas companies experience volatility, at times unrelated to the financial performance or prospects of the companies involved. Africa Oil's share price may be significantly affected by factors unrelated to Africa Oil's performance. Macro-economic, geo-political, and industry-related events, speculation about Africa Oil in the press or investment community, speculation about oil and gas, changes in valuation of similar companies, attempts to benefit from shorting the shares, additions or departures of key personnel, strategic acquisitions by Africa Oil or competitors and regulatory changes, among others, may affect investor sentiment and have an impact on the price of the common shares. As a result of these changes, the market price of the common shares at any given point in time may not accurately reflect its long-term value and may fluctuate in response to factors beyond Africa Oil's control. There is a risk that investors will not realize any year-over-year gains on Africa Oil's securities.

To the extent that any issued and outstanding common shares of Africa Oil are sold into the market, there may be an oversupply of common shares and an undersupply of purchasers. If this occurs, the market price for the common shares of Africa Oil may decline significantly and investors may be unable to sell their common shares at a profit, or at all. During periods of low trading volumes, the share price could move materially and unexpectedly even if there are no material news to be reported.

In Africa Oil's assessment, these risks have a medium probability of occurring and, if realized, could have a low negative impact on Africa Oil.

Africa Oil's ability to pay dividends is dependent on its future earnings, financial position, cash flows and other factors

Africa Oil has implemented a base dividend policy and has in the past engaged in share repurchases as part of its commitment to return capital to the shareholders. The amount and frequency of future returns cannot be guaranteed and Africa Oil's performance in this regard is subject to its financial and operational performance that are subject to the risks outlined in this Prospectus. Africa Oil may not have sufficient distributable funds to pay dividends in the future. In addition, the declaration, timing, amount and payment of dividends remain at the discretion of Africa Oil's board of directors. Also, the amount and the pace of share buybacks, if implemented, are at the discretion of the board of directors. Loss of dividends reduces the return on invested capital of an investor.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

Africa Oil may be subject to demands from activist shareholders

Publicly traded companies such as Africa Oil could be subject to demands from activist shareholders advocating for changes to corporate governance practices and corporate actions. Such activist shareholders could publicly advocate for Africa Oil to make certain governance changes or engage in certain corporate actions. Responding to challenges from activist shareholders could be costly and time consuming and could divert the attention and resources of Africa Oil's management and board of directors, which could have an adverse effect on Africa Oil's business and results of operations.

Activist shareholders may attempt to acquire control of Africa Oil to implement changes. If activist shareholders with differing objectives are elected to the board of directors, this could adversely affect Africa Oil's business and future operations. Additionally, shareholder activism could create uncertainty about Africa Oil's future strategic direction, resulting in loss of future business opportunities, which could adversely affect Africa Oil's business, future operations, profitability, and Africa Oil's ability to attract and retain qualified personnel.

In Africa Oil's assessment, these risks have a low probability of occurring and, if realized, could have a medium negative impact on Africa Oil.

Background and reasons

On June 23, 2024, Africa Oil entered into the Amalgamation Agreement for the amalgamation of BTG and ReorgCo. As part of the consideration for the Amalgamation, the shareholders of Africa Oil have resolved to issue a total of 239,828,655 shares to BTG Oil & Gas. The shares are expected to be admitted to trading on the Toronto Stock Exchange ("**TSX**") and Nasdaq Stockholm on or around March 7, 2025. The share issue entails an increase in the total number of shares in Africa Oil from 436,602,570 to 676,431,225.

Purpose of the Amalgamation

The purpose of the Amalgamation is to reorganize the shareholder structure of Prime to consolidate ownership in Africa Oil. Pursuant to the Amalgamation Agreement, BTG Oil & Gas will exchange its 50 percent interest in Prime for newly issued common shares in Africa Oil. On completion of the Amalgamation, BTG Oil & Gas will hold 239,828,655 common shares, representing approximately 35.5 percent of the pro forma outstanding share capital of Africa Oil as of the date of the Amalgamation Agreement, and Africa Oil will indirectly own 100 percent of Prime.

Anticipated benefits of the Amalgamation

In the view of the board of directors of Africa Oil, the Amalgamation is in the best interests of the Company and is expected to result in the creation of a differentiated upstream oil and gas company. The Amalgamation consolidates Africa Oil's ownership in its core cash generating assets and brings in a new strategically aligned investor, which is expected to support enhanced shareholder returns and a stronger growth proposition. The enlarged Africa Oil is expected to have significant scale with robust long-term free cash flows and a low leverage balance sheet, generated by the large-scale and high netback assets in deepwater Nigeria. These assets are complemented by funded development and exploration projects in the prolific Orange Basin.

The Amalgamation is expected to provide the enlarged Africa Oil with the following strategic and financial benefits:

- 100 percent increase in working interest Proved plus Probable reserves and production on a pro forma basis in Nigeria;
- the introduction of a cornerstone shareholder that is strategically aligned with Africa Oil and committed to growing a sustainable upstream oil and gas business and whose support could increase the enlarged Africa Oil's access to business opportunities and potentially unlock new sources of growth capital, while complementing Africa Oil's disciplined capital allocation and financial decision making through BTG Oil & Gas' participation on the board of directors;
- enabling direct control of Prime's free cash flows and balance sheet through the consolidation of Prime in the enlarged Africa Oil, which will facilitate greater transparency and visibility of Prime's financial performance for shareholders; and
- scope to streamline the business processes and decision making to achieve cost savings.

Implementation and general effects of the Amalgamation

Pursuant to the Amalgamation, BTG and ReorgCo will amalgamate to form an amalgamated company ("**Amalco**"), a wholly owned subsidiary of Africa Oil. All of the issued and outstanding BTG shares held by BTG Oil & Gas shall be exchanged for 239,828,655 fully paid and non-assessable common shares of Africa Oil.

BTG and ReorgCo will, subject to satisfaction or waiver of the conditions precedent in the Amalgamation Agreement, jointly complete and file an amalgamation application with the British Columbia Registrar of Companies and amalgamate and continue as Amalco.

At the Effective Time:

- the BTG shares held by BTG Oil & Gas shall be exchanged for 239,828,655 fully paid and non-assessable common shares of Africa Oil;
- each ReorgCo common share held by Africa Oil shall be exchanged for one (1) fully paid and non-assessable Amalco share;
- the capital of Amalco in relation to the Amalco shares shall be equal to the capital under the BCBCA of the ReorgCo common shares immediately prior to the Amalgamation;
- the capital of Africa Oil in relation to the common shares issued shall be equal to the capital under the BCBCA of the BTG shares immediately prior to the Amalgamation;
- BTG Oil & Gas shall cease to be the holder of the BTG shares and shall be deemed to be the registered holder of the common shares to which it is entitled under the Amalgamation Agreement, and shall surrender the share certificates representing such BTG shares to Africa Oil and, upon such surrender, and as soon as reasonably practical following the effective time, shall be entitled to receive share certificates representing the number of common shares to which BTG Oil & Gas is so entitled; and
- Africa Oil, as the registered holder of ReorgCo common shares shall be deemed to be the registered holder of Amalco shares to which it is entitled, calculated in accordance with the provisions of the Amalgamation Agreement, and may surrender the certificates representing such ReorgCo common shares to Amalco and, upon such surrender, and as soon as reasonably practical following the effective time, shall be entitled to receive a share certificate representing the number of Amalco shares to which it is entitled, calculated in accordance with the provisions of the Amalgamation Agreement.

The board of directors of the Company is responsible for the contents in this Prospectus. To the best of the board of directors' knowledge, the information contained in the Prospectus is in accordance with the facts and the Prospectus makes no omission likely to affect its import.

February 21, 2025
Africa Oil Corp.
The board of directors

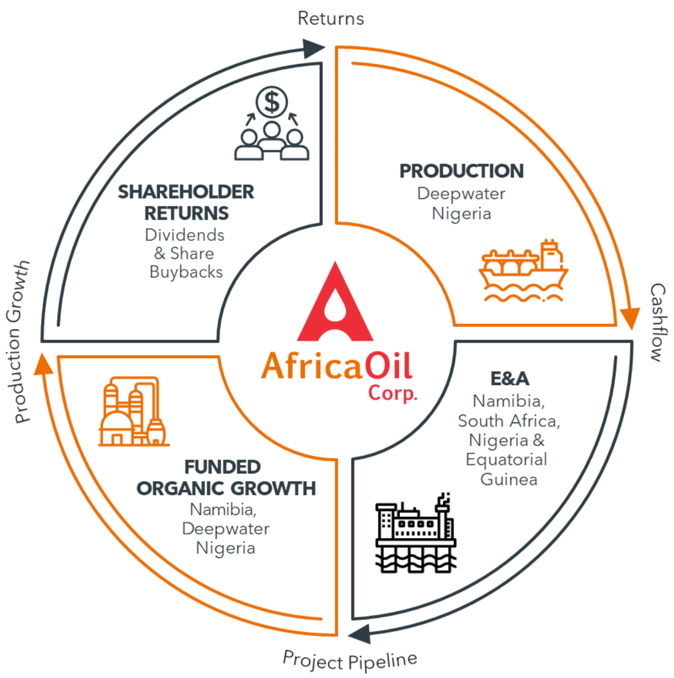
Business overview

GENERAL

Africa Oil is a Canadian oil and gas company with producing and development assets in deepwater Nigeria, a significant opportunity set in the Orange Basin and a development and exploration portfolio in west and southern Africa that includes an interest in the Venus light oil discovery, offshore Namibia. The Company holds its interests through direct ownership interests in concessions and through its shareholdings in investee companies including Prime, Africa Energy Corp. and Impact Oil and Gas Limited ("**Impact**").

The Company's long-range plan is to increase shareholder value through the acquisition, exploration, development and production associated with oil and gas assets. Through the Company's current 50 percent shareholding in Prime, the Company has exposure to some of the best producing assets offshore West Africa. The Company's near-term focus is on its Nigerian assets, the development and further exploration and appraisal (E&A) of its Namibian Orange Basin opportunity set, the progression of its exploration opportunities on Block 3B/4B offshore South Africa, and Blocks EG-18 and EG-31, offshore Equatorial Guinea. For more information on Africa Oil's vision and strategy, see "*–Africa Oil's vision and strategy*" below.

Africa Oil's business model is set forth in the following graph:



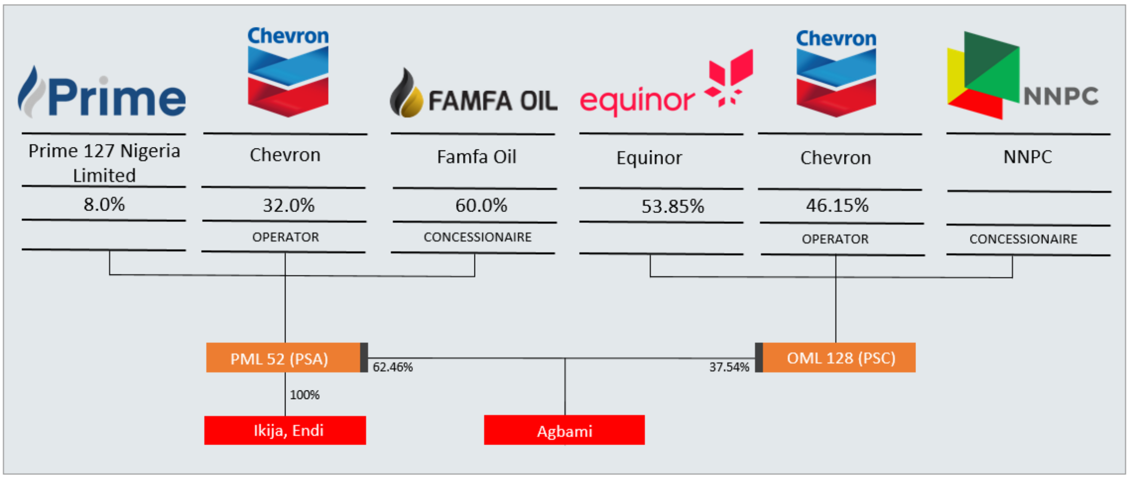
PRIME

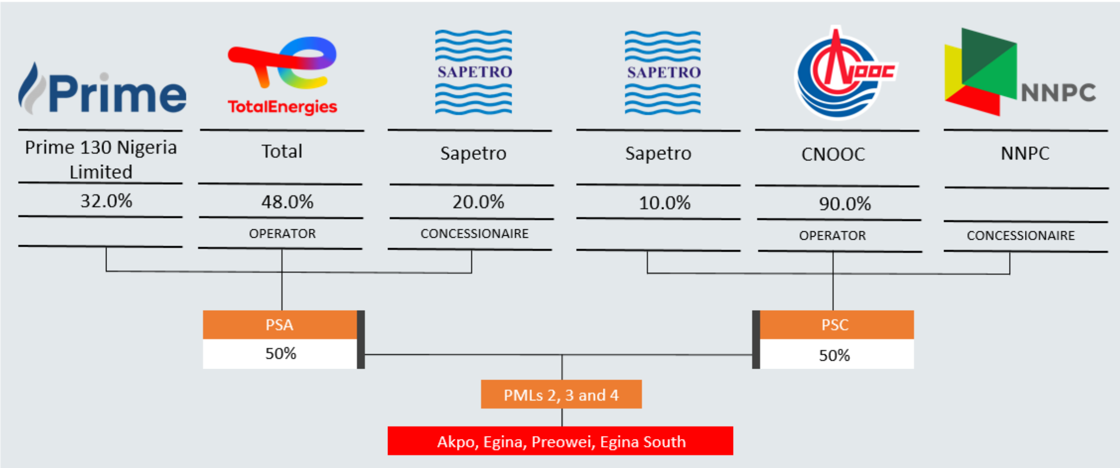
Prime is, as of the date of the Prospectus, a 50:50 joint venture company between Africa Oil and BTG with activity focused on exploration and production of oil and gas in Nigeria. Following completion of the Amalgamation, Africa Oil will hold 100 percent of the interest in Prime.

Through its shareholding in Prime, the Company has indirect interests in deepwater Nigeria production and development assets. The Prime assets include PML 52 (formerly known as OML 127), which contains the producing Agbami field, and an interest in PMLs 2 and 3 (formerly known as OML 130), which contain the producing Akpo and Egina fields. Field production is in the deepwater area of the Niger Delta, the fields are produced through a subsea infrastructure of wells, manifolds and flowlines connected to three purpose built FPSOs. Water injection is used in all fields to maintain reservoir pressure and improve reservoir recoveries, and dedicated water injection wells are positioned to support the producing wells. The produced oil is sold to an international market directly from the offshore field location. The associated gas produced from the Egina and Akpo fields is sent via pipeline to shore and indirectly sold into the Nigerian liquefied natural gas market. Gas from Agbami is currently reinjected into the reservoir to maintain reservoir pressure.

Nigeria production sharing agreements

Ownership structures for PML 52 and PMLs 2, 3 and 4 are summarized in the figures below.





The Agbami field straddles over PML 52 and OML 128. An Agbami unit agreement dated February 11, 2005 governs the rights and obligations of each block that constitutes the Agbami unit. The unit agreement makes provision for splitting of production from the unit between the two blocks in accordance with the agreed tract participation. The current PML 52 tract participation in the Agbami Unit, as at the date of this document, is 62.46 percent. However, through its ownership in Prime, Africa Oil has an interest in a tract participation redetermination process for the Agbami field. The final technical procedure to adjust the tract participation of the PML 52 and OML 128 leases in the Agbami field was completed in October 2015. The process of implementing the new tract participation by the parties is ongoing and is subject to government approval.

On June 25, 2021, Prime 127 Nigeria Limited ("**Prime 127**"), a subsidiary of Prime, signed a securitization agreement with two of the unit parties, Equinor Nigeria Energy Company Limited ("**Equinor**") and Star Deep Water Petroleum Limited (a Chevron group Nigerian entity) ("**Chevron**"), whereby Equinor agreed to pay a security deposit to the two other JV parties to secure future payments due under that securitization agreement, pending a comprehensive resolution being reached among all unit parties in respect of the tract participation in the Agbami field, by December 27, 2024. In accordance with the securitization agreement, on June 29, 2021, Prime 127 received from Equinor its portion of the security deposit in the form of a cash payment of MUSD 305.3. Prime 127 received an additional payment of MUSD 24.4 on January 31, 2025 pursuant to the securitization agreement. The Agbami unit parties will continue ongoing discussions to seek final resolution of the formal redetermination of the Agbami tract participation, however there is no certainty that such ongoing discussions will result in a final resolution.

