Consolidated Financial Statements
(Expressed in United States dollars)

AFRICA OIL CORP.

For the three and nine months ended September 30, 2010 and 2009

Unaudited
Prepared by Management

Africa Oil Corp.

Third Quarter 2010 Highlights

- Africa Oil applied for and was approved for a secondary listing of its common shares on the First North list of the NASDAQ OMX Stock Exchange (Stockholm). The Company's common shares commenced trading on First North on September 30, 2010 under the symbol "AOI".

- The assignment, from Platform Resources Inc. to Africa Oil, of Platform's 100% interest in Blocks 12A and 13T in Kenya received regulatory approval and the transaction was completed.

- The Company completed the farmout agreement with Agriterra Ltd. (formerly White Nile Ltd.). Under the farmout agreement, Africa Oil acquired an 80% participating interest in, and operatorship of, the South Omo Block in Ethiopia.

- The Company signed a definitive farmout agreement with Tullow Oil plc whereby Tullow will acquire a 50% interest in, and operatorship of Blocks 10B and 10A in Kenya and the South Omo block in Ethiopia. In consideration, Tullow will pay to Africa Oil approximately US$10MM, representing 50% of Africa Oil's past costs in the blocks. Tullow will also fund Africa Oil's working interest share of future joint venture expenditures in these blocks until the cap of US$23.75MM is reached. Once the expenditure cap has been met, Africa Oil will be responsible for its working interest share of future costs.

- In order to provide the necessary interest to Tullow, Africa Oil also amended its existing farmout agreement with Lion Energy Corp. The amendment of the Lion farmout agreement provides that Lion will reduce its interest in Block 10BB to 10% (originally 20%) and will not retain any interest in Block 10A (originally 25%). As consideration, Africa Oil has agreed to pay Lion US$2.5 million in cash and to issue to Lion 2.5 million common shares of Africa Oil. Africa Oil has also agreed to the elimination of future expenditure promotes in Block 10BB and on the Company's projects in Puntland (Somalia).

- Tullow has also exercised and option to acquire 50% of Africa Oil's interest in, and operatorship of, Blocks 12A and 13T in Kenya. Tullow will be responsible for paying Africa Oil its pro-rata share of back costs, including acquisition costs, and its respective share of future joint venture expenditures.

- Upon closing, the resultant interests in the blocks which are subject to the Tullow farmout agreement and the Lion amending agreement will be:

Block	Tullow	Africa Oil	Others
10BB (Kenya)	50%	40%	10%
10A (Kenya)	50%	30%	20%
12A (Kenya)	50%	50%	Nil
13T (Kenya	50%	50%	Nil
South Omo (Ethiopia)	50%	30%	20%

- Completion of the Tullow farmout and Lion amending agreement is expected in Q4 2010.

- The Company signed a definitive farmout agreement with Red Emperor Resources NL pursuant to which Red Emperor will acquire a 20% participating interest in the Dharoor and Nugaal Valley Blocks located in Puntland (Somalia).

- Exploration activities continue, including:
    - 610km of 2D seismic has been recorded and a geochemical survey completed in Block 10BB. Processing of the seismic data is ongoing;
    - The seismic crew is now mobilizing to Block 10A (Kenya), where a 750km 2D seismic program is planned;
    - The 500km 2D seismic program is ongoing in the Ogaden blocks (Ethiopia).
- The Company raised $CAD 25 million in gross proceeds through a non-brokered private placement.

The Company's long range plan is to increase shareholder value through the acquisition and exploration of oil and gas assets, located in under-explored geographic areas, in the early phase of the upstream oil and gas life-cycle and maturing them into marketable opportunities for larger oil and gas industry players. The Company is focused on high-impact exploration opportunities and has secured a portfolio of East African oil and gas assets which provide the shareholders exposure to multiple identified prospects and leads, geographically and geologically diversified across three East African countries and four under-explored petroleum systems. Africa Oil's mission is to de-risk this portfolio of oil and gas prospects and leads, while generating additional prospects and leads, through continuous oil and gas exploration activities. The Company is pursuing a leveraged farmout strategy aiming to leverage the current large working interest holdings in each of its operated blocks. The Company aims to continue to identify highly prospective exploration targets in geologically favorable settings. The Company will continue to consider acquisition and merger opportunities with a focus on North Africa and the Middle East. In general, Africa Oil will continue its portfolio approach to exploring a large number of oil and gas opportunities with the goal of increasing shareholder value.

