

AFRICA OIL CORP.
(the "Corporation")

**MINUTES OF THE ANNUAL GENERAL AND SPECIAL MEETING OF THE SHAREHOLDERS
OF THE CORPORATION HELD AT 900 WEST GEORGIA STREET
VANCOUVER, BRITISH COLUMBIA ON JUNE 3, 2013**

With the consent of the meeting, Mr. Keith Hill, President and Chief Executive Officer, acted as Chairman of the meeting and Mrs. Ronda Fullerton, Assistant Corporate Secretary, acted as Recording Secretary of the meeting.

Mr. Hill called the meeting to order.

APPOINTMENT OF SCRUTINEER

The Chairman appointed Ms. Jenny Karim of Computershare Investor Services Inc., the Corporation's transfer agent and registrar, to be the scrutineer (the "Scrutineer") of the meeting. The Chairman then requested that anyone not having registered their proxies with the Scrutineer do so.

QUORUM

The Chairman received the preliminary written report on attendance from the Scrutineer. The Chairman advised that the Scrutineer's report indicated that there were no shareholders present in person at the meeting and that there were 155 shareholders represented by proxy at the meeting, holding an aggregate 91,874,859 common shares representing approximately 36.37% of the issued and outstanding shares in the capital of the Corporation being 252,611,306 as of the date of record being April 26, 2013.

The Chairman declared the meeting to be regularly called and properly constituted for the transaction of business.

VOTING PROCEDURE

The Chairman advised that voting would be conducted by a show of hands, unless a poll was demanded.

NOTICE OF MEETING

The Scrutineer filed with the Recording Secretary an Affidavit of mailing confirming that the notice calling the meeting and the accompanying management proxy circular, form of proxy, supplemental return card and return envelope had been mailed to all common shareholders on May 8, 2013. The Chairman dispensed with the reading of the notice of meeting and requested that the said Affidavit be annexed to the minutes of the meeting.

MINUTES OF LAST MEETING

UPON MOTION duly made and carried, IT WAS RESOLVED that the reading of the minutes of the last annual meeting of the Corporation held on May 31, 2012 be dispensed with and that the minutes be taken as read and confirmed. The Chairman advised that the minutes of that meeting were available for inspection.

FINANCIAL STATEMENTS

The Chairman presented the consolidated audited financial statements of the Corporation for the twelve (12) months ended December 31, 2012, together with the auditors' report thereon.

UPON MOTION duly made and carried, IT WAS RESOLVED that the consolidated audited financial statements of the Corporation for the twelve (12) months ended December 31, 2012, together with the report of the auditors thereon as presented, be received.

FIX THE NUMBER OF DIRECTORS

The Chairman advised that next item of business was to fix the number of directors at five (5).

UPON MOTION duly made and carried, IT WAS RESOLVED that the number of directors to serve on the Corporation's board of directors be fixed at five (5).

ELECTION OF DIRECTORS

The Chairman advised that the next item of business was the election of directors for the ensuing year. The Chairman advised that the number of directors to be elected was five (5) and declared the meeting open for nominations. The following persons were nominated:

Bryan Benitz
J. Cameron Bailey
Keith C. Hill
Gary S. Guidry
John H. Craig

The Chairman called for further nominations. None were offered and the Chairman declared nominations closed.

UPON MOTION duly made and carried, IT WAS RESOLVED that the above-noted nominees be elected by acclamation as directors of the Corporation to hold office for the ensuing year or until their successors are elected or appointed.

APPOINTMENT AND REMUNERATION OF AUDITORS

UPON MOTION duly made and carried, IT WAS RESOLVED that PricewaterhouseCoopers, LLP Chartered Accountants, be appointed auditors of the Corporation to hold office until the close of the next annual meeting of shareholders or until their successors are appointed, at a remuneration to be fixed by the directors.

RATIFICATION OF THE STOCK OPTION PLAN

The Chairman advised the next item of business was to approve and confirm an ordinary resolution adopting the 10% Rolling Stock Option Plan which permits the issuance of up to 10% of the issued Common Shares from time to time. To be effective, the resolution must be passed by a simple majority of the votes cast thereon by Shareholders present in person or by proxy at the Meeting.

UPON MOTION duly made and carried, IT WAS RESOLVED that:

- (a) the 10% Rolling Stock Option Plan of the Corporation, as adopted by the Board of Directors, be and is hereby approved and ratified, and the Corporation be and is hereby authorized to reserve for issuance pursuant to the 10% Rolling Stock Option Plan up to 10% of the issued and outstanding common shares of the Corporation from time to time;
- (b) the Board of Directors be and is hereby authorized on behalf of the Corporation to make any amendments to the 10% Rolling Option Plan as may be required by regulatory authorities or otherwise made necessary by applicable legislation, without further approval of the shareholders of the Corporation, in order to ensure the adoption and efficient function of the 10% Rolling Stock Option Plan; and
- (c) any director or officer of the Corporation be and is hereby authorized and directed to do such things and to execute and deliver all such instruments, deeds and documents, and any amendments thereto, as may be

necessary or advisable in order to give effect to the foregoing resolutions, and to complete all transactions in connection with the implementation of the 10% Rolling Stock Option Plan.