Under the Prime sale and purchase agreement completed by the Company on January 14, 2020, a deferred payment of MUSD 118.0, subject to adjustment, may be due to the seller contingent upon the timing and final PML 52 tract participation in the Agbami field. The signing of the securitization agreement by Prime does not constitute a redetermination of the tract participation, therefore does not trigger the payment of a contingent consideration under the sale and purchase agreement but, at the Company's discretion, could trigger discussions with the seller. The outcome of this process is uncertain. In 2021, the Company recorded MUSD 32.0 as contingent consideration as the best estimate of the most likely outcome and increased this to MUSD 37.8 in the year ended December 31, 2023, and to MUSD 39.1 in the nine months ended September 30, 2024, increasing the Company's investment in Prime.

Under the Amended and Restated Joint Sale Agreement ("**Amended JSA**") between (among others) BTG and Petrobras International Braspetro B.V. ("**Petrobras**") dated October 31, 2018, Petrobras could potentially claim that, given the additional payment has been received under the securitization agreement, this triggers a payment obligation of MUSD 54.6, exclusive of interest, capital taxes and certain deductions, contingent upon various criteria with the outcome of this potential claim uncertain. Management considers the likelihood of any interest being payable to be unlikely.

A deed of indemnity has been entered into between ReorgCo and BTG Oil & Gas pursuant to which BTG Oil & Gas will indemnify ReorgCo for costs suffered or incurred in relation to the potential payment obligation under the Amended JSA by BTG above MUSD 33.0 post completion of the Amalgamation. The deed of indemnity is backed by a MUSD 22.0 letter of credit granted in favour of ReorgCo. The letter of credit will remain in place for an initial period of two years. If a claim is not resolved in two years or is made after the two year period then BTG Oil & Gas has undertaken to extend or reinstate the letter of credit.

In February 2023, Prime signed a conversion contract for early conversion of the OML127 license and subsequently completed conversion to the PIA terms on OML127.

OML 130 was renewed on May 28, 2023 extending the term of this concession by 20 years to May 24, 2043 in accordance with the provisions of Nigeria's Petroleum Act and resulting in the award of three new petroleum mining leases and one petroleum prospecting license. These cover some of the areas previously covered by OML 130, with some of the areas also relinquished. These are PML 2 (Akpo field), PML 3 (Egina), PML 4 (Preowei) and PPL 261 (South Egina). PMLs 2, 3 and 4 and PPL 261 operate under the terms of the new Petroleum Industry Act as from June 1, 2023.

In February 2023, OML 127 was voluntarily converted under the new Petroleum Industry Act from March 1, 2023, which resulted in the new designation of PML 52 for the license area that contains part of the Agbami oil field. PML 52 was renewed on October 29, 2024 extending the term of this concession by 20 years to November 24, 2044.

Details of Prime's reserves and contingent resources as of December 31, 2023 are included in the Reserves & Contingent Resources Audit of OML 127, PML 2, PML 3, PML 4 & PPL 261, offshore Nigeria as of Year End 2023, and details of Prime's prospective resources are included in the Prospective Resources Audit OML 127, PML 2, PML 3, PML 4 & PPL 261 offshore Nigeria as of 1 January 2024, both of which are incorporated by reference to this Prospectus as set out in "*Documents incorporated by reference*".

OTHER ASSETS

Block 3B/4B South Africa

In July 2019, the Company through its wholly owned subsidiary, Africa Oil SA Corp., entered into a definitive farmout agreement with Azinam Limited to acquire a 20 percent participating interest and operatorship in the Exploration Right for Block 3B/4B, offshore South Africa. The farmout was fully completed in February 2020 with Africa Oil SA Corp. becoming the operator of the block.

An application to extend the Block 3B/4B license and to move into the first extension period of two years was approved on October 27, 2022. The work commitments during the initial period consisted of regional subsurface evaluation and mapping, petrophysical analysis of nearby wells, basin modelling, prospect maturation and prospect ranking, leading to recommendations on future investments.

Historical 2D & 3D data was reprocessed by the JV parties and a prospective resource report was prepared as of March 2, 2023. The report is incorporated by reference to this Prospectus as set out in "*Documents incorporated by reference*". The technical work program associated with the initial period of the license has been completed by the Company.

On July 11, 2023, the Company announced that it had entered into an agreement to increase its operated working interest in Block 3B/4B by 6.25 percent to 26.25 percent. The Company signed an agreement with Azinam Limited, a wholly owned subsidiary of Eco, to acquire the 6.25 percent interest for a total cash consideration of MUSD 10.5. The first tranche of MUSD 2.5 was paid during the three months period ended September 30, 2023. Completion occurred on January 19, 2024, increasing the Company's operated working interest to 26.25 percent and triggering payment by the Company of the second tranche of consideration for the transfer in an amount of MUSD 2.5. The third tranche of MUSD 4.0 was paid to Eco (Atlantic) Oil & Gas Ltd. ("**Eco**") on the completion of the farm-down deal to TotalEnergies EP South Africa B.V. ("**TotalEnergies**") and QatarEnergy International E&P LLC ("**QatarEnergy**") on August 28, 2024 described below. A final tranche of MUSD 1.5 will be payable upon spudding of the first exploration well on the block.

On March 5, 2024 the Company entered into a farm-down agreement with TotalEnergies and QatarEnergy which completed on August 28, 2024. The Company retained a direct 17.0 percent non-operated interest in the block and operatorship was transferred to TotalEnergies. Under the terms of the agreement, the Company will receive, subject to achieving certain milestones defined in the farm-down agreement, staged payments for a total cash amount of MUSD 10.0, of which MUSD 3.3 was received at completion with the remaining balance to be received in two successive payments conditional upon achieving key operational and regulatory milestones. In addition, the Company also benefits from a full carry of its 17.0 percent retained share of all JV costs, up to a cap, that is repayable to TotalEnergies and QatarEnergy from production, and which is expected to be adequate to fund the Company's share of drilling for up to two wells on the license.

On July 26, 2024, the Company signed an agreement with Eco to acquire an additional 1.0 percent interest in Block 3B/4B from Azinam Limited, in exchange for all common shares and warrants over common shares held by the Company in Eco. On the completion of this transaction, which was announced on January 13, 2025, the Company's interest in Block 3B/4B increased by 1.0 percent to 18.0 percent and the Company ceased to be a shareholder in Eco. Africa Oil will benefit from the carry agreed between Eco, TotalEnergies and QatarEnergy for this incremental interest to be transferred from Eco to the Company.

Environmental Authorization for exploration activities (drilling of up to five exploration wells) was granted by the Department of Mineral Resources and Energy for the Republic of South Africa on September 16, 2024. The legislative notification and appeals process is in progress with the relevant regulatory agencies.

Following completion of the farm-down agreement on August 28, 2024, operatorship was transitioned from the Company to TotalEnergies. On October 24, 2024, TotalEnergies, in its capacity as operator of Block 3B/4B, lodged an application with PASA for the second renewal of the exploration right on behalf of the JV parties.

Blocks EG-18 and EG-31 Republic of Equatorial Guinea

In February 2023 the Company, through its wholly owned subsidiaries Africa Oil Alpha B.V and Africa Oil Beta B.V., entered into two new production sharing contracts for offshore Blocks EG-18 and EG-31 in the Republic of Equatorial Guinea. The Company holds an 80 percent operated interest in each Block with the balance held by GEPetrol, the national oil company of Equatorial Guinea. GEPetrol has the option of acquiring an additional 15 percent participating interest in each Block within 90 days of the approval of a field development plan on any potential discovery. GEPetrol is carried during the exploration phase. Both Blocks have an initial 4 year term, divided into two, 2-year sub periods, each period with an optional 1 year extension. In December 2024, the Company was granted the 1 year extension to the first exploration sub period of both Blocks. They are both covered by 3D seismic data and the total minimum work commitment for both Blocks in the initial exploration sub period is a combined total of MUSD 7.0, with no drilling commitments.

In Block EG-31 the work commitments include purchasing 2D and 3D seismic data, reprocessing selected 3D seismic data, evaluated AVO response, preparing an inventory of and ranking exploration prospects, and providing recommendations for potential future drilling. From the existing data, the Company has already identified several potential gas-prone prospects in shallow water depths of less than 80 meters and close to existing infrastructure, including the offshore Alba gas field and the onshore Punta Europa Liquefied Natural Gas Terminal. On December 23, 2024, the Company received approval of the first amendment to the EG-31 production sharing contract to expand the block boundary to include the full extent of the two main prospects on the block.

In Block EG-18 the work commitments include purchasing 2D and 3D seismic data, reprocessing of selected 3D seismic data, conducting subsurface evaluation, AVO modelling, preparing estimates of prospective resource volumes and providing recommendations for potential future drilling. From the existing data set the Company has already identified three potentially large and highly prospective basin floor fan prospects of Cretaceous age that are similar to those within the Company’s exploration portfolio in Namibia and South Africa and will continue to work these prospects as part of the initial exploration phase.

The Company’s objective remains to farm-down part of Blocks EG-18 and EG-31.

As of September 30, 2024, all financial commitments have been met for both Blocks EG-18 and EG-31, one technical commitment remains which is to provide drilling recommendations on both blocks. In early December 2024, a 1 year optional extension to the first exploration period was granted on both blocks, extending the first exploration period until February 28, 2026.

Blocks 10BB, 13T and 10BA Kenya

On May 23, 2023, the Company submitted withdrawal notices to its JV parties on Blocks 10BB, 13T and 10BA, to unconditionally and irrevocably withdraw from the entirety of the joint operating agreements (“**JOA**”) and PSCs for these Concessions. Following this decision, the Company has written off the value of the carrying amount of the Company's intangible exploration assets in Kenya. The Company concurrently submitted notices to the Ministry of Energy and Petroleum requesting the government's consent to transfer all of its rights and future obligations under the PSCs to its remaining joint venture party. Government consent remained outstanding as at January 31, 2025. In accordance with the JOAs and PSCs, the Company retains economic participation for activities prior to June 30, 2023, which might result in additional costs for the Company. The Company continues to monitor the claim made against the operator by local communities in relation to past operations which may relate to the period prior to June 30, 2023. No provision has been recognized for this as at September 30, 2024.

Equity Interest in Impact

Impact is a private UK oil and gas exploration company with assets located offshore Namibia and South Africa. On October 6, 2023, the Company subscribed for 16,524,058 shares in Impact for MUSD 13.0 and following the transaction the Company held 31.1 percent of the enlarged share capital in Impact. On August 19, 2024, the Company announced the closing of an offer to purchase 25,652,039 shares from 42 accepting minority shareholders, increasing the Company's shareholding in Impact to approximately 32.4 percent. On August 27, 2024, the Company signed a call and put option agreement with three shareholders in Impact to purchase an additional 80,160,198 shares in Impact ("**Option Agreement**"). The Option Agreement completed on November 19, 2024, increasing the Company's shareholding in Impact to approximately 39.5 percent.

On February 24, 2022, Impact announced that the Venus-1X exploration well in Block 2913B, offshore Namibia, had discovered hydrocarbons. Three subsequent wells, Venus-1A, Venus-2A and Mangetti-1X have been drilled on the block. The Mangetti-1X well discovered hydrocarbons in the Mangetti fan and confirmed the presence of hydrocarbons in the Venus fan, 35km to the north of the discovery well, Venus-1X. The operator is currently evaluating the results and conducting technical studies to define the Venus development concept.

A new 3D seismic campaign on the southern and northern parts of Block 2913B was completed in H1 2024 to identify additional exploration drilling targets and will cover leads identified on existing 2D seismic, and to support the appraisal of the Mangetti fan. It is anticipated that exploration drilling on the southern part of the block will be undertaken during 2025.

The Company announced a strategic farm-down agreement between its investee company, Impact, and TotalEnergies on January 10, 2024. The transaction closed on November 1, 2024 resulting in Impact owning a 9.5 percent interest in Blocks 2912 and 2913B that is fully carried for all joint venture costs, with no cap, through to first commercial production. Impact was also cash reimbursed for its share of the past costs incurred on the blocks net to the farmout interests, approximately MUSD 99.0. The farm-down provides Impact with a full carry loan over all of Impact's remaining development, appraisal and exploration costs on the blocks from January 1st, 2024 until the date on which Impact receives the first sales proceeds from oil production on the blocks ("**First Oil Date**"). The carry is repayable to TotalEnergies in kind from a share of Impact's after tax cash flow and net of all joint venture costs, including capital expenditures, from production on the blocks post the First Oil Date. During the repayment of the carry, Impact will pool its entitlement barrels with those of TotalEnergies for more regular offtakes and a more stable cash flow profile and will also benefit from TotalEnergies' marketing and sales capabilities. The Company has an indirect effective interest of approximately 3.7 percent in PEL 56 and in PEL91 through its shareholding in Impact.

Equity Interest in Africa Energy Corp.

Africa Energy Corp. is a TSX-Venture (Toronto) and Nasdaq First North Growth Market (Stockholm) listed international oil and gas exploration company with an interest in Block 11B/12B offshore South Africa. There are two gas condensate discoveries (Brulpada and Luiperd) on this block in proximity to offshore gas infrastructure and onshore gas market in Mossel Bay, South Africa.

On July 1, 2024, Africa Energy Corp. announced that CNR International (South Africa) Limited, a partner in Block 11B/12B, has provided notice to the joint venture partners that it will withdraw from its 20 percent interest in the Block. On July 29, 2024, TotalEnergies, the operating partner on the Block, and QatarEnergy announced that they will withdraw from their 45 percent and 25 percent operated interests in the Block, respectively. Under the joint operating agreement, the withdrawing parties will assign their interest free of charge to Main Street 1549 Proprietary Ltd. ("**Main Street**"), the non-withdrawing partner, which currently has a direct 10 percent participating interest in Block 11B/12B.

On December 20, 2024, Africa Energy Corp. announced that it has entered into a non-binding agreement with Arostyle Investments (RF) Proprietary Ltd. ("**Arostyle**"), to restructure their joint investment in Main Street. The Company owns 49 percent of the common shares and 100 percent of the Class B shares of Main Street. The remaining 51 percent of the common shares of Main Street are held by Arostyle. In light of the withdrawal of the joint venture partners in Block 11B/12B, and subject to all relevant regulatory approvals, Main Street expects to hold a 100 percent participating interest in Block 11B/12B.

Under their agreement, Africa Energy and Arostyle agreed that subject to all relevant regulatory approvals, the parties will restructure Main Street resulting in the Company holding a direct 75 percent participating interest and Arostyle holding a direct 25 percent participating interest in Block 11B/12B, with the relationship between the parties being governed by the existing Joint Operating Agreement in respect to Block 11B/12B.

Africa Energy and Arostyle believe that natural gas will play a critical role in South Africa's energy transition, and the use of indigenous gas from Block 11B/12B discoveries are currently the most material domestic supply option in South Africa.

OVERVIEW OF RESERVES

The Reserves Committee of the board of directors of the Company reviewed the oil and gas activities of the Company and determined that the Company had the reserves volumes as stated in the table below as of December 31, 2023.

Reserve Category	Light and Medium Oil		Natural Gas		Total Hydrocarbons	
	Gross (MMstb)	Ent. (MMstb)	Gross (Bscf)	Ent. (Bscf)	Gross (MMstb)	Ent. (MMstb)
Total Proved	25.7	31.4	24.9	24.9	29.9	35.6
Total Proved plus Probable	43.6	51.0	51.3	51.3	52.2	59.6
Total Proved plus Probable plus Possible	59.6	67.2	83.6	83.6	73.5	81.1

1. Figures in table may not add precisely due to rounding.
2. Units are MMstb (million stock tank barrels) and Bscf (billion standard cubic feet).
3. Gross Company reserves are the total project sales volumes multiplied by Company's working interest.
4. Net oil reserves are Company's net entitlement calculated using economic limit testing.
5. Gross and net reserves for sales gas are equal as the gas terms are set out in the Gas Sales and Purchase Agreement rather than the Production Sharing Agreement ("PSA"), and the net reserves are based on Company's working interest. Based on Brent oil price forecast of ($/bbl): 2024 - $82.0; 2025 - $78.0; 2026 - $78.8; 2027 - $80.8; 2028 - 82.8; 2029 and beyond escalation rate of 2.5%.
6. Net entitlement reserves (Ent.) are calculated using the economic interest methodology and include cost recovery oil, tax oil and profit oil and are different from working interest reserves that are calculated based on project volumes multiplied by Prime's effective working interest.
7. Year-end 2023 reserves estimates are based on a conversion ratio of six thousand cubic feet per barrel of oil equivalent (6 Mcf: 1 boe), which is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. Given that the value ratio based on the current price of crude oil as compared to natural gas is significantly different from the energy equivalency of 6:1, utilizing a conversion on a 6:1 basis may be misleading as an indication of value.