AFRICA OIL CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
(Amounts expressed in United States dollars unless otherwise indicated)
For the three and nine months ended September 30, 2010 and 2009

Management's discussion and analysis ("MD&A") focuses on significant factors that have affected Africa Oil Corp. and its subsidiaries (the "Company" or "AOC") and such factors that may affect its future performance. In order to better understand the MD&A, it should be read in conjunction with the Company's audited consolidated financial statements for the years ended December 31, 2009 and 2008 and related notes thereto. The unaudited consolidated financial statements for the three and nine months ended September 30, 2010 and 2009 have not been reviewed by the Company's external auditors.

The financial information in this MD&A is derived from the Company's unaudited consolidated financial statements which are prepared in accordance with Canadian generally accepted accounting principles. The significant accounting policies are outlined within Note 2 to the consolidated financial statements of the Company.

The effective date of this MD&A is November 9, 2010.

Additional information about the Company and its business activities is available on SEDAR at www.sedar.com.

PROFILE AND STRATEGY

AOC is a Canadian-based company whose common shares are traded on the TSX Venture Exchange and the First North list of the NASDAQ OMX Stock Exchange in Sweden under the symbol "AOI". The Company is an international oil and gas exploration and development company, based in Canada, with oil and gas interests in Kenya, Ethiopia and Puntland (Somalia).

AOC's long range plan is to increase shareholder value through the acquisition and exploration of oil and gas assets, located in under-explored geographic areas, in the early phase of the upstream oil and gas life-cycle and maturing them into marketable opportunities for larger oil and gas industry players. The Company is focused on high-impact exploration opportunities and has secured a portfolio of East African oil and gas assets which provide the shareholders exposure to multiple identified prospects and leads, geographically and geologically diversified across three East African countries and four under-explored petroleum systems. Africa Oil's mission is to de-risk this portfolio of oil and gas prospects and leads, while generating additional prospects and leads, through continuous oil and gas exploration activities. The Company is pursuing a farmout strategy aiming to leverage the current large working interest holdings in each of its operated blocks. AOC aims to continue to identify additional highly prospective exploration targets in geologically favorable settings. The Company will continue to consider acquisition and merger opportunities with a focus on North Africa and the Middle East. In general, Africa Oil will continue its portfolio approach to exploring a large number of oil and gas opportunities with the goal of increasing shareholder value.

The Company has acquired and commenced exploration activities on multiple exploration Blocks in East Africa (refer to table below). The East African Rift Basin system is one of the last great rift basins to be explored. New discoveries have been announced on all sides of the Company's virtually unexplored land position including the major Tullow Oil plc Albert Graben oil discovery in neighboring Uganda. Similar to the Albert Graben play model, the Company's concessions have older wells, a legacy database, and host numerous oil seeps indicating a proven petroleum system. Good quality existing seismic show robust leads and prospects throughout AOC's project areas. The Company now holds over 250,000 km^2 (gross) in this exciting new world-class exploration play fairway. The Company aims to have completed significant seismic and drilling programs on the majority of the Company's blocks during 2011. East Africa is a vastly under-explored region where renewed interest is being shown by a growing number of mid to large sized oil companies wishing to add to their exploration portfolios.

