

AFRICA OIL CORP.
(the "Corporation")

**MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
OF THE CORPORATION HELD AT 900 WEST GEORGIA STREET
VANCOUVER, BRITISH COLUMBIA ON JUNE 3, 2014**

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 one shareholder was present and in person at the meeting and that there were 157 shareholders represented by proxy at the meeting, holding an aggregate 111,913,614 common shares representing approximately 36.04% of the issued and outstanding shares in the capital of the Corporation being 310,524,989 as of the date of record being April 25, 2014.

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, voting information form and return envelope had been mailed to all common shareholders on May 7, 2014. 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 general and special meeting of the Corporation held on June 3, 2013 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, 2013, 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, 2013, 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 (the "Stock Option Plan"), as amended, 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 Stock Option Plan is hereby ratified and approved, as amended, and as set forth in Appendix A to the Management Proxy Circular for this meeting; and
- (b) any one director or officer of the Corporation be and is hereby authorized and directed to do such things and to execute and deliver, under corporate seal of the Corporation or otherwise, all such deeds, documents, instruments, and assurances as in his or her opinion 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, 2014, 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