Africa Oil appointed RISC (UK) Limited ("**RISC**") to report on the interests the Company holds in the Reserves and Contingent Resources of Prime. The Reserves Committee has determined that the Company had no reserves or resources within the properties that the Company held in regions other than those in RISC's report on Prime Reserves and Contingent Resources and the RISC Prospective Resources report for Block 3B/4B, South Africa.

Further details about Africa Oil's reserves as of December 31, 2023 are included in Africa Oil's Statement of Reserves Data and Other Oil and Gas Information for fiscal year ended December 31, 2023 (Form NI 51-101F1) and the Report of Management and Directors on Oil and Gas Disclosure (Form NI 51- 101F3), which are incorporated by reference to this Prospectus as set out in "*Documents incorporated by reference*".

AFRICA OIL'S VISION AND STRATEGY

Africa Oil's long-term plan is to implement a steady and predictable total shareholder returns model underpinned by an enhanced base dividend policy, whilst delivering organic growth from its core assets and pursuing disciplined inorganic growth opportunities focused on producing assets. This plan is supported by the Company's high netback production assets in Nigeria that are included in its interests in PMLs 2, 3, 4 (previously part of OML 130) and PML 52 (previously part of OML 127). These PMLs provide the Company with a long-life cash flowing asset base, to support its business objectives over the long term, and also present development opportunities for supporting future production.

Africa Oil, through a number of strategic transactions announced during 2024, has secured its portfolio of funded organic growth opportunities. These include development and exploration assets in the Orange Basin, offshore Namibia and South Africa. It is also expected that the Company's growth opportunities in deepwater Nigeria, such as infill drilling on its producing fields and the development of the Preowei oil discovery will be funded from operating cash flow without any need for equity injection.

The Company is in a strong and competitive position to deliver on its shareholder capital returns plans and to pursue inorganic growth opportunities focused on production assets.

The consolidation of all of the Prime shareholding in Africa Oil, as well as doubling the Company's reserves and production, will also secure the Company a new strategic investor with substantial financial resources and extensive network of relationships. The Company's management believe that BTG, considering its strategic alignment for future investment in upstream oil and gas sector, will present the Company with strong competitive advantage to pursue accretive business development opportunities in Africa and select other jurisdictions internationally.

SUSTAINABILITY

Africa Oil's vision is to be full cycle oil exploration and production growth vehicle that integrates sustainability considerations throughout decision-making and operational management. Africa Oil works with its partners to support the transition to a less carbon-intensive business.

As a non-operating investor in exploration and production assets, Africa Oil is focused on the effective identification and management of risk. Africa Oil's operating partners are selected in part on their ability and commitment to manage ESG risks effectively. Africa Oil monitors operator performance and work with operators where possible and necessary to improve performance. Africa Oil's role as the custodians of its shareholders' capital is to ensure robust governance systems are in place to deliver Africa Oil's sustainability goals.

Environmental and social policies

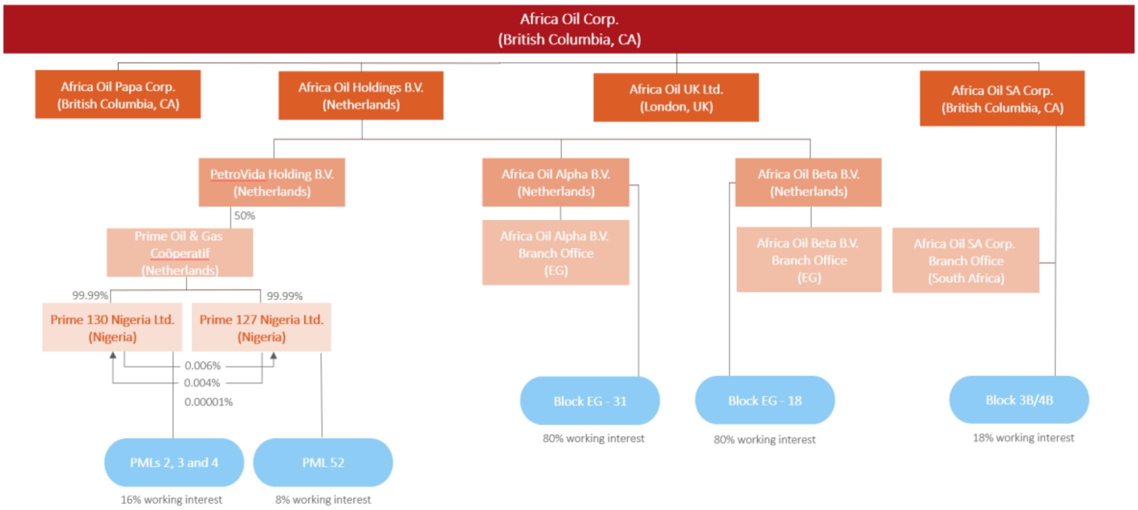
Africa Oil's ESG approach aims to deliver value to its shareholders, while providing sustainable economic and social benefits to host communities and governments and minimizing its impact on the environment. Africa Oil is committed to conducting its business responsibly, which it views as integral to its license to operate, enabling the Company to access and effectively manage existing and new business opportunities.

Africa Oil seeks to maintain its license to operate via regular engagement with key stakeholders. Where Africa Oil operates, it interacts directly with government and community stakeholders in a spirit of transparency and good faith at all stages of Company activities. For non-operated assets, Africa Oil engages with JV parties and its equity shareholdings via operating and technical committee meetings and board meetings to guide activities and monitor adherence to corporate policies and good international practice.

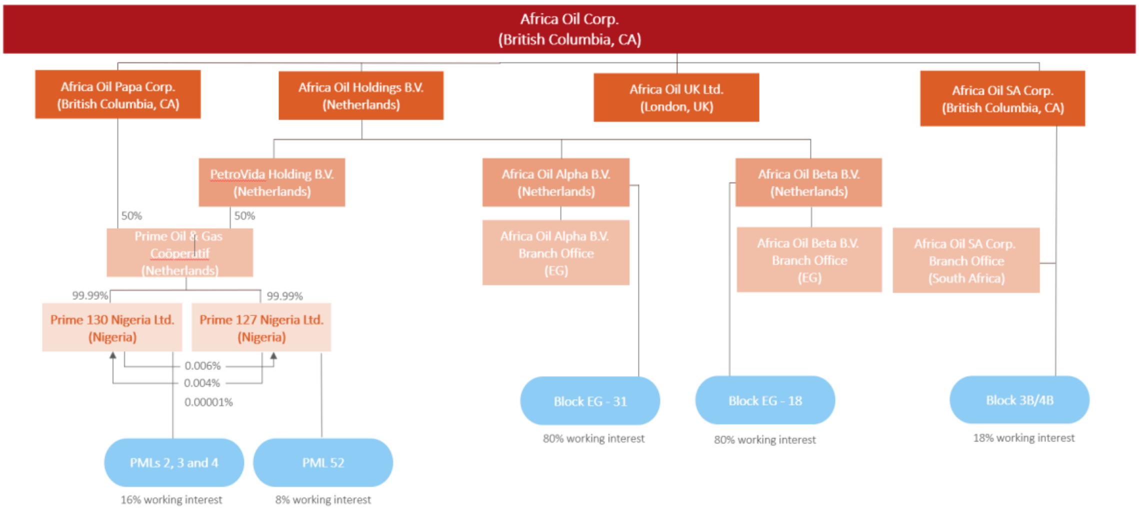
The Company has contractual obligations to support community development initiatives under its licenses in Nigeria, South Africa and Equatorial Guinea. Through ongoing stakeholder engagement, it is the operators' responsibility to identify initiatives reflecting local priorities. In Nigeria, Africa Oil's partners provide support across three key areas: community infrastructure, sustainable livelihoods, and economic development. In South Africa and Equatorial Guinea, where the Company is the operator, the Company has elected to focus on Education, Community Health and Access to Clean Energy.

LEGAL STRUCTURE

The following graph sets forth the Group's active wholly-owned subsidiaries as of the date of this Prospectus (not including dormant subsidiaries):



The following graph sets forth the Group's active wholly-owned subsidiaries following completion of the Amalgamation (not including dormant subsidiaries):



TRENDS

During 2024, Bloomberg Dated Brent achieved a price band of USD 22.6/bbl between a year-high of USD 93.3/bbl and a year-low of USD 70.7/bbl. This compares with a price band of USD 26.3 in 2023. The volatility trend experienced in the second half of 2023, with prices rising from around USD 73/bbl in late June to a year-high of USD 97.8/bbl before dropping back to around USD 74/bbl in December 2023, continued into 2024.

The themes underlying the 2024 price swings remained mostly the same as for 2023, with mixed global economic outlook countered by rising geopolitical tension in the Middle East and production quota decision making by the OPEC+ group of oil exporting nations. However, rolling daily averages (50D and 100D) exhibited a downward trend in the second half of 2024 with a less supportive supply-demand balance outlook. Increasing production in non-OPEC+ countries and a less constructive economic outlook in China, arguably the most important oil importing nation, contributed lower prices during the second half of 2024 particularly for the period between September and December. In this period Dated Brent averaged around USD 75/bbl, compared to a 2023 average of c. USD 83/bbl and H1 2024 average of c. USD 84/bbl.

Price development outlook for 2025 and beyond can be impacted by various factors including geopolitical drivers as well as global economic parameters. The economic and trade decisions by the new U.S. administration is likely to have a material impact on the near-term oil prices.

Nigeria's year-on-year headline inflation rate reached a new record of 34.8 percent in December 2024 driven by higher transport costs and consumer spending during the holiday season. This followed an upward trend in inflationary pressure from August 2024, after a brief reversal with inflation falling from 34.2 percent in June to 32.2 percent in August. Inflationary pressures, exacerbated by the devaluation of the country's currency, Naira, have resulted in significant economic hardship leading to social unrest in the country. The Central Bank of Nigeria raised interest rates six times last year in an attempt to control inflation, and the government of Nigeria expects headline inflation to drop to 15 percent during 2025, in part helped by lower imports of petroleum products. However, the outlook for Nigerian economic activity, productivity gains and in turn inflationary direction remains highly uncertain.

Prime's business in Nigeria has very limited exposure to these local economic developments with its revenues denominated in USD. Also, considering the location of the producing assets in deepwater, offshore Nigeria, Prime's operations are shielded from the security challenges faced onshore Nigeria.

The total gross field production from Agbami, Akpo and Egina in 2024 was lower than 2023, primarily due to the expected natural reservoir decline across all assets. Infill drilling programs, currently underway or planned, are aimed at countering decline rates on these fields. Also, there is scope to add incremental production from the development of the Preowei oil field, a subsea satellite tieback to the Egina FPSO.

Except as described above, to the best of the Company's knowledge and as of the date of this Prospectus, there are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material impact on the Company's prospects for the current financial year.

Unaudited pro forma condensed consolidated financial information

On June 23, 2024, Africa Oil and BTG Oil & Gas entered into an Amalgamation Agreement to reorganize the shareholding structure of Prime whereby BTG Oil & Gas will exchange its 50 percent interest in Prime, held through its subsidiary BTG, for newly issued common shares in the Company. Under the Amalgamation Agreement, Africa Oil will acquire 100 percent of the outstanding shares of BTG in exchange for 239,828,655 newly issued common shares in the Company. On completion of the Amalgamation, it is expected that BTG Oil & Gas will hold common shares representing approximately 35.5 percent of the pro forma outstanding share capital of Africa Oil as of the date of the Amalgamation Agreement and Africa Oil will indirectly own 100 percent of Prime.

Since the Amalgamation is deemed to constitute a significant gross change, unaudited pro forma condensed consolidated financial information has been prepared. The unaudited pro forma condensed consolidated financial information describes a hypothetical situation and has been prepared for illustrative purposes only. The unaudited pro forma condensed consolidated statement of financial position gives effect to the Amalgamation as if such had closed on September 30, 2024. The unaudited pro forma condensed consolidated statement of net income for the nine months ended September 30, 2024, give effect to the Amalgamation as if such had closed on January 1, 2024. An investor should be aware that the information and the hypothetical result for the nine months period ended September 30, 2024, as well as the hypothetical financial position as at September 30, 2024, presented in the unaudited pro forma condensed consolidated financial information may differ from what the corresponding information and profit for the nine months period ended September 30, 2024, as well as the financial position as at September 30, 2024, would have been if the Amalgamation would have closed on January 1, 2024, and as at September 30, 2024, respectively.

The unaudited pro forma condensed consolidated financial information has been derived from, and should be read in conjunction with; (i) the unaudited condensed consolidated interim financial statements of Africa Oil as at and for the three and nine month periods ended September 30, 2024, (ii) the audited consolidated financial statements of Africa Oil as at and for the year ended December 31, 2023, (iii) the unaudited condensed interim financial statements of BTG as at and for the three and nine months ended September 30, 2024, (iv) the audited financial statements of BTG as at and for the year ended December 31, 2023, (v) the unaudited interim condensed consolidated financial statements of Prime as at and for the three and nine month periods ended September 30, 2024, and (vi) the audited special purpose consolidated financial statements of Prime as at and for the year ended December 31, 2023.

The unaudited pro forma condensed consolidated financial information includes pro forma adjustments for which there are firm commitments whereby the complete financial effects are objectively determinable, as well as adjustments to conform BTG's and Prime's financial information to Africa Oil's accounting policies. The pro forma adjustments are based on available information and certain assumptions that the Company believes are reasonable in the circumstances, as described in the notes to the unaudited pro forma condensed consolidated financial information. The unaudited pro forma condensed consolidated statement of net income includes adjustments that are expected to have a continuing impact on the condensed consolidated results but excludes adjustments arising from non-recurring events of the Amalgamation, that are not expected to continue in future periods. The unaudited pro forma condensed consolidated statement of financial position includes adjustments that are directly attributable to the Amalgamation and factually supportable, regardless of whether they have a continuing effect or are non-recurring. The unaudited pro forma condensed consolidated financial information does not give effect to potential cost savings and operational synergies, if any, that may result from the Amalgamation or the costs to achieve these costs savings and operating synergies. The unaudited pro forma condensed consolidated financial information does not show the results or financial position at a future date. Investors should exercise caution in placing too much emphasis on the unaudited pro forma condensed consolidated financial information. The unaudited pro forma condensed consolidated financial information is only intended to be used for the purpose set out above.

The unaudited pro forma information presented, including allocation of purchase price, is based on preliminary estimates of fair values of assets acquired and liabilities assumed, available information and assumptions that management of Africa Oil believes are reasonable under the circumstances and may be revised as additional information becomes available. The actual adjustments to the consolidated financial statements of the Company upon the closing of the Amalgamation will depend on a number of factors, including additional information available, the net assets of BTG and Prime on the closing date of the Amalgamation and the Africa Oil share price on the closing of the Amalgamation. Therefore, the actual adjustments will differ from the pro forma adjustments and the differences may be material. For example, the final purchase price is dependent on the Africa Oil share price on the closing of the Amalgamation and the final purchase price allocation is dependent on, among other things, the finalization of asset and liability valuations. Any adjustment may change the allocation of the purchase price, which could affect the fair value assigned to the assets and liabilities and could result in a change to the unaudited pro forma condensed consolidated financial information.

The unaudited pro forma condensed consolidated financial information has been reviewed by the independent auditor Öhrlings PricewaterhouseCoopers AB, Sweden ("**ÖPwC**"), see further "*Independent Auditor's Assurance Report on the Compilation of Pro Forma Financial Information included in a Prospectus*".