DISCUSSION OF PROPOSED TRANSACTIONS / RECENT DEVELOPMENTS

Kenya and Ethiopia: Tullow Farmout

During September 2010, the Company signed a definitive farmout agreement with Tullow Oil plc ("Tullow") whereby Tullow will acquire a 50% interest in, and operatorship of, three of Africa Oil's east African exploration blocks, comprised of two exploration blocks in Kenya and one exploration block in Ethiopia. In order to provide the necessary interest to Tullow, Africa Oil has also amended its existing farmout agreement with Lion Energy Corp. ("Lion"). Under the terms of the Tullow farmout agreement, Tullow will acquire a 50% interest in, and operatorship of, Blocks 10BB and 10A in Kenya and of the South Omo Block in Ethiopia. In consideration for the assignment of these interests, Tullow will pay to Africa Oil approximately US$10MM, representing 50% of Africa Oil's past costs in the blocks, subject to a post-closing audit. Tullow will also fund Africa Oil's working interest share of future joint venture expenditures in these blocks until the cap of US$23.75MM is reached. Once the expenditure cap has been met, Africa Oil will be responsible for its working interest share of future costs.

Additionally, Tullow has also exercised an option to acquire 50% of Africa Oil's interest in, and operatorship of, two additional exploration blocks in Kenya, 12A and 13T, recently acquired by Africa Oil. Tullow will be responsible for paying Africa Oil its pro-rata share of back costs, including acquisition costs, and its respective share of future joint venture expenditures.

During September 2010, the Company amended their farmout agreement with Lion in order to provide Tullow with the necessary working interests. The amendment provides that Lion will reduce its interest in Block 10BB to 10% (originally 20%) and will not retain any interest in Block 10A (originally 25%). As consideration, Africa Oil has agreed to pay Lion US$2.5 million in cash and to issue to Lion 2.5 million common shares of AOC. The Company has also agreed to the elimination of future expenditure promotes in Block 10BB and on the Company's projects in Puntland (Somalia). Closing of the above transactions is subject to certain conditions precedent, including resolution of the Interstate Petroleum Ltd. court proceedings (described below) to the satisfaction of Tullow.

Puntland (Somalia): Red Emperor Farmout

During August 2010, the Company signed a definitive farmout agreement with Red Emperor Resources NL ("Red Emperor") pursuant to which Red Emperor will acquire a participating interest in the Dharoor and Nugaal Valley Blocks located in Puntland (Somalia).

Under the terms of the farmout agreement and an election made by Red Emperor to increase their interests, Red Emperor will earn a 20% interest in both the Dharoor and Nugaal Valley Blocks and is committed to paying a disproportionate share of costs related to the one well drilling commitment included in the first exploration period of both the Dharoor and Nugaal Valley Production Sharing Agreements.

Completion of the Red Emperor farmout is subject to certain conditions precedent including ministerial approval, other regulatory approvals and, if required, shareholder approval.

A finder's fee in the amount of up to CDN$250,000, 50% of which is payable in common shares of the Company, is payable to Komodo Capital Pty. Ltd. in connection with the farmout to Red Emperor. Payment of the finder's fee is subject to TSX Venture Exchange approval.

Court Proceedings – Interstate Petroleum Ltd. ("IPL")

Kenyan court proceedings have been brought by Interstate Petroleum Ltd. ("IPL") against the Permanent Secretary, Ministry for Energy. IPL is seeking a judicial review of the administrative process that led to the issuance of exploration permits in respect of, amongst others, Blocks 10BB, 12A and 13T, which resulted in the Company being a named party to the proceedings. A preliminary order, granting IPL leave to seek orders against the Permanent Secretary, has been granted. The Company has been advised by its legal counsel in Kenya that the courts in Kenya will generally grant this sort of preliminary order in applications of this nature, as there is no requirement to establish the merit of the claim on the initial application. The Kenyan Ministry of Energy has advised the Company that it may carry on its work program and that its production sharing contracts are in good standing.