ADVANCE NOTICE PROVISIONS

The Chairman advised the next item of business was to approve and confirm a special resolution authorizing an alteration of the Corporation's articles to include advance notice provisions. To be effective, the resolution must be passed by two thirds of the votes cast thereon by shareholders present in person or by proxy at the Meeting.

UPON MOTION duly made and carried, IT WAS RESOLVED that:

- (a) the Articles of the Corporation be altered by adding the text substantially set forth in Schedule "B" to the Management Proxy Circular for this Meeting as and at Section 27 of the Articles;
- (b) the Corporation be authorized to revoke this special resolution and abandon or terminate the alteration of the Articles if the Board deems it appropriate and in the best interests of the Corporation to do so without further confirmation, ratification or approval of the shareholders; and
- (c) any one director or officer of the Corporation be and is hereby authorized and directed to do all such acts and things and to execute and deliver all such documents, instruments and assurances as in the opinion of such director or officer may be necessary or desirable to give effect to the foregoing resolutions.

DESTRUCTION OF PROXIES

UPON MOTION duly made and carried, IT WAS RESOLVED that the proxies returned for this meeting be retained by the Corporation at its registered and records office until September 4, 2013, at which time, they may be destroyed.

OTHER BUSINESS and CONCLUSION

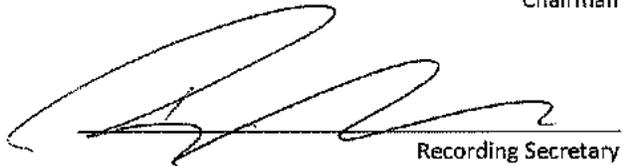
Conclusion

No other matters having been brought before the meeting, UPON MOTION duly made and carried, IT WAS RESOLVED that the meeting be concluded.

The Chairman thanked everyone in attendance.



Chairman



Recording Secretary

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27. ADVANCE NOTICE PROVISIONS**27.1 Nomination of Directors**

- (1) Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Company. Nominations of persons for election to the board may be made at any annual meeting of shareholders or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors:
 - (a) by or at the direction of the board, including pursuant to a notice of meeting;
 - (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Business Corporations Act, or a requisition of the shareholders made in accordance with the provisions of the Business Corporations Act; or
 - (c) by any person (a "Nominating Shareholder"): (A) who, at the close of business on the date of the giving of the notice provided for below in this Article 27.1 and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and (B) who complies with the notice procedures set forth below in this Article 27.1.
- (2) In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the Secretary of the Company at the principal executive offices of the Company.
- (3) To be timely, a Nominating Shareholder's notice to the Secretary of the Company must be made:
 - (a) in the case of an annual meeting of shareholders, not less than 36 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the Notice Date) on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the Notice Date; and
 - (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made. In no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder's notice as described above.
- (4) To be in proper written form, a Nominating Shareholder's notice to the Secretary of the Company must set forth:
 - (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director: (A) the name, age, business address and residential address of the person; (B) the principal occupation or employment of the person; (C) the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and (D) any other information relating to the person that would be required

to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Business Corporations Act and Applicable Securities Laws (as defined below); and

- (b) as to the Nominating Shareholder giving the notice, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of the Company and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Business Corporations Act and Applicable Securities Laws (as defined below).
- (5) The Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as an independent director of the Company or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee.
- (6) No person shall be eligible for election as a director of the Company unless nominated in accordance with the provisions of this Article 27.1; provided, however, that nothing in this Article 27.1 shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Business Corporations Act. The Chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.
- (7) For purposes of this Article 27.1:
- (a) "public announcement" shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Company under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and
 - (b) "Applicable Securities Laws" means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.
- (8) Notwithstanding any other provision of this Article 27.1, notice given to the Secretary of the Company pursuant to this Article 27.1 may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Secretary of the Company for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Secretary at the address of the principal executive offices of the Company; provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

27.2 Application

- (1) Article 27.1 does not apply to the Company in the following circumstances:
- (a) if and for so long as the Company is not a public company or a pre-existing reporting company which has the Statutory Reporting Company Provisions as part of its Articles or to which the Statutory Reporting Company Provisions apply; or
 - (b) to the election or appointment of a director or directors in the circumstances set forth in Article 14.7.