Africa Oil Corp.
Unaudited Pro Forma Condensed Consolidated Statement of Financial Position
As at September 30, 2024
(Expressed in millions of United States dollars)

	Historical				
	AOC	**BTG**	**Pro forma Adjustments**	**Notes**	**Pro forma Consolidated**
Assets					
Current assets					
Cash and cash equivalent	136.1	0.3	402.5	3(a)	538.9
Derivative instruments	-	-	13.0	3(c)	13.0
Loan to associated company	3.9	-			3.9
Accounts receivable and prepaid expenses	3.1	0.2	233.4	3(a)	236.7
Inventories	-	-	93.1	3(c)	93.1
Investment held for sale	7.0	-			7.0
Total current assets	**150.1**	**0.5**	**742.0**		**892.6**
Non-current assets					
Equity investment in joint venture	310.5	310.7	(621.2)	3(a)	-
Equity investments in associates	123.7	-			123.7
Oil and gas properties	-	-	1,662.4	3(a)	1,662.4
Intangible exploration assets	28.4	-			28.4
Other tangible fixed assets	3.4	-			3.4
Other receivables	-	-	0.1	3(c)	0.1
Total non-current assets	**466.0**	**310.7**	**1,041.3**		**1,818.0**
Total assets	**616.1**	**311.2**	**1,783.3**		**2,710.6**
Liabilities and equity attributable to shareholders					
Current liabilities					
Financial liabilities	0.6	-	230.7	3(c)	231.3
Accounts payable and liabilities	12.0	-	177.2	3(c)	189.2
Current tax liabilities	-	-	93.0	3(a)	93.0
Share-based compensation liability	4.1	-			4.1
Provision for contingent consideration	-	54.6			54.6
Total current liabilities	**16.7**	**54.6**	**500.9**		**572.2**
Non-current liabilities					
Financial liabilities	2.9	-	511.3	3(c)	514.2
Share-based compensation liability	3.0	-			3.0
Provision for contingent consideration	39.1	-			39.1
Provision for site restoration	5.7	-	327.6	3(c)	333.3
Other provisions	-	-	2.5	3(a)	2.5
Deferred tax liabilities	-	-	356.4	3(a)	356.4

Total non-current liabilities	**50.7**	**-**	**1,197.8**		**1,248.5**
Total liabilities	**67.4**	**54.6**	**1,698.7**		**1,820.7**
Equity attributable to shareholders					
Share capital	1,207.3	-	318.7	3(a)	1,526.0
Contributed surplus	81.6	615.1	(615.1)	3(h)	81.6
Deficit	(740.2)	(358.5)	381.0	3(a)	(717.7)
Total equity attributable to shareholders	**548.7**	**256.6**	**84.6**		**889.9**
Total liabilities and equity attributable to shareholders	**616.1**	**311.2**	**1,783.3**		**2,710.6**

See accompanying notes to the unaudited pro forma condensed consolidated financial information

Africa Oil Corp.

Unaudited Pro Forma Condensed Consolidated Statement of Net Income

For the nine months period ended September 30, 2024

(Expressed in millions of United States dollars)

	Historical				
	AOC	BTG	Pro forma Adjustments	Notes	Pro forma Consolidated
Revenue					
Revenue	-	-	**778.3**	3(c)	**778.3**
Other income					
Share of profit from investment in joint venture	66.7	(242.1)	175.4	3(f)	-
Share of loss from investments in associates	(31.5)	-	31.5	3(m)	-
Total other income / (loss)	**35.2**	**(242.1)**	**206.9**		**-**
Total revenue and other income / (loss)	**35.2**	**(242.1)**	**985.2**		**778.3**
Cost of Sales					
Production costs	-	-	(211.4)	3(c)	(211.4)
Depletion and decommissioning costs	-	-	(261.3)	3(b)	(261.3)
Exploration costs	-	-	-	3(b)	-
Total cost of sales	**-**	**-**	**(472.7)**		**(472.7)**
Gross profit / (loss)	**35.2**	**(242.1)**	**512.5**		**305.6**
General and administrative expenses	(19.1)	(1.2)	(12.5)	3(c)	(32.8)
Other income and expenses	-	(54.6)	54.6	3(l)	-
Impairment of investment in joint venture	(305.0)	-	305.0	3(f)	-
Operating profit / (loss)	**(288.9)**	**(297.9)**	**859.6**		**272.8**
Finance income	7.5	-	14.5	3(c)	22.0
Finance expense	(3.9)	-	(75.1)	3(c)	(79.0)
Net financial items	**3.6**	**-**	**(60.6)**		**(57.0)**
Share of loss from investments in associates	-	-	(31.5)	3(m)	(31.5)
Profit / (loss) before tax	**(285.3)**	**(297.9)**	**767.5**		**184.3**
Income tax	-	-	(81.4)	3(b)	(81.4)
Net income / (loss) attributable to shareholders	**(285.3)**	**(297.9)**	**686.1**		**102.9**

See accompanying notes to the unaudited pro forma condensed consolidated financial information

1. Basis of Presentation

The historical unaudited condensed consolidated statement of financial position of the Company as at September 30, 2024 and the historical unaudited condensed consolidated statement of net income and comprehensive income for the nine month period ended September 30, 2024, were derived from the unaudited condensed consolidated interim financial statements of Africa Oil as at and for the three and nine month periods ended September 30, 2024, and were prepared using accounting policies consistent with IFRS Accounting Standards. The unaudited pro forma condensed consolidated financial information in this Prospectus has been prepared in accordance with the applicable requirements set out in Commission Delegated Regulation (EU) 2019/980 supplementing the Prospectus Regulation.

The historical unaudited condensed interim statement of financial position of BTG as at September 30, 2024, and the historical unaudited condensed interim statement of profit or loss and other comprehensive income for the nine months ended September 30, 2024, were derived from the unaudited condensed interim financial statements of BTG as at and for the three and nine months ended September 30, 2024, and were prepared using accounting policies consistent with IFRS Accounting Standards.

The historical unaudited interim condensed consolidated statement of financial position of Prime as at September 30, 2024, and the historical unaudited interim condensed consolidated statement of profit or loss and other comprehensive income for the nine month period ended September 30, 2024, were derived from the unaudited interim condensed consolidated financial statements of Prime as at and for the three and nine month periods ended September 30, 2024 and were prepared using accounting policies consistent with IFRS Accounting Standards.

The accompanying unaudited pro forma condensed consolidated financial information is based on accounting policies that are consistent with those disclosed in Africa Oil's audited consolidated financial statements for the year ended December 31, 2023, and were prepared in accordance with recognition and measurement principles of IFRS Accounting Standards. For purposes of preparing the unaudited pro forma condensed consolidated financial information, the Company has made certain reclassifications to the unaudited interim condensed consolidated statement of financial position and the unaudited interim condensed consolidated statement of profit or loss and other comprehensive income of Prime to conform to the presentation adopted by the Company under IFRS Accounting Standards, see Note 3(c).

The Amalgamation has been accounted for using the acquisition method. Based on the purchase price calculation as detailed in Note 3(d), the estimated net purchase price for BTG is MUSD 318.7.

The accompanying unaudited pro forma condensed consolidated financial information may not be indicative of the results that would have been achieved if the transactions reflected therein had been completed on the dates indicated, or the results which may be obtained in the future. For instance, the actual purchase price allocation will reflect the fair value, at the purchase date, of the consideration transferred and the assets acquired, and liabilities assumed based upon the Company's evaluation of such assets and liabilities following the closing of the Amalgamation. Accordingly, the final purchase price allocation may differ materially from the preliminary allocation reflected herein.

The accompanying unaudited pro forma condensed consolidated financial information should be read in conjunction with the Amalgamation Agreement, the unaudited condensed consolidated interim financial statements of Africa Oil as at and for the three and nine month periods ended September 30, 2024, including the notes thereto, the audited consolidated financial statements of Africa Oil as at and for the year ended December 31, 2023, including the notes thereto, the unaudited condensed interim financial statements of BTG as at and for the three and nine months ended September 30, 2024, including the notes thereto, the audited financial statements of BTG as at and for the year ended December 31, 2023, including the notes thereto, the unaudited interim condensed consolidated financial statements of Prime as at and for the three and nine month periods ended September 30, 2024, including the notes thereto, the audited special purpose consolidated financial statements of Prime as at and for the year ended December 31, 2023, including the notes thereto, along with all other financials of the Company, BTG and Prime either included or incorporated by reference in the prospectus.

The underlying assumptions for the pro forma adjustments provide a reasonable basis for presenting the significant financial effects directly attributable to the Amalgamation and the share issuance. These pro forma adjustments are preliminary and are based on currently available financial information and certain estimates and assumptions. The Company has yet to finalize the determination of the fair value of the assets acquired and liabilities assumed and has therefore used carrying value with certain adjustments in the preliminary purchase price allocation presented in the unaudited pro forma condensed consolidated financial information. The actual adjustments to the unaudited pro forma condensed consolidated financial information will depend on a number of factors, including additional information available and the net assets of BTG and Prime on the closing date of the Amalgamation. Therefore, it is expected that the actual adjustments will differ from the pro forma adjustments, and the differences may be material. Any final adjustment may change the allocation of purchase price, which could affect the fair value assigned to the assets and liabilities and could result in a change to the unaudited pro forma condensed consolidated financial information.

2. Description of the Transaction

Pursuant to the Amalgamation Agreement, the estimated net purchase price for the Amalgamation is MUSD 318.1 for the shares in BTG based on Africa Oil’s closing share price in CAD on February 13, 2025, and the USD/CAD exchange rate on February 13, 2025, as per Note 3d.

The accompanying unaudited pro forma condensed consolidated financial information assume that at closing, the Amalgamation will be completed through the issuance of 239,828,655 newly issued common shares in the Company as per the Amalgamation Agreement.

3. Pro Forma Adjustments

The pro forma adjustments have been prepared by the Company using available information and certain assumptions that management believes are reasonable under the circumstances. The pro forma adjustments included in the unaudited pro forma condensed consolidated financial information are as follows:

a. Unaudited Pro Forma Condensed Consolidated Statement of Financial Position

The table below provides a breakdown of the pro forma adjustments as included in the unaudited pro forma condensed consolidated statement of financial position as at September 30, 2024, for those instances where the pro forma adjustment consists of multiple items.

	Pro forma Adjustments	Notes
Cash and cash equivalents		
Prime statement of financial position	420.7	3(c)
Transaction costs	(8.0)	3(i)
Pre closing distribution to BTG Oil & Gas	(10.2)	3(j)
	402.5	
Accounts receivable and prepaid expenses		
Prime statement of financial position	188.6	3(c)
Allocation of the estimated net purchase price	23.2	3(e)
Allocation of the estimated net purchase price	21.6	3(e)
	233.4	
Equity investment in joint venture		
Allocation of the estimated net purchase price	(702.4)	3(e)
Fair value gain on shareholding by AOC in Prime	40.7	3(f)
Fair value gain on shareholding by BTG in Prime	40.5	3(f)
	(621.2)	
Oil and gas properties		
Prime statement of financial position	1,900.9	3(c)
Allocation of the estimated net purchase price	(238.5)	3(e)
	1,662.4	
Current tax liabilities		
Prime statement of financial position	60.2	3(c)
Allocation of the estimated net purchase price	32.8	3(e)
	93.0	
Other provisions		
Prime statement of financial position	307.8	3(c)
Allocation of the estimated net purchase price	(305.3)	3(e)
	2.5	
Deferred tax liabilities		
Prime statement of financial position	427.9	3(c)
Allocation of the estimated net purchase price	(71.5)	3(e)

	356.4	
Share capital		
Prime statement of financial position	573.7	3(c)
Purchase price	318.7	3(d)
Elimination equity balances Prime	(573.7)	3(g)
	318.7	
Deficit		
Fair value gain on shareholding by AOC in Prime	40.7	3(f)
Elimination equity balances BTG	358.5	3(h)
Transaction costs	(8.0)	3(i)
Pre closing distribution to BTG Oil & Gas	(10.2)	3(j)
	381.0	

b. Unaudited pro forma condensed consolidated statement of net income

The table below provides a breakdown of the pro forma adjustments as included in the unaudited pro forma condensed consolidated statement of net income for the nine months ended September 30, 2024, for those instances where the pro forma adjustment consists of multiple items.

	Pro forma Adjustments	**Notes**
Depletion and decommissioning costs		
Prime statement of profit or loss	(285.0)	3(c)
Depletion costs adjustment	23.7	3(k)
	(261.3)	
Exploration costs		
Prime statement of profit or loss	(1.6)	3(c)
Exploration costs adjustment	1.6	3(k)
	-	
Income tax		
Prime statement of profit or loss	(73.8)	3(c)
Deferred tax adjustment	(7.6)	3(k)
	(81.4)	

c. Prime

Prime Statement of Financial Position allocation adjustments

The unaudited Prime consolidated statement of financial position has been constructed by adjusting the unaudited interim condensed consolidated statement of financial position as at September 30, 2024, to reclassify certain items to conform with Africa Oil's presentation on the unaudited pro forma condensed consolidated statement of financial position. The Company did not identify any material differences and all amounts are expressed in MUSD.

	Prime unaudited	Allocation adjustments	Notes	Prime adjusted
Assets				
Non-current assets				
Oil and gas properties	1,900.9			1,900.9
Other receivables	0.1			0.1
Total non-current assets	**1,901.0**	**-**		**1,901.0**
Current assets				
Inventories	93.1			93.1
Accounts receivable and prepaid expenses	188.4	0.2	3(c)(i)	188.6
Prepayments	0.2	(0.2)	3(c)(i)	-
Derivative instruments	13.0			13.0
Cash and cash equivalents	420.7			420.7
Total current assets	**715.4**	**-**		**715.4**
Total assets	**2,616.4**	**-**		**2,616.4**
Liabilities and equity attributable to members				
Equity attributable to members				
Membership interest	526.2	47.5	3(c)(ii)	573.7
Unappropriated result	83.3	(83.3)	3(c)(ii)	-
Deficit	(35.8)	35.8	3(c)(ii)	-
Total equity attributable to members	**573.7**	**-**		**573.7**
Non-current liabilities				
Financial liabilities	511.3			511.3
Provision for site restoration	327.6			327.6
Other provisions	305.3	2.5	3(c)(iii)	307.8
Employee benefits	2.5	(2.5)	3(c)(iii)	-
Deferred tax liabilities	427.9			427.9
Total non-current liabilities	**1,574.6**	**-**		**1,574.6**
Current liabilities				
Financial liabilities	230.7			230.7
Accounts payable and liabilities	177.2			177.2
Current tax liabilities	60.2			60.2
Total current liabilities	**468.1**	**-**		**468.1**
Total liabilities	**2,042.7**	**-**		**2,042.7**
Total liabilities and equity attributable to members	**2,616.4**	**-**		**2,616.4**

i. Prepayments have been reclassified to accounts receivable and prepaid expenses to align with Africa Oil's presentation.

ii. As a result of the proposed transaction, Prime will be fully consolidated and as such, all equity balances have been reclassified to membership interest and then eliminated on consolidation.

iii. Long-term employee benefits have been reclassified to other provisions to align with Africa Oil's presentation.

Prime Statement of Profit or Loss and Other Comprehensive Income allocation adjustments

The unaudited Prime statement of profit or loss and other comprehensive income for the nine months ended September 30, 2024, has been constructed by adjusting the unaudited interim condensed consolidated statement of profit or loss and other comprehensive income for the nine months ended September 30, 2024, to align with the presentation of Africa Oil's financial statements for the purposes of constructing the unaudited pro forma condensed consolidated financial information. All amounts are expressed in MUSD.

	Prime unaudited	Allocation adjustments	Notes	Prime adjusted
Revenue				
Revenue	**778.3**			**778.3**
Cost of Sales				
Cost of sales	(485.2)	485.2	3(c)(iv)	-
Production costs	-	(211.4)	3(c)(iv)	(211.4)
Depletion and decommissioning costs	-	(285.0)	3(c)(iv)	(285.0)
Exploration costs	(1.6)			(1.6)
Impairment charges	-			-
Other operating expenses	(23.7)	23.7	3(c)(iv)	-
Total cost of sales	**(510.5)**	**12.5**		**(498.0)**
Gross Profit	**267.8**	**12.5**		**280.3**
General and administrative costs	-	(12.5)	3(c)(iv)	(12.5)
Operating profit	**267.8**	**-**		**267.8**
Finance income	14.5			14.5
Finance costs	(75.1)			(75.1)
Net financial items	**(60.6)**	**-**		**(60.6)**
Profit before tax	**207.2**	**-**		**207.2**
Income tax	(73.8)			(73.8)
Net income attributable to members	**133.4**	**-**		**133.4**

iv. The unaudited pro forma condensed consolidated statement of net income takes into account certain adjustments to costs of sales, production costs, depletion costs, other operating expenses and general and administrative costs to align with Africa Oil's presentation. Amounts related to depletion and general and administrative costs have been reallocated to the respective categories and all costs related to the oil operations have been reallocated to production costs.

d. Purchase price

	Securities issued	Consideration	Notes
Common Shares	239,828,655	318,742,616	3(d)(i)
Estimated purchase price		**318,742,616**	

i. Under the Amalgamation Agreements, 239,828,655 common shares in the Company will be issued in exchange for the outstanding BTG shares. The consideration has been calculated using Africa Oil's closing share price in CAD on February 13, 2025, of CAD 1.90 and the USD/CAD exchange rate on February 13, 2025, of 1.4296. The total consideration paid will be based on the share price as of the date of closing of the Amalgamation and may therefore change materially.

e. Allocation of the estimated net purchase price

The assets acquired, and liabilities assumed of the acquired entity primarily consist of a 50 percent interest in Prime with the preliminary estimated fair values of Prime reflected in the following table.