The hearing in respect of the judicial review action brought by IPL against the Permanent Secretary, Ministry for Energy, relating to the administrative process that led to the issuance of exploration permits in respect of, amongst others, Blocks 10BB, 12A and 13T, has been adjourned to November 16, 2010. At the October 27, 2010 hearing, IPL requested the adjournment so that it could review the extensive affidavits and submissions filed by the Attorney General of Kenya's office on behalf of the Permanent Secretary, by counsel for the Company on behalf of certain of the Interested Parties, and by counsel for Centric Energy Corp., also an Interested Party. The Company's counsel advised the High Court of Kitale that they were ready and able to proceed with the hearing as originally scheduled. However, they agreed to acquiesce to IPL's request in exchange for the establishment of certain dates for the final hearing of the matter, in the hopes of having it resolved finally, and as soon as possible.

WORKING INTERESTS

The following table summarizes the Company's net working interests in the various production sharing contracts/agreements, based on working interest ownership:

Country	**Block/Area**	**Current Net Working Interest %** [1]	**Net Working Interest % (net of proposed transactions** [1,3]
Puntland, Somalia	Dharoor Valley	65%	45%
Puntland, Somalia	Nugaal Valley [2]	65%	45%
Kenya	Block 10A	55%	30%
Kenya	Block 9 (non-operated)	20%	20%
Kenya	Block 10BB	80%	40%
Kenya	Block 12A	100%	50%
Kenya	Block 13T	100%	50%
Ethiopia	Blocks 2/6	55%	55%
Ethiopia	Blocks 7/8	55%	55%
Ethiopia	Adigala	50%	50%
Ethiopia	South Omo	80%	30%

Footnotes:
[1] Net Working Interests are subject to back-in rights or carried working interests, if any, of the respective governments or national oil companies of the host governments.
[2] Nugaal Valley net working interest is subject to AOC fulfilling its sole funding obligation during the exploration period (see Commitments and Contingencies section below).
[3] Net Working Interests upon close of farmouts with Tullow, Red Emperor Resources and finalization of amendments to the farmout with Lion (see "Proposed Transactions").

Strategic Developments

Puntland (Somalia) PSAs

During the first quarter of 2007, AOC entered into PSAs and Joint Venture Agreements acquiring an 80% interest in licenses covering an area of 81,000 square kilometers in the two highly prospective Dharoor Valley and Nugaal Valley Blocks in the state of Puntland in northern Somalia. These blocks are considered world-class exploration plays with a petroleum system identical to and formerly contiguous with those within the Republic of Yemen.

During December 2009, the Company and Puntland State of Somalia entered into amending agreements modifying the terms of the existing January 17, 2007 PSAs in respect of the Dharoor Valley Exploration Block and the Nugaal Valley Exploration Block. The revised agreements were signed by the parties in Garowe on December 8, 2009 and the amending agreements were ratified by the parliament of the Puntland State of Somalia on December 23, 2009.

With the conclusion of the negotiations and the execution of the amending agreements, the Production Sharing Agreements, as amended, now provide for initial exploration periods in respect of both blocks that have been extended from 36 months to 48 months with a revised expiry of January 17, 2011. In addition, the terms of the exploration programs have been amended so that AOC can, at its option, drill one exploratory well in each of the Nugaal and Dharoor Valley Exploration Areas, or two exploratory wells in the Dharoor Valley.

In consideration of the extension of the exploration period, AOC agreed to voluntarily relinquish twenty-five percent of the original agreement area on or before January 17, 2010 and agreed to pay a $1 million bonus within 30 days of a commercial discovery in each of the production blocks. AOC also agreed to certain enhanced abandonment and environmental safety measures and made a $1.05 million payment to the Puntland government for development of infrastructure.

The Company is currently in discussions with the Government of the Puntland State of Somalia regarding an additional one year extension to the first exploration period expiry date.