	Prime (Note 3c)	Fair value adjustments	Notes	Fair value Prime
Assets acquired				
Oil and gas properties	1,900.9	(238.5)	3(e)(i)	1,662.4
Other non-current receivables	0.1		3(e)(iv)	0.1
Inventories	93.1		3(e)(iv)	93.1
Accounts receivable and prepaid expenses	188.6	23.2	3(e)(ii)	211.8
Derivative instruments	13.0		3(e)(iv)	13.0
Cash and cash equivalents	420.7		3(e)(iv)	420.7
Total assets acquired	**2,616.4**	**(215.3)**		**2,401.1**
Liabilities assumed				
Non-current financial liabilities	511.3		3(e)(iv)	511.3
Provision for site restoration	327.6		3(e)(v)	327.6
Other provisions	307.8	(305.3)	3(e)(ii)	2.5
Deferred tax liabilities	427.9	(71.5)	3(e)(vi)	356.4
Short-term financial liabilities	230.7		3(e)(iv)	230.7
Accounts payable and liabilities	177.2		3(e)(iv)	177.2
Current tax liabilities	60.2	32.8	3(e)(vii)	93.0
Total liabilities assumed	**2,042.7**	**(344.0)**		**1,698.7**
Net assets Prime at fair value as at September 30, 2024	**573.7**	**128.7**		**702.4**
Fair value of BTG's 50 percent shareholding in Prime				**351.2**

The assets acquired, and liabilities assumed of the acquired entity, along with the preliminary estimated fair values are reflected in the following table with the preliminary estimated fair value of the equity investment in Prime specified in the table above.

	BTG	Fair value adjustments	Notes	Fair value Prime
Assets acquired				
Equity investment in Prime	310.7	40.5		351.2
Accounts receivable and prepaid expenses	0.2	21.6	3(e)(iii)	21.8
Cash and cash equivalents	0.3		3(e)(iv)	0.3
Total assets acquired	**311.2**	**62.1**		**373.3**
Liabilities assumed				
Provision for contingent consideration	54.6		3(e)(iii)	54.6
Total liabilities assumed	**54.6**	**-**		**54.6**
Net assets BTG at fair value as at September 30, 2024	**256.6**	**62.1**		**318.7**
Estimated purchase price (Note 3d)				318.7
Goodwill				**-**

Under the acquisition method, the assets acquired, and liabilities assumed of the acquired entity are primarily measured at their estimated fair value at the date of Amalgamation. The estimated fair values and useful lives of assets acquired, and liabilities assumed are preliminary and subject to final valuation adjustments which may cause some of the amounts to be materially different from those shown on the unaudited pro forma condensed consolidated statement of financial position. The preliminary estimates used to prepare the unaudited pro forma information presented will be updated after closing of the Amalgamation based upon management's final analysis. The fair values of assets acquired, and liabilities assumed at the time of closing may result in the recognition of goodwill or a bargain purchase. The Company has yet to determine the fair value of the assets acquired and liabilities assumed, and has therefore used the following approach:

i. The Company has recorded a fair value adjustment to oil and gas properties. The fair value of oil and gas properties is preliminary and may change materially in the final valuation.

ii. On June 25, 2021, Prime 127 signed a securitization agreement with two of the unit parties, Equinor and Chevron (the "Securitization Agreement"), whereby Equinor agreed to pay a security deposit to the two other JV parties to secure future payments due under that Securitization Agreement, pending a comprehensive resolution being reached among all unit parties in respect of the tract participation in the Agbami field by December 27, 2024. In accordance with the Securitization Agreement, on June 29, 2021, Prime 127 received from Equinor its portion of the security deposit in the form of a cash payment of MUSD 305.3. Prime 127 received an additional payment of MUSD 24.4 on January 31, 2025 pursuant to the securitization agreement. Given no comprehensive resolution was reached by December 27, 2024, the Company has recorded a fair value adjustment to the provision recognized by Prime in relation to the security deposit received under the Securitization Agreement and recorded a receivable of USD 23.2 million relating to that portion of the additional payment relating to the period up to September 30, 2024. The Agbami unit parties will continue ongoing discussions to seek final resolution of the formal redetermination of the Agbami tract participation, however there is no certainty that such ongoing discussions will result in a final resolution. The fair value of this receivable is preliminary and may change in the final valuation.

iii. Under the amended joint sale agreement between (among others) BTG and Petrobras dated October 31, 2018, Petrobras could potentially claim that, as per Note 3(e)(ii), given an additional payment has been received under the securitization agreement, this triggers a payment obligation of MUSD 54.6, exclusive of interest, capital taxes and certain deductions, contingent upon various criteria, with the outcome of this potential claim uncertain. Management considers the likelihood of any interest being payable to be unlikely. The Company has recorded an indemnity asset of MUSD 21.6 under the deed of indemnity entered into between ReorgCo and BTG Oil & Gas for any costs suffered or incurred by BTG above MUSD 33.0 post completion of the Amalgamation, with the deed of indemnity backed by a MUSD 22.0 letter of credit granted in favour of ReorgCo. The letter of credit will remain in place for an initial period of two years and if a claim is not resolved in two years or is made after the two year period BTG Oil & Gas has undertaken to extend or reinstate the letter of credit. Subsequent adjustments to the provision for contingent consideration and the indemnity asset may occur.

iv. The carrying value of other non-current receivables, derivative instruments, financial liabilities and working capital balances are assumed to approximate its fair value.

v. The provision for site restoration recognized by Prime has been calculated using a risk-free rate based on Prime's accounting policies which will be the same as the Company's post-acquisition accounting policies.

vi. The deferred tax liability arises from the difference in accounting and tax basis on the oil and gas properties acquired through the Amalgamation. The amount has been calculated based on Prime's Nigerian corporate income tax rate of 30 percent. Subsequent adjustments to the deferred tax liability may occur.

vii. The current tax liability arises from the fair value adjustments in relation to the security deposit received under the Securitization Agreement and the receivable recorded under the Securitization Agreement as described in Note 3(e)(ii). The amount has been calculated based on Prime's Nigerian capital gains tax rate of 10 percent. Subsequent adjustments to the current tax liability may occur.

f. Equity investment in joint venture

On January 14, 2020, the Company completed the acquisition of a 50 percent ownership interest in Prime and has equity accounted for its shareholding in Prime as an equity investment in a joint venture. The Amalgamation includes the acquisition of the remaining 50 percent ownership interest in Prime resulting in Prime being fully consolidated by the Company from closing of the Amalgamation.

As at September 30, 2024, the Company's investment in Prime was carried at MUSD 310.5. As a result of the proposed Amalgamation, the existing shareholding in Prime has been revalued at the same rates as applied in the purchase price calculation disclosed in Note 3(d), applying the share price of CAD 1.90 as of February 13, 2025, and the USD/CAD exchange rate of 1.4296 as of February 13, 2025. The fair value of the Company's investment in Prime was revalued to MUSD 351.2, which has been included in Note 3(e). The fair value gain of MUSD 40.7 is reflected as a decrease in deficit in the unaudited pro forma condensed consolidated statement of financial position as for the purpose of these unaudited pro forma condensed consolidated statement of financial position, it was assumed that such revaluation would be recorded just prior to the acquisition date and therefore such gain would not be presented in the unaudited pro forma condensed consolidated statement of net income.

As at September 30, 2024, BTG's investment in Prime was carried at MUSD 310.7 which was lower than the fair value of the investment in Prime as per Note 3(e). The difference of MUSD 40.5 has been eliminated on consolidation.

The equity accounted for results in Prime, recognized by both AOC and BTG, have been eliminated on consolidation.

g. Prime membership equity

The historical membership equity balances of Prime, including membership interest, unappropriated result and deficit, have been eliminated on consolidation.

h. BTG equity

The historical equity balances of BTG, including contributed surplus and deficit, have been eliminated on consolidation.

i. Transaction costs

Adjustment to reflect the estimated costs in connection with the Amalgamation. The transaction costs are related to estimated advisory, accounting, legal, tax and other costs associated with the completion of the Amalgamation. These costs have been included as a pro forma adjustment to retained earnings and cash on the unaudited pro forma condensed consolidated statement of financial position, as opposed to being included on the unaudited pro forma condensed consolidated statement of net income on the basis that these expenses are directly incremental to the Amalgamation and are non-recurring in nature.

j. Pre closing distribution to BTG Oil & Gas

Adjustment to reflect the pre closing distribution to BTG Oil & Gas pursuant to paragraph 2.12 of the Amalgamation Agreement. The pre closing distribution to BTG Oil & Gas was calculated based on the estimated Africa Oil Adjustment Amount and the estimated BTG Adjustment Amount as per September 30, 2024, as defined in the Amalgamation Agreement. The actual pre closing adjustment pursuant to paragraph 2.12 of the Amalgamation Agreement will be based on the Africa Oil Adjustment Amount and BTG Adjustment Amount, five business days prior to the expected closing date of the Amalgamation and may differ materially. The pre closing distribution to BTG Oil & Gas has been included as a pro forma adjustment to retained earnings and cash on the unaudited pro forma condensed consolidated statement of financial position.

k. Depletion and Exploration costs

Depletion costs have been adjusted to reflect depletion on the preliminary fair value adjustments allocated to oil and gas properties, resulting in a decrease in oil and gas properties after completion of the Amalgamation. Depletion costs have been calculated using the estimated 2P reserves as per September 30, 2024, calculated as 2P reserves as per year end 2023 minus production during the nine months ended September 30, 2024. Actual 2P reserves as per September 30, 2024, may differ materially.

Exploration costs have been reversed to align to Africa Oil's accounting policies whereby all exploration costs are initially capitalized.

Adjustments to depletion and exploration costs resulted in a corresponding deferred tax movement in the unaudited pro forma condensed consolidated statement of net income from the difference in accounting and tax treatment. The amount has been calculated based on Prime's Nigerian corporate income tax rate of 30 percent.

l. Other income and expenses

Other income and expenses has been reversed within the unaudited pro forma condensed consolidated statement of net income to better reflect operating profit on a pro forma basis as these expenses are non-recurring in nature.

m. Share of loss from investments in associates

Share of loss from investments in associates has been reclassified within the unaudited pro forma condensed consolidated statement of net income to better reflect gross profit and operating profit on a pro forma basis.

Independent Auditor's Assurance Engagements to Report on the Compilation of Pro Forma Financial Information included in a Prospectus

To the Board of Directors of Africa Oil Corp., incorporation number BC0443700

Report on the Compilation of Pro Forma Financial Information Included in a Prospectus

We have completed our assurance engagement to report on the compilation of pro forma financial information of Africa Oil Corp. (the "Company"). The pro forma financial information consists of the pro forma condensed consolidated statement of financial position as at 30 September 2024, the pro forma condensed consolidated statement of net income for the period 1 January 2024 to 30 September 2024 and related notes as set out on pages 45–60 of the prospectus issued by the Company. The applicable criteria on the basis of which the Board of Directors has compiled the pro forma financial information are specified in the Commission Delegated Regulation (EU) 2019/980 and described on page 50 of the prospectus.

The pro forma financial information has been compiled by the Board of Directors to illustrate the impact of the amalgamation to reorganize the shareholding structure of Prime whereby BTG Oil & Gas will exchange its 50 percent interest in Prime, held through its subsidiary BTG, for newly issued common shares in the Company (the "Event"), set out on page 45-46 of the prospectus, on the Company's condensed consolidated statement of financial position as at 30 September 2024 and the Company's condensed consolidated statement of net income for the period 1 January 2024 to 30 September 2024 as if the Event had taken place at 30 September 2024 and 1 January 2024 respectively. As part of this process, information about the Company's financial position and financial performance has been extracted by the Board of Directors from the Company's financial statements for the nine-month period ended 30 September 2024, on which no audit or review report has been published.

The Board of Directors' Responsibility for the Pro Forma Financial Information

The Board of Directors is responsible for compiling the pro forma financial information on the basis of the Commission Delegated Regulation (EU) 2019/980.

Our Independence and Quality Control

We have complied with the independence and other ethical requirements in Sweden, which are founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

The audit firm applies International Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Auditor’s Responsibilities

Our responsibility is to express an opinion about whether the pro forma financial information has been compiled correctly, in all material respects, by the Board of Directors on the basis of the Commission Delegated Regulation (EC) 2019/980.

We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE) 3420, Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus, issued by the International Auditing and Assurance Standards Board. This standard requires that the Auditor plan and perform procedures to obtain reasonable assurance about whether the Board of Directors has compiled, in all material respects, the pro forma financial information on the basis of the Commission Delegated Regulation (EU) 2019/980.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in a prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the company as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Event at 30 September 2024 and 1 January 2024 respectively would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Board of Directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient and appropriate evidence about whether:

- The pro forma adjustments have been compiled correctly on the basis of the applicable criteria;
- The pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information; and
- The basis of the applicable criteria are in accordance with the company’s accounting principles.

The procedures selected depend on the practitioner’s judgment, having regard to the practitioner’s understanding of the nature of the company, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria stated on pages 45–60 and are in accordance with the Company's accounting principles.

Stockholm 21 February 2025
Öhrlings PricewaterhouseCoopers AB

Peter Sott
Authorized Public Accountant

Capital structure and other financial information

The tables in this section describe the Company's capitalization and indebtedness at Group level as of November 30, 2024. The financial information presented below is unaudited and has been derived from Africa Oil's internal accounting and reporting systems. Please see the section "*Share capital and ownership structure*" for further information about the Company's share capital and shares.

CAPITALIZATION

MUSD	As of November 30, 2024
Total current debt (including current portion of non-current debt)	**0.6**
Guaranteed	-
Secured	-
Unguaranteed/unsecured	0.6
Total non-current debt (excluding current portion of non-current debt)	**2.8**
Guaranteed	-
Secured	-
Unguaranteed/unsecured	2.8
Shareholder equity	562.0
Share capital	1,207.3
Legal reserve(s)	81.6
Other reserves	(726.9)
Total	**565.4**

NET INDEBTEDNESS

The Company's net indebtedness as of November 30, 2024 is presented in the table below.

MUSD	Adjusted November 30, 2024
(A) Cash	65.2
(B) Cash equivalents	-
(C) Other current financial assets	4.0
(D) Liquidity (A) + (B) + (C)	**69.2**
(E) Current financial debt (including debt instruments, but excluding current portion of non-current financial debt)[1]	(0.6)
(F) Current portion of non-current financial debt	-
(G) Current financial indebtedness (E) + (F)	**(0.6)**
(H) Net current financial indebtedness (G) - (D)	**68.6**
(I) Non-current financial debt (excluding current portion and debt instruments)[2]	(2.8)
(J) Debt instruments	-
(K) Non-current trade and other payables	-
(L) Non-current financial indebtedness (I) + (J) + (K)	**(2.8)**
(M) Total financial indebtedness (H) + (L)	**65.8**

1 Leasing debt amounted to MUSD 0.6 as of November 30, 2024.

2 Leasing debt amounted to MUSD 2.8 as of November 30, 2024.

INDIRECT INDEBTEDNESS AND CONTINGENT LIABILITIES

Investment in Prime

Under the Prime sale and purchase agreement completed on January 14, 2020, a deferred payment of MUSD 118.0, subject to adjustment, may be due to the seller contingent upon the timing of the final PML 52 tract participation in the Agbami field. The signing of the Securitization Agreement by Prime in 2021 led to the Company reassessing its view of the likelihood of making a contingent consideration payment to the seller. The signing of the Securitization Agreement by Prime does not constitute a redetermination of the tract participation and therefore does not trigger the payment of a contingent consideration under the sale and purchase agreement but, at the Company's discretion, could trigger discussions with the seller. The outcome of this process is uncertain. In 2021, the Company recorded MUSD 32.0 as contingent consideration and increased this to MUSD 37.8 in the year ended December 31, 2023, and to MUSD 39.1 in the nine months ended September 30, 2024, increasing the Company's investment in Prime.

Withdrawal from Kenya

On May 23, 2023, the Kenya entities along with TotalEnergies submitted withdrawal notices to the remaining joint venture party on Blocks 10BB, 13T and 10BA in Kenya, to unconditionally and irrevocably withdraw from the entirety of the JOAs and PSCs for these concessions. The Company concurrently submitted notices to the Ministry of Energy and Petroleum, requesting the government's consent to transfer all of its rights and future obligations under the PSCs to its remaining joint venture party. Government consent to the transfer remained outstanding as at January 31, 2025. In accordance with the JOA and PSC the Company retains economic participation for activities prior to June 30, 2023, which might result in additional costs for the Company. The Company continues to monitor the claim made against the operator by local communities in relation to past operations which may relate to the period prior to June 30, 2023. No provision has been recognized for this as at September 30, 2024.

WORKING CAPITAL STATEMENT

It is the Company's assessment that the existing working capital is sufficient for Africa Oil's current needs for the upcoming twelve-month period from the date of this Prospectus. In this context, working capital refers to the Company's ability to access cash and cash equivalents in order to be able to meet its payment obligations as they fall due.

INVESTMENTS

Africa Oil has not made any individual significant investments during the period from December 31, 2023 until the date of this Prospectus. As of the date of this Prospectus, the Group has no ongoing significant investments or firm commitments regarding individual significant future investments.

SIGNIFICANT CHANGES IN THE COMPANY'S FINANCIAL POSITION OR RESULTS SINCE SEPTEMBER 30, 2024

There have been no significant changes in the Group's financial position or results since September 30, 2024.

Board of directors, senior executives and auditor

BOARD OF DIRECTORS

The Company's board of directors consists of eight members appointed for the period until the termination of the annual meeting of shareholders 2025. Following completion of the Amalgamation, the Company's board of directors shall be comprised of nine directors consisting of (i) the CEO of Africa Oil, Roger Tucker, (ii) up to three directors nominated by BTG Oil & Gas, (iii) two directors nominated by the current board of directors of Africa Oil and approved by BTG Oil & Gas, and (iv) three directors nominated by the current board of directors of Africa Oil. For more information on BTG Oil & Gas' board nomination rights, see "*Investor Rights Agreement with BTG Oil & Gas*".

The table below presents the members of the board of directors as of the date of this Prospectus, their position, the year of their initial election as well as whether they are considered to be independent in relation to the Company, the executive management and the Company's major shareholders. Following completion of the Amalgamation, the board of directors is expected to be comprised of Roger Tucker, Michael Ebsary, Kimberley Wood and Pascal Nicodeme (each nominated by Africa Oil), John Craig and Richard Norris (each nominated by Africa Oil and approved by BTG Oil & Gas) and Huw Jenkins, Edwyn Neves and Ahonsi Unuigbe (each nominated by BTG Oil & Gas).

Name	Position	Board member since
John Craig	Chairman	2009
Roger Tucker	President, CEO and Director	2023
Keith C. Hill	Director	2006
Gary Guidry	Director	2008
Andrew Bartlett	Director	2015
Kimberley Wood	Director	2018
Erin Johnston	Director	2019
Michael Ebsary	Director	2024

John Craig
Chairman of the board of directors since 2016 and director since 2009.
Principal education: Bachelor of Arts (Economics) and Bachelor of Laws from the University of Western Ontario, Canada.

Other current positions outside the Group: Senior counsel to Cassels Brock & Blackwell LLP. Director of Corsa Coal Corp. (TSX-V).
Previous positions outside the Group (during the last five years): Director of Lundin Mining Corp. from 2003 to 2021.
Holdings in Africa Oil: 644,192 common shares and 269,500 outstanding restricted share units ("**RSUs**")[2].

Roger Tucker
Board member since 2023 and President and CEO.
Principal education: PhD in Sedimentology & Geochemistry and a BSc in Geology from the University of Newcastle upon Tyne.
Other current positions outside the Group: Member of the Supervisory Board of Prime.
Previous positions outside the Group (during the last five years): Non-executive director of PetroTal Corp. (TSX /AIM) from 2019 to 2024. Non-Executive Chairman at Viaro Energy from May 2020 to June 2022. Partner at Vanwall Capital from 2015 to 2020.
Holdings in Africa Oil: 253,000 common shares and 2,643,900 outstanding performance share units ("**PSUs**")[2].

Keith C. Hill
Director since 2006.
Principal education: Master of Science degree in Geology and Bachelor of Science degree in Geophysics from Michigan State University, as well as an MBA from the University of St. Thomas in Houston.
Other current positions outside the Group: Director of Africa Energy Corp. (TSX V/Nasdaq First North Growth Market). Director of Eco Atlantic Limited (TSX-V/AIM). Director of ShaMaran Petroleum Corp. (Chair) (TSX-V/Nasdaq First North Growth Market) and TAG Oil Ltd. (TSX).
Previous positions outside the Group (during the last five years): Member of the Supervisory Board of Prime.
Holdings in Africa Oil: 3,205,991 common shares and 147,900 outstanding RSUs and 1,045,067 PSUs[2].

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[2] RSU and PSU figures reflect the number of units awarded and outstanding but do not include additional dividend credits issued to compensate for dividends paid (in the case of RSUs and PSUs) or performance units (in the case of PSUs).

Gary Guidry
Director since 2008.
Principal education: B.Sc. in petroleum engineering from Texas A&M University.
Other current positions outside the Group: President, Chief Executive Officer and Director of Gran Tierra Energy Inc.
Previous positions outside the Group (during the last five years): Director of PetroTal Corp. from 2017 to 2022.
Holdings in Africa Oil: 532,424 common shares and 231,400 outstanding RSUs[2].

Andrew Bartlett
Director since 2015.
Principal education: B.Sc. in Mathematics and M.Sc in Petroleum Engineering from Imperial College London.
Other current positions outside the Group: Member of the Supervisory Board of Prime. Director of Energean plc (LSE, FTSE 250, TASE, TA-35 Index). Director of Bartlett Energy Advisers Ltd.
Previous positions outside the Group (during the last five years): Oil and Gas Advisor with Helios Investment Partners from 2011 to August 2023. Director of Impact from 2014 to 2021.
Holdings in Africa Oil: 730,674 common shares and 231,400 outstanding RSUs[2].

Kimberley Wood
Director since 2018.
Principal education:
BA from the University of Western Ontario, an LLB from the University of Edinburgh and an LLM (Public International Law) from University College of London, University of London.
Other current positions outside the Group: General Counsel & Company Secretary at Storegga. Non-Executive Director of Energean plc.
Previous positions outside the Group (during the last five years): Director at Gulf Keystone Petroleum

from 2018 to 2024 and Deputy Chair and SID at Gulf Keystone Petroleum. Director of Valeura Energy from 2019 to 2023.
Holdings in Africa Oil: 265,812 common shares and 231,400 outstanding RSUs[2].

Erin Johnston
Director since 2019.
Principal education: Masters of Arts in International Leadership from Simon Fraser University and an Executive Leadership Certificate from the UBC Sauder School of Business.
Other current positions outside the Group: Managing Director of Lundin Foundation. Director of Filo Mining Corp. (TSX, Nasdaq First North Growth Market, OTCQX).
Previous positions outside the Group (during the last five years): None.
Holdings in Africa Oil: 116,524 common shares and 231,400 outstanding RSUs[2].

Michael Ebsary
Director since 2024.
Principal education: MBA from Queen's University, Canada.
Other current positions outside the Group: Director of ShaMaran Petroleum Corp. (TSX.V/ Nasdaq First North Growth Market).
Previous positions outside the Group (during the last five years): None.
Holdings in Africa Oil: 5,000 common shares and 106,500 outstanding RSUs[2].

SENIOR EXECUTIVES

The executive management currently consists of six individuals. The table below presents the senior executives, their position and the year each person became a senior executive.

Following completion of the Amalgamation, Pascal Nicodeme will cease to be Chief Financial Officer of Africa Oil. BTG Oil & Gas will nominate Aldo Perracini as new Chief Financial Officer of Africa Oil, pursuant to its Chief Financial Officer nomination rights granted under the Investor Rights Agreement. All other executive officers of Africa Oil are expected to continue in their positions following the Amalgamation.

Name	Position	Senior executive since
Roger Tucker	President & CEO	2023
Pascal Nicodeme	Chief Financial Officer	2019
Craig Knight	Chief Operating Officer	2021
Oliver Quinn	Chief Commercial Officer	2023
Joanna Kay	Chief Legal Officer and Corporate Secretary	2023

Roger Tucker
President & CEO since 2023.
Please refer to the information in section "—*Board of Directors*" above.

Pascal Nicodeme
Chief Financial Officer since 2019.
Principal education: Engineering degree from the Ecole Polytechnique, an MSc from the French Institute of Petroleum and an MBA from INSEAD.
Other current positions outside the Group: Non-executive director of Impact and Africa Energy Corp.
Previous positions outside the Group (during the last five years): None.
Holdings in Africa Oil: 1,106,839 common shares and 1,787,400 outstanding PSUs[2].

Craig Knight
Chief Operating Officer since 2021.
Principal education: Bachelor of Petroleum Engineering from University of New South Wales.
Other current positions outside the Group: Director of Greengate Property Investments Ltd.
Previous positions outside the Group (during the last five years): Production Director at Spirit Energy.
Holdings in Africa Oil: 20,000 common shares and 964,000 outstanding PSUs[2].

Oliver Quinn
Chief Commercial Officer since 2023.
Principal education: BSc in Geology from the University of Manchester, a PhD in Geoscience from the University of Edinburgh and executive leadership qualifications from London and Harvard Business Schools.
Other current positions outside the Group: Non-executive director of Impact.
Previous positions outside the Group (during the last five years): SVP – Corporate Strategy at Kosmos from 2019 to 2023. Director – Head of Africa Business Unit and Global Exploration/Growth at Ophir from 2015 to 2019.
Holdings in Africa Oil: 71,750 common shares and 858,400 outstanding PSUs[2].

Joanna Kay
Chief Legal Officer and Corporate Secretary since 2023.
Principal education: MA in History from the University of Cambridge, qualified Solicitor in England and Wales.
Other current positions outside the Group: None.
Previous positions outside the Group (during the last five years): Associate General Counsel and Company Secretary with BW Energy from March 2020 to October 2023. Counsel, Energy & Infrastructure with Orrick, Herrington & Sutcliffe from February 2016 to March 2020.
Holdings in Africa Oil: 764,600 outstanding PSUs[2].

ADDITIONAL INFORMATION REGARDING THE BOARD MEMBERS AND SENIOR EXECUTIVES

All members of the board of directors and executive officers have their business address at Suite 2500, 666 Burrard Street, Vancouver, British Columbia Canada V6C 2X8.

There are no family relationships between any of the board members or the senior executives. There are no arrangements or understandings between the Company and any major shareholders, customers, suppliers or others, pursuant to which any board member or senior executive was elected as a board member or appointed as a senior executive.

No board members or senior executives have during the past five years (i) been convicted in relation to fraudulent offences, (ii) represented a company which has been declared bankrupt or filed for liquidation or been subject to administration under bankruptcy, (iii) been bound by and/or been subject to sanctions by any regulatory or statutory authority (including designated professional bodies), or (iv) been disqualified by a court from acting as a member of any company's administrative, management or supervisory body or from acting in the management or conduct of the affairs of any company.

No board member or senior executive has any private interests which might conflict with their duties to the Company, other than as stated below. A number of the board members and senior executives have a financial interest in the Company through shareholdings and/or holdings of RSUs or PSUs.

INDEPENDENT AUDITOR

PricewaterhouseCoopers LLP, Chartered Professional Accountants, Canada ("**PwC**") has been the Company's independent auditor since 2008. PwC have advised the Company that they are independent within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Alberta, Canada. The responsible partner of PwC with respect to the auditing of Africa Oil is Khurram Asghar, an authorized accountant and member of the Chartered Professional Accountants of Alberta, Canada, who has been responsible partner since 2022. PwC has not resigned, been removed or not re-appointed as the Company's auditors since their initial appointment.

PwC's office address is 111-5th Avenue SW, Suite 3100, Calgary, Alberta, Canada, T2P 5L3.

ÖPwC has reviewed and issued an Independent Auditor's Assurance Report in accordance with RevR 5 in relation to the unaudited pro forma condensed consolidated financial information included in this Prospectus. The responsible partner of ÖPwC with respect to the Independent Auditor's Assurance Report is Peter Sott, authorized public accountant in Sweden. Peter Sott and ÖPwC are not acting as Africa Oil's auditor.

Share capital and ownership structure

SHARE INFORMATION

The Company has an authorized share capital of an unlimited number of common shares without par value. As of the date of this Prospectus, the Company has an aggregate of 436,602,570 common shares issued and outstanding. The Company's shares are currently traded under the symbol "AOI" on the TSX and Nasdaq Stockholm.

As part of the consideration for the Amalgamation, the shareholders of Africa Oil resolved on October 15, 2024, to issue a total of 239,828,655 common shares to BTG Oil & Gas. The share issue entails an increase in the total number of shares in Africa Oil from 436,602,570 to 676,431,225. Current shareholders' holding and voting power will consequently be subject to dilution (calculated as the number of newly issued common shares divided by the new total number of common shares and assuming no other issuances prior to completion of the Amalgamation) of approximately 35.5 percent.

All shares in the Company have been issued pursuant to Canadian law. The shares are denominated in CAD.

CERTAIN RIGHTS ATTACHED TO THE SHARES

Since Africa Oil is not a Swedish limited liability company (Sw. *aktiebolag*), it is not subject to the rules in the Swedish Companies Act or the Swedish Code of Corporate Governance. However, Africa Oil is required to comply with the corporate governance code of its country of incorporation.

The Company's shares entitle the holders thereof to receive notice of and attend all meetings of shareholders, with each share entitling the holder to one vote. Shareholders are entitled to vote for the full number of shares that they hold. Shares in the Company held by the Company itself may not be represented at general meetings. The Company's shareholders are also entitled to dividends if and when declared by the board of directors of the Company. There are no fixed date(s) on which the entitlement arises. The Company does not apply any dividend restrictions and procedures for shareholders not resident in Canada, except for those which may follow from bank or clearing systems, and any such payment of dividends will be made in the same manner for all shareholders regardless of if resident in Canada or not. If a dividend is declared and a shareholder cannot be reached to settle the payment, the shareholder's receivable on the Company for such payment will be subject to generally applicable statutory limitations. Amounts that become time-barred under such statutory limitations will be credited to the Company. All shares in the Company carry equal rights to dividends.

The articles of Africa Oil do not contain any pre-emption rights.

Upon liquidation, dissolution or winding up of the Company, shareholders are entitled to receive the remaining assets of the Company available for distribution to the shareholders. All shares in the Company carry equal rights to the assets and surplus.

The shares are not subject to any offer made due to a mandatory bid obligation, redemption right or redemption obligation, nor have the shares been subject to a public takeover offer during the current or preceding financial year.

The shares are not subject to any restrictions on their transferability.

DIVIDEND AND SHAREHOLDER RETURNS POLICY

The Company instituted a shareholder dividend policy in 2022 comprised of a regular cash base dividend paid on a semi-annual basis and subject to declaration by the Company's board of directors. The declaration, timing, amount and payment of dividends remain at the discretion of the Company's board of directors. The Company has been paying dividends to its shareholders since March 2022, with an initial annual aggregate distribution of USD 0.05 per share to be paid semi-annually.

Upon completion of the Amalgamation, the Company plans to adopt a new shareholder returns policy. Under the new shareholder returns policy, it is the Company's current intention to distribute an annual base dividend of MUSD 100 ("**Base Dividend**")[3]. The Base Dividend has been deemed sustainable by the Board in a range of conservative oil price scenarios. In addition, the Company currently plans to distribute at least 50 percent of excess free cash flow after Base Dividend distribution in the form of supplemental dividends and/or share repurchases.

The following table sets forth the dividend paid by Africa Oil during the financial year 2023 and 2024:

Payable date (TSX)	USD
September 27, 2024	$0.025
March 28, 2024	$0.025
September 29, 2023	$0.025
March 31, 2023	**$0.025**

Dividends for shares traded on TSX are paid in CAD and US and foreign shareholders receive USD funds. Dividends for shares traded on Nasdaq Stockholm are paid in SEK in accordance with Euroclear principles.

CENTRAL SECURITIES DEPOSITARY REGISTER

The Company's shares are registered in a central securities depositary ("**CSD**") register in accordance with the Swedish Central Securities Depositaries and Financial Instruments Accounts Act (Sw. *lagen (1998:1479) om värdepapperscentraler och kontoföring av finansiella instrument*). The CSD register is operated by Euroclear Sweden (Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden). The ISIN code for the shares is CA00829Q1019.

AUTHORIZATION FOR THE BOARD OF DIRECTORS TO RESOLVE ON SHARE ISSUES

Under the BCBCA, no authorization from shareholders is required for the board of directors to resolve on share issues. Shares may be issued at such times, to such persons and for such consideration as determined by the board of directors.

WARRANTS AND CONVERTIBLES

Other than the Company's incentive plans described in further detail below, the Company does not have any outstanding warrants or convertibles as of the date of the Prospectus.

INCENTIVE PLANS

Share purchase options

At the annual general meeting held on April 18, 2019, the Company's shareholders approved the terms of a stock option plan (the "**Plan**"). The Plan provides that an aggregate number of

[3] This indicated annual dividend amount will only be distributed following the completion of the Amalgamation and will be distributed over the enlarged Africa Oil's pro forma outstanding share count.

common shares which may be reserved for issuance as incentive share purchase options shall not exceed 3.5 percent of the common shares outstanding, and option exercise prices will reflect current trading values of the Company's shares. The term of any option granted under the Plan will be fixed by the board of directors and may not exceed five years from the date of grant. Vesting periods are determined by the board of directors and no optionee shall be entitled to a grant of more than five percent of the Company's outstanding issued shares.

As of September 30, 2024, 838,616 share purchase options were outstanding and exercisable.

The board of directors has moved away from grants of share purchase options under the Plan and now places an emphasis on the grant of performance share units to executives and staff.

Performance share units

On April 19, 2016, the shareholders of the Company approved a long-term incentive plan which was amended and restated on March 16, 2022 ("**LTIP**"). Under the terms of the LTIP, eligible plan participants may be granted PSUs and RSUs. The LTIP provides that an aggregate number of common shares which may be reserved for issuance shall not exceed 28,256,682 shares, which represents approximately 6.4 percent of the issued and outstanding common shares of the Company as of September 30, 2024.

PSUs are notional share instruments which track the value of the common shares and are subject to non-market performance conditions related to key strategic, financial and operational milestones. PSUs cliff vest three years from the date of grant, at which time the board of directors will assign a performance multiple ranging from nil to 200 percent to determine the ultimate vested number of PSUs. PSUs are awarded to executives and, from 2022, to staff, replacing share options. They may be settled in shares issued from treasury or cash, at the discretion of the board of directors.

In March 2023, 3,394,822 PSUs vested in which 1,644,401 PSUs were settled for a cash payment of MUSD 3.3 and the remaining were settled via the issuance of common shares of the Company. As of September 30, 2024, 7,235,444 PSUs were outstanding.[4]

Restricted share units

RSUs granted to non-executive directors cliff vest three years from the date of grant. RSUs granted to all other eligible plan participants vest over three years (1/3 on the first, second and third anniversary of the grant). The estimated fair value of RSUs are expensed evenly throughout the remaining vesting period.

RSUs may be settled in shares issued from treasury or cash, at the discretion of the board of directors. RSUs are no longer awarded to executives, and only PSU's are awarded.

In the year ended December 31, 2023, 296,211 RSUs were granted to non-executive directors only (year ended December 31, 2022 – 410,691). RSUs were not granted to other plan participants during the year ended December 31, 2023, to align with the Company's revised compensation strategy of granting PSUs to executive management.

In March 2023, 1,084,141 RSUs vested with 537,809 being settled for a cash payment of MUSD 1.1 and the remaining were settled via

[4] RSU and PSU figures reflect the number of units awarded and outstanding but do not include additional dividend credits issued to compensate for dividends paid (in the case of RSUs and PSUs) or performance units (in the case of PSUs).

the issuance of common shares of the Company. As of September 30, 2024, 1,112,200 RSUs were outstanding.

SHARE BUY-BACK PROGRAMS

Share Buy-back Program 2024-2025

In December 2024, Africa Oil announced that the TSX had approved the Company's proposed normal course issuer bid (NCIB), referred to as a share buy-back program in Europe. Pursuant to the NCIB, Africa Oil is authorized to repurchase through the facilities of the TSX, Nasdaq Stockholm and/or alternative Canadian trading systems, as and when considered advisable by Africa Oil, up to 18,362,364 common shares of Africa Oil for a total maximum amount of CAD 35 million, representing 5 percent of the Company's "public float" of 367,247,289 common shares as at November 22, 2024. As of the same date, Africa Oil had 443,014,670 common shares issued and outstanding. Purchases of common shares will occur over a period of twelve months commencing December 6, 2024 and ending on the earlier of December 5, 2025, the date on which the Company has purchased the maximum number of common shares permitted under the NCIB, and the date on which the NCIB is terminated by Africa Oil. All common shares repurchased by Africa Oil under the share buy-back program will be cancelled.

Share Buy-back Program 2023-2024

The Company previously purchased a total of 23,987,632 out of the 38,654,702 common shares authorized under the previous NCIB, which commenced on December 6, 2023 and ended on December 5, 2024, at a volume weighted average price per common share of CAD 2.39. All shares were purchased on the open market through the facilities of the TSX, Nasdaq Stockholm and alternative Canadian trading systems.

OWNERSHIP STRUCTURE

The tables below set forth the Company's ownership structure as of December 31, 2024 as well as expected ownership structure immediately after the completion of the Amalgamation.

To the knowledge of the directors and officers of Africa Oil, the Company does not have any major shareholders which, directly or indirectly, individually or jointly with others, own such number of shares as to have control over the Company.

No major shareholders have different voting rights.

Ownership structure immediately prior to the Amalgamation

Except as stated in the table below, to the knowledge of the directors and officers of Africa Oil, there are no persons or legal entities owning five percent or more of the shares and/or votes in the Company as of February 18, 2025 (and any known changes thereafter).

Shareholder	Number of shares and votes	Percentage of shares and votes (%)
Stampede Natural Resources S.A.R.L	53,519,595	12.3%
Fidelity Investments (FMR)	43,424,739	9.9%
Others	339,658,236	77.8%
Total	**436,602,570**	**100.0%**

Expected ownership structure immediately after the completion of the Amalgamation

Shareholder	Number of shares and votes	Expected percentage of shares and votes (%)
BTG Oil & Gas	239,828,655	35.5%
Stampede Natural Resources S.A.R.L	53,519,595	7.9%
Fidelity Investments (FMR)	43,424,739	6.4%
Others	339,658,236	50.2%
Total	**676,431,225**	**100.0%**

SHAREHOLDERS' AGREEMENTS

Africa Oil has on May 1, 2015, entered into an investment agreement with Stampede Natural Resources S.A.R.L ("**Stampede**"), pursuant to which Stampede has certain board nomination rights provided that it directly or indirectly owns at least five percent of the Company. For more information, see "*Legal considerations and supplementary information–Material Agreements–Investment agreement with Stampede".*

Africa Oil has also entered into an Investor Rights Agreement with BTG Oil & Gas as part of the Amalgamation that, *inter alia*, provides BTG Oil & Gas with certain board nomination rights based on specific thresholds of BTG Oil & Gas' continued shareholding in the enlarged Africa Oil after the Amalgamation. For more information, see "*Legal considerations and supplementary information–Material Agreements–Investor Rights Agreement with BTG Oil & Gas*".

The board of directors of Africa Oil is not aware of any other shareholders' agreements or other agreements aimed at joint influence over the Company after the Amalgamation, or that may lead to a change of control over the Company.

INFORMATION REGARDING MANDATORY BIDS

After the admission to trading of the Company's shares on Nasdaq Stockholm, the Swedish Act on Public Takeovers on the Stock Market (Sw. *lagen (2006:451) om offentliga uppköpserbjudanden på aktiemarknaden*) (the "**Swedish Takeover Act**"), Nasdaq Stockholm's Takeover Rules and the Swedish Securities Council's rulings regarding interpretation and application of Nasdaq Stockholm's Takeover Rules and, where applicable, the Swedish Industry and Commerce Stock Exchange Committee's former rules on public offers, will be applicable on public offers regarding the shares in the Company.

The shares in the Company are not subject to any mandatory public offer or any offers due to buy-out rights or sell-out obligations. No public offer has occurred in respect of the Company's shares during the current or last financial year.

As the Company is a reporting issuer in Canada, it is subject to National Instrument 62-104 – Take-Over Bids and Issuer Bids ("**NI 62-104**"). In accordance with NI 62-104, if a party makes an offer to acquire outstanding voting or equity securities of a class made to any person or company in Canada where the securities subject to the offer to acquire, together with the offeror's securities, constitute in the aggregate 20 percent or more of the outstanding securities of that class of securities at the date of the offer to acquire, then absent an exemption, the bidder must make a formal offer to acquire all of the securities of that class (the "**Bid**"), and the Bid must be on the same terms and conditions as the original offer to acquire the securities.

The Bid must be made by way of the delivery of a circular containing the terms and conditions of the Bid to all shareholders of the target class. The Bid must have a minimum deposit period of up to 105 days (though the target board can reduce the minimum Bid period to not less than 35 days in certain cases). The Bid must meet a minimum tender requirement of more than 50 percent of the outstanding securities held by shareholders other than the bidder, its affiliates and persons acting jointly or in concert with the bidder.

If all terms and conditions of the Bid have been complied with or waived, the bidder must issue a press release to this effect and extend the Bid period by at least 10 days to allow remaining securityholders to tender to the Bid.

No securities may be taken up by the bidder until the initial bid period has expired and all terms and conditions of the Bid have been satisfied or waived (except for the minimum 50 percent deposit condition which must be satisfied but cannot be waived), at which point the bidder must take up the securities and pay for them no later than three business days after being taken up.

Legal considerations and supplementary information

INFORMATION ABOUT THIS PROSPECTUS

The Prospectus has been approved by the SFSA as the competent authority under the Prospectus Regulation. The SFSA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval shall not be considered as an endorsement of the Company or of the quality of the securities that are the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the securities.

The Prospectus has been drawn up as part of a simplified prospectus in accordance with Article 14 of the Prospectus Regulation.

The Prospectus was approved by the SFSA on February 21, 2025. The Prospectus is valid for up to twelve months following the date of approval provided that it is supplemented when necessary according to Article 23 of the Prospectus Regulation. The obligation to supplement the Prospectus in the event of significant new circumstances, material mistakes or material inaccuracies does not apply when the Prospectus is no longer valid.

The courts of Sweden have exclusive jurisdiction to settle any conflict or dispute arising out of or in connection with the Prospectus.

GENERAL CORPORATE INFORMATION

Africa Oil Corp., incorporation number BC0443700, is a public limited liability company incorporated in the Province of British Columbia, Canada. The Company was incorporated under the Business Corporations Act (British Columbia) S.B.C. 2002 c.57, as amended, including the regulations promulgated thereunder (the "**BCBCA**") on March 29, 1993 under the name "Canmex Minerals Corporation". The Company changed its legal and commercial name to "Africa Oil Corp." on August 20, 2007. Africa Oil operates under the BCBCA.

Africa Oil's registered office is located at Suite 2500, 666 Burrard Street, Vancouver, British Columbia, Canada V6C 2X8. The Company's phone number is +44 20 8017 1511 and the address to the Company's website is www.africaoilcorp.com. The information on the website does not form part of the Prospectus unless that information is explicitly incorporated by reference into the Prospectus.

The Company's LEI code is 549300071188HIDJEB11.

MATERIAL AGREEMENTS

The following are material agreements (excluding agreements entered into in the ordinary course of business) that have been entered into by a Group company within two years immediately prior to the date of this Prospectus, as well as agreements containing provisions under which a Group company has an obligation or entitlement which is material to the Group as of the date of this Prospectus.

Amalgamation Agreement regarding interest in Prime

On June 23, 2024, Africa Oil entered into an agreement with BTG Oil & Gas and BTG, the entity which holds BTG Oil & Gas' interest in Prime, in relation to their joint 50:50 ownership of Prime, Africa Oil's investee company with deepwater assets located offshore Nigeria. As of the date of this Prospectus, Prime accounts for 100 percent of Africa Oil's reserves and production.

Under the Amalgamation Agreement, BTG will be amalgamated under Canadian corporate law with ReorgCo, with BTG Oil & Gas receiving newly issued common shares in Africa Oil as part of the amalgamation (the "**Proposed Reorganization**"). On completion of the Proposed Reorganization, BTG Oil & Gas is expected to hold approximately 35 percent of the outstanding share capital of the enlarged Africa Oil (on a partially diluted basis, excluding certain performance share units with a long vesting horizon), based on the current number of Africa Oil shares.

Completion of the Amalgamation is subject to customary closing conditions, including (i) approval by the shareholders of Africa Oil (which was obtained on October 15, 2024), (ii) completion of the farm-out of Africa Oil's Namibian interests (held via Impact) to TotalEnergies, (iii) approval by the TSX, including approval for listing of the Africa Oil shares to be issued in connection with the Proposed Reorganization and the appointment of the BTG Oil & Gas-nominated directors to the board of directors, (iv) receipt of certain regulatory consents and approvals in Nigeria, and (v) completion of a pre-agreed pre-completion reorganization of the holding structure of BTG to implement the Amalgamation Agreement.

Investor Rights Agreement with BTG Oil & Gas

As part of the Proposed Reorganization, Africa Oil and BTG Oil & Gas entered into an Investor Rights Agreement on June 23, 2024 that, *inter alia*, provides BTG Oil & Gas with certain board nomination rights based on specific thresholds of BTG Oil & Gas' continued shareholding in the enlarged Africa Oil. Under the Investor Rights Agreement, BTG Oil & Gas will have the right to nominate three non-executive directors to the board of directors, one of whom will be the non-executive Chair, if BTG Oil & Gas' shareholding is 30 percent or greater, reducing to two non-executive directors if BTG Oil & Gas' shareholding is 20 percent or greater but less than 30 percent, and further reducing to one non-executive director if BTG Oil & Gas' shareholding is less than 20 percent but at least 10 percent. BTG Oil & Gas will not have any board nomination rights under the Investor Rights Agreement if its shareholding reduces to less than 10 percent. Pursuant to the Investor Rights Agreement, BTG Oil & Gas is also granted a right to nominate the Chief Financial Officer of Africa Oil.

BTG Oil & Gas has agreed to certain lock-up and standstill provisions as part of the Investor Rights Agreement. These stipulate that for a period of two years from the date of completion, BTG Oil & Gas will not, without prior approval from the non-BTG Oil & Gas nominated directors, be entitled to:

- transfer the Africa Oil common shares received in connection with the Proposed Reorganization (and any additional Africa Oil common shares it may acquire as a result of certain participation rights provided to BTG Oil & Gas in the Investor Rights Agreement), subject to certain exceptions, or be entitled to increase its stake in the enlarged Africa Oil to more than 50 percent; or
- enter into a voting arrangement or similar agreement with a third party regarding its Africa Oil shares if, when any holdings by such third party and its joint actors are aggregated with BTG Oil & Gas' ownership would exceed a 50 percent shareholding in the enlarged Africa Oil; or
- make, assist, encourage or facilitate a tender offer that would result in the

offeror owning 50 percent or more of the enlarged Africa Oil; or

- initiate any proxy contest, put forth any shareholder proposal, or vote against Africa Oil board nominees for election as directors, save that BTG Oil & Gas and its affiliates shall otherwise be free to exercise the votes attaching to their shares in the enlarged Africa Oil at their discretion; or
- advise, assist, contact, encourage, or act jointly or in concert with any other person to engage in any of the activities prohibited above; or
- make any public disclosure with respect to the foregoing.

The Investor Rights Agreement contains customary information, inspection, participation and registration rights for BTG Oil & Gas.

The Investor Rights Agreement will be automatically terminated if (i) prior to implementation of the Amalgamation, the Amalgamation Agreement is terminated in accordance with its terms or (ii) following implementation of the Amalgamation, BTG Oil & Gas' shareholding in the enlarged Africa Oil falls below 10 percent.

Impact Option Agreement

On August 27, 2024, the Company signed an Option Agreement with three shareholders in Impact to purchase an additional 80,160,198 shares in Impact. Under the Option Agreement, the Company had the right to acquire these additional shares in Impact at an exercise price of GBP 0.57 per share for a period of up to six months from the Option Agreement's signing date. The Company purchased the call option feature at a price of GBP 0.08 per underlying Impact share (a total cost of approximately GBP 6.4 million). The Company exercised the call option on November 5, 2024 and completed the transaction on November 19, 2024. The amount paid by the Company on completion of the call option was approximately GBP 45.7 million.

Term loan agreement, as amended and restated between Africa Oil, Petrovida Holding BV, Africa Oil Holdings B.V., Mauritius Commercial Bank Limited, ABSA Bank Limited, the Standard Bank of South Africa Ltd and Firstrand Bank Limited

On May 21, 2024, the Company amended its existing corporate facility originally entered into on May 13, 2021. At any point before Prime refinances its debt, the availability under the amended corporate facility will be MUSD 65.0 until June 30, 2025, MUSD 43.0 from July 1, 2025, until June 30, 2026 and MUSD 22.0 from July 1, 2026 to May 21, 2027 (the corporate facility's new final maturity date). After Prime refinances its debt, the availability under the corporate facility will be MUSD 125.0 until June 30, 2026 and MUSD 63.0 from July 1, 2026 until May 21, 2027. Commitment fees of 40 percent of the margin are payable on the undrawn available portion of the corporate facility and commitment fees of 15 percent of the margin are payable on the unavailable portion of the corporate facility. The corporate facility carries interest of 1 month-SOFR plus a margin of 6.5 percent in the first year from May 21, 2024, 7.0 percent in the second year and 7.5 percent in the third year. As of the date of this Prospectus, the Company has not utilized the corporate facility.

Petrovida sale and purchase agreement (as amended)

On October 31, 2018, a consortium led by Vitol and comprising Africa Oil (25 percent), Delonex Energy Ltd. (25 percent) and Vitol Investment Partnership II Ltd. (50 percent), entered into a share purchase agreement to acquire a 50 percent ownership interest in Petrobras Oil and Gas B.V. for $1.407 billion. The share purchase agreement was subsequently amended and Delonex Energy Ltd. and Vitol Investment Partnership II Ltd.

withdrew from the share purchase agreement, resulting in the acquisition by Africa Oil of the entire 50 percent interest in Petrobras Oil and Gas B.V. (which subsequently became Prime).

Investors' agreement between Africa Oil, Impact, Deepkloof Limited and Helios Natural Resources 2 Limited

On February 7, 2018, the Company entered into an investors' agreement with Impact and certain other shareholders of Impact. The investors' agreement provides the Company with the right to nominate up to two members of the board of directors of Impact (which may consist of a maximum of nine (9) members) based on certain share ownership thresholds and consent rights with respect to certain fundamental matters in respect of Impact, including the future issuance of securities of Impact. The rights pursuant to the investors' agreement will cease upon the Company holding less than 10 percent of the Impact shares.

Equity subscription agreement between Africa Oil and International Finance Corporation

On August 18, 2015, the Company entered into an equity subscription agreement with the International Finance Corporation ("**IFC**") to sell, on a non-brokered private placement basis, 31,169,048 of its common shares at a price of CAD 2.10 for gross proceeds of CAD 65,455,000 (approximately MUSD 50). Upon completion of the private placement, IFC held approximately 6.83 percent of the issued and outstanding common shares of the Company. While IFC continues to hold shares in the Company, the Company is subject to certain obligations which include, without limitation, certain ongoing obligations and information covenants in respect of the performance of its business.

Investment agreement with Stampede

On May 1, 2015, the Company entered into an investment agreement with Stampede, an entity owned by a fund advised by Helios Investment Partners LLP, to sell, on a non-brokered private placement basis, 52,623,377 of its common shares at a price of CAD 2.31 for gross proceeds of CAD 121,560,000 (approximately MUSD 100). On completion of the investment agreement, Stampede owned approximately 12.37 percent of the issued and outstanding common shares of the Company.

Under the terms of the investment agreement, Stampede has certain board nomination rights provided it directly or indirectly owns at least five percent of the Company. These include the right to nominate a representative for appointment to the board of directors of the Company.

LICENSES

Africa Oil is engaged in conventional oil and gas exploration and appraisal operations and is not dependent upon specific licenses or patents to carry on its activities other than the PSCs and exploration rights entered into between the Company and the host governments in the countries in which it operates.

LEGAL AND ARBITRATION PROCEEDINGS

Africa Oil has not been part of any governmental, legal or arbitration proceedings, and is not aware of any pending or threatened proceedings, during the previous twelve months that have had or could have a material effect on Africa Oil's financial position or profitability.

RELATED PARTY TRANSACTIONS

On July 26, 2024, the Company signed an agreement with Eco to acquire an additional 1.0 percent interest in Block 3B/4B from Azinam Limited, Eco's wholly owned subsidiary, in exchange for all common shares and warrants over common shares held by the Company in Eco. On January 13, 2025, the Company announced that it had completed this transaction. The Company's interest in Block 3B/4B consequently increased by 1.0 percent to 18.0 percent and the Company ceased to be a shareholder in Eco. Africa Oil will benefit from the carry agreed between Eco, TotalEnergies and QatarEnergy for this incremental interest. The transaction with Eco was, in Africa Oil's assessment, entered into on an arm's length basis.

Other than as set out above, the Company has not entered into any material related party transactions since September 30, 2024 up until the date of the Prospectus.

SUMMARY OF INFORMATION ANNOUNCED IN ACCORDANCE WITH MAR

The information that Africa Oil has announced in accordance with the EU Market Abuse Regulation (EU) No 596/2014 during the past 12 months from and including the date of the Prospectus, and that is relevant as of the date of the Prospectus, is set forth below.

Financial

- Africa Oil announced fourth quarter and full year 2023 results (February 26, 2024).
- Africa Oil announced first quarter 2024 results (May 15, 2024).
- Africa Oil announced second quarter 2024 results (August 15, 2024).
- Africa Oil announced third quarter 2024 results (November 13, 2024).

Other

- Africa Oil provided Namibia and Nigeria operational update (February 8, 2024).
- Africa Oil announced its year-end 2023 statement of reserves (February 26, 2024).
- Africa Oil announced agreement to consolidate the remaining 50 percent interest in Prime (June 24, 2024).
- Africa Oil announced that it had signed a call and put option agreement with three shareholders in Impact to purchase a material 7.0 percent interest in Impact (August 27, 2024).
- Africa Oil announced the completion of the strategic farm down for Orange Basin Block 3B/4B (August 28, 2024).
- Africa Oil announced the clearance of the Prime consolidation by Nigerian regulators (October 30, 2024).
- Africa Oil announced the renewal of the Petroleum Mining Lease 52 (November 1, 2024).
- Africa Oil announced the completion of the strategic farm-down of Impact's Namibian interest and provided an operational update on Namibia (November 1, 2024).
- Africa Oil announced the renewal of its share buyback program (December 4, 2024).
- Africa Oil announced increase in its interest in the Core Orange Basin Block 3B/4B (January 13, 2025).

INTEREST OF ADVISORS

Gernandt & Danielsson Advokatbyrå KB, Bracewell (UK) LLP and Torys LLP have acted legal counsels to Africa Oil in connection with the preparation of the Prospectus and the admission to trading of the newly issued shares on Nasdaq Stockholm, and may provide additional legal services to the Company.

COSTS RELATED TO THE ADMISSION TO TRADING ON NASDAQ STOCKHOLM

The Company's costs attributable to the preparation of the Prospectus and the admission to trading of 239,828,655 shares on Nasdaq Stockholm are estimated to amount to approximately CAD 500,000. Such costs primarily relate to fees for legal counsel and auditors and fees to the SFSA.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents form part of this Prospectus and are incorporated by reference:

- BTG's unaudited condensed interim financial statements as at and for the three and nine months ended September 30, 2024, available on https://africaoilcorp.com/investor-summary/financial-reports-meetings-filings/.
- BTG's audited financial statements as at and for the year ended December 31, 2023, available on https://africaoilcorp.com/investor-summary/financial-reports-meetings-filings/.
- Prime's unaudited interim condensed consolidated financial statements as at and for the three and nine months ended September 30, 2024, available on https://africaoilcorp.com/investor-summary/financial-reports-meetings-filings/.
- Prime's audited special purpose consolidated financial statements as at and for the year ended December 31, 2023, available on https://africaoilcorp.com/investor-summary/financial-reports-meetings-filings/.
- Africa Oil's Statement of Reserves Data and Other Oil and Gas Information for fiscal year ended December 31, 2023 (Form NI 51-101F1) (pages 1-25), which can be found in the Company's annual information form dated February 26, 2024, available on https://africaoilcorp.com/investor-summary/financial-reports-meetings-filings/ and under the Company's profile at www.sedarplus.ca.
- Africa Oil's Report of Management and Directors on Oil and Gas Disclosure (Form NI 51-101F3) (pages 1-2), which can be found in the Company's annual information form dated February 26, 2024, available on https://africaoilcorp.com/investor-summary/financial-reports-meetings-filings/ and under the Company's profile at www.sedarplus.ca.
- Africa Oil's Prospective Resources report of independent qualified evaluator for Block 3B/4B, South Africa (pages 2-8), available on https://africaoilcorp.com/investor-summary/financial-reports-meetings-filings/.
- Prime's Reserves & Contingent Resources Audit of OML 127, PML 2, PML 3, PML 4 & PPL 261, offshore Nigeria as of Year End 2023 (pages ii – viii), available on https://africaoilcorp.com/investor-summary/financial-reports-meetings-filings/.
- Prime's Prospective Resources Audit OML 127, PML 2, PML 3, PML 4 & PPL 261 offshore Nigeria as of 1 January 2024 (pages ii – v), available on https://africaoilcorp.com/investor-summary/financial-reports-meetings-filings/.

Unless stated otherwise, the pages and sections in the above documents that are not incorporated by reference into this Prospectus, are either not relevant or have been repeated in this Prospectus.

INTEREST OF EXPERTS

The persons who have reviewed and approved the reserves and resources data for the Company's and Prime's (as applicable) material properties or who have authored or accepted responsibility for portions of the reports listed below, which have been included in this Prospectus by reference with the consent of such persons, are as follows:

- *Africa Oil's Statement of Reserves Data and Other Oil and Gas Information for fiscal year ended December 31, 2023 (Form NI 51-101F1)*: Gavin Ward, Fellow of the Geological Society of London (FGS), Fellow of the Association of Chartered Certified Accountants (FCCA), Honorary life member of the Geoscience Energy Society of Great Britain (GESGB), member of Society of Petroleum Engineers (SPE), member of Society of Petroleum Evaluation Engineers (SPEE), B.Sc. (Hons) Geology & Physics, MBA, DipM., RISC (UK) Limited, 20 St Dunstan's Hill, London, EC3R 8HL.
- *Africa Oil's Report of Management and Directors on Oil and Gas Disclosure (Form NI 51-101F3)*: Gavin Ward, Fellow of the Geological Society of London (FGS), Fellow of the Association of Chartered Certified Accountants (FCCA), Honorary life member of the Geoscience Energy Society of Great Britain (GESGB), member of Society of Petroleum Engineers (SPE), member of Society of Petroleum Evaluation Engineers (SPEE), B.Sc. (Hons) Geology & Physics, MBA, DipM., RISC (UK) Limited, 20 St Dunstan's Hill, London, EC3R 8HL
- *Africa Oil's Prospective Resources report of independent qualified evaluator for Block 3B/4B, South Africa*: Gavin Ward, Fellow of the Geological Society of London (FGS), Fellow of the Association of Chartered Certified Accountants (FCCA), Honorary life member of the Geoscience Energy Society of Great Britain (GESGB), member of Society of Petroleum Engineers (SPE), member of Society of Petroleum Evaluation Engineers (SPEE), B.Sc. (Hons) Geology & Physics, MBA, DipM., RISC (UK) Limited, 20 St Dunstan's Hill, London, EC3R 8HL.
- *Prime's Reserves & Contingent Resources Audit of OML 127, PML 2, PML 3, PML 4 & PPL 261, offshore Nigeria as of Year End 2023*: Gavin Ward, Fellow of the Geological Society of London (FGS), Fellow of the Association of Chartered Certified Accountants (FCCA), Honorary life member of the Geoscience Energy Society of Great Britain (GESGB), member of Society of Petroleum Engineers (SPE), member of Society of Petroleum Evaluation Engineers (SPEE), B.Sc. (Hons) Geology & Physics, MBA, DipM., RISC (UK) Limited, 20 St Dunstan's Hill, London, EC3R 8HL.
- *Prime's Prospective Resources Audit OML 127, PML 2, PML 3, PML 4 & PPL 261 offshore Nigeria as of 1 January 2024*: Gavin Ward, Fellow of the Geological Society of London (FGS), Fellow of the Association of Chartered Certified Accountants (FCCA), Honorary life member of the Geoscience Energy Society of Great Britain (GESGB), member of Society of Petroleum Engineers (SPE), member of Society of Petroleum Evaluation Engineers (SPEE), B.Sc. (Hons) Geology & Physics, MBA, DipM., RISC (UK) Limited, 20 St Dunstan's Hill, London, EC3R 8HL.

To the best of the board of directors' knowledge, none of the above listed persons have any material interest in the Company, taking into consideration any ownership of securities, any current or former employment or compensation received from the Company, and any past or current membership in any of the Company's bodies.

DOCUMENTS AVAILABLE FOR INSPECTION

During the validity of this Prospectus, the following documents are available in electronic form on the Company's website www.africaoilcorp.com[5] or under the Company's profile at www.sedarplus.ca:

(a) the Company's certificate of incorporation and articles of incorporation; and

(b) all reports, letters, and other documents, valuations and statements prepared by any expert at the Company's request, any part of which is included or referred to in the Prospectus.

IMPORTANT INFORMATION ON TAXATION

The tax legislation in Canada and Sweden, and in the investor's home country, may affect any income received from shares in Africa Oil.

The taxation of any dividend as well as capital gains taxation and rules concerning capital losses in connection with disposal of securities depends on the shareholder's particular circumstances. Special tax rules apply to certain categories of tax payers and certain types of investment forms. Each shareholder should therefore consult a tax advisor for information on the specific implications that may arise for information on the specific implications that may arise in an individual case, including the application and effect of foreign tax rules and tax treaties.

[5] The website is not incorporated by reference and does not form part of the Prospectus.

Definitions and glossary

“Arostyle”	Arostyle Investments (RF) (Proprietary) Limited
“Africa Oil”, the “Company” and the “Group”	Africa Oil Corp., the group in which Africa Oil Corp. is the parent company or Africa Oil Corp.’s subsidiaries, depending on the context
“Amalco”	The amalgamated company arising as a result of the Amalgamation
“Amalgamation”	The amalgamation of BTG and ReorgCo
“Amalgamation Agreement”	Agreement entered into on June 23, 2024, regarding the Amalgamation
“Amended JSA”	Amended and restated joint sale agreement between BTG and Petrobras dated October 31, 2018
“BCBCA”	The Business Corporations Act (British Columbia) S.B.C. 2002 c.57, as amended, including the regulations promulgated thereunder
“BTG”	BTG Pactual Holding S.à r.l.
“BTG Oil & Gas”	BTG Pactual Oil & Gas S.à r.l.
“CAD”	Canadian dollars
“Chevron”	Star Deep Water Petroleum Limited (a Chevron group Nigerian entity)
“Eco”	Eco (Atlantic) Oil & Gas Ltd.
“Equinor”	Equinor Nigeria Energy Company Limited
“ESIA”	Environmental and Social Impact Assessment
“Euroclear Sweden”	Euroclear Sweden AB
“IFC”	International Finance Corporation
“IFRS Accounting Standards”	International Financial Reporting Standards as issued by International Accounting Standards Board
“Impact”	Impact Oil & Gas Limited
“Investor Rights Agreement”	Agreement entered into between Africa Oil and BTG Oil & Gas on June 23, 2024, as part of the Proposed Reorganization.
“JOA”	Joint Operating Agreement
“JV”	Joint venture
“Main Street”	Main Street 1549 Proprietary Ltd.
“MUSD”	Million USD
“Nasdaq Stockholm”	The regulated market managed by Nasdaq Stockholm AB
“NI 62-104”	National Instrument 62-104 – Take-Over Bids and Issuer Bids

“Option Agreement”	Call and put option agreement entered into on August 27, 2024, to purchase an additional 80,160,198 shares in Impact
“Petrobras”	Petrobras International Braspetro B.V.
“Plan”	Africa Oil’s stock option plan approved at the annual general meeting held on April 18, 2019
“Prime”	Prime Oil & Gas Coöperatief U.A.
“Prime 127”	Prime 127 Nigeria Limited
“Proposed Reorganization”	Amalgamation under Canadian corporate law of BTG with ReorgCo, with BTG Oil & Gas receiving newly issued common shares in Africa Oil as part of the amalgamation
“Prospectus Regulation”	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC
“PSC”	Production Sharing Contract
“PSUs”	Performance share units
“PwC”	PricewaterhouseCoopers LLP, Canada
“QatarEnergy”	QatarEnergy International E&P LLC
“ReorgCo”	Africa Oil Papa Corp.
“RISC”	RISC (UK) Limited
“RSUs”	Restricted share units
“SEK”	Swedish kronor
“SFSA”	Swedish Financial Supervisory Authority
“Stampede”	Stampede Natural Resources S.A.R.L
“Swedish Takeover Act”	The Swedish Act on Public Takeovers on the Stock Market (Sw. *lagen (2006:451) om offentliga uppköpserbjudanden på aktiemarknaden*)
“TotalEnergies”	TotalEnergies EP South Africa B.V.
“TSX”	Toronto Stock Exchange
“USD”	United States dollar
“ÖPwC”	Öhrlings PricewaterhouseCoopers AB

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