Acquisition from Lundin Petroleum AB

During the second quarter of 2009, the Company acquired a large portfolio of East African oil exploration projects from Lundin Petroleum AB ("LPAB"). The projects are located within a vastly underexplored region of the East African rift basin petroleum system. The projects acquired included an 85% working interest in Blocks 2, 6, 7 and 8 and a 50% working interest in the Adigala Block in Ethiopia plus a 100% interest in Block 10A and a 30% interest in Block 9 in Kenya. AOC assumed operatorship of these projects, excluding Block 9 in Kenya. Pursuant to the Share Purchase Agreement ("SPA"), AOC paid as consideration to LPAB approximately $24.0 million which was funded through a convertible loan from LPAB maturing December 31, 2011, at an interest rate of six-month LIBOR plus 3%. The loan, including any accrued and unpaid interest, will be convertible, on the maturity date, at the option of either AOC or LPAB, into shares of AOC on the basis of CAD$0.90 per common share.

2009 Equity Financing and Shareholder Loan Conversion

Concurrent with the SPA, AOC completed a non-brokered, private placement consisting of an aggregate of 37.4 million Units of the Company at a price of CAD$0.95 per Unit for net proceeds of approximately CAD$33.8 million (USD$27.3 million). Each Unit is comprised of one common share and one share purchase warrant. Each warrant is exercisable into one common share of AOC at a price of CAD$1.50 per share over a period of three years. In the event that AOC closes at or above CAD$2.00 for a period of 20 consecutive trading days, an accelerated exercise provision will come into effect.

On May 12, 2009, the Company's outstanding CAD$6.0 million loans (plus accrued interest) from a shareholder of the Company were converted to approximately 6.5 million Units of the Company on the basis of CAD$0.95 per Unit. Each Unit is comprised of one common share and one share purchase warrant. Each warrant is exercisable into one common share of AOC at a price of CAD$1.50 per share over a period of three years. In the event that AOC closes at or above CAD$2.00 for a period of 20 consecutive trading days, an accelerated exercise provision will come into effect.

The originating loans were issued during 2008 in two tranches, CAD$4.0 million and CAD$2.0 million, with an interest rate of prime plus 2%. As consideration for the loans, the lender received bonus consideration of 188,679 and 106,952 common shares respectively of the Company.

Turkana Energy Inc. Acquisition

During the third quarter of 2009, the Company completed the acquisition of Turkana Energy Inc. ("Turkana"). Turkana's principal asset was a 100% interest in Block 10BB, a highly prospective oil exploration block in northwest Kenya. The block is within the Tertiary rift trend of East Africa which has recently yielded major oil discoveries. Block 10BB is located immediately west of the Company's holdings in the East African Anza rift basin petroleum system.

The shares of Turkana were acquired in consideration for 7.5 million common shares of AOC. In addition, Turkana's previously outstanding convertible loans of CAD$1.0 million were exchanged for 787,400 common shares of AOC.

Farmouts

During 2009, the Company executed a farmout agreement with Black Marlin Energy Limited's East Africa Exploration Limited ("EAX") for their entry into the production sharing contracts in both Ethiopia and Kenya.

In Ethiopia, the Company transferred a 30 percent license interest to EAX in the Block 2/6 and 7/8 Production Sharing Agreements ("PSA") located in the Ogaden Basin of Southern Ethiopia. In Kenya, the Company transferred a 20 percent license interest to EAX in the Block 10A Production Sharing Contract ("PSC") located in the Anza Basin of northern Kenya.

As consideration for past costs incurred by the Company, EAX has paid the Company $1,700,000. Ethiopia and Kenya government approvals of the farmout were received in the fourth quarter of 2009.

During 2009, the Company executed a farmout agreement with Lion Energy Corp. (formerly named Raytec Metals Corp.) for their entry into the production sharing contracts in the State of Puntland, Somalia and the Republic of Kenya.

In Puntland, the Company agreed to transfer a 15 percent license interest to Lion in the Nugaal and Dharoor PSAs. In Kenya, the Company agreed to transfer a 10 percent interest in the Block 9 PSA, a 20 percent interest in the Block 10BB PSC and a 25 percent license interest in the Block 10A PSC.

In both areas, Lion will pay a disproportionate share of costs associated with the exploration work programs to be carried out in 2009 and 2010. Partner and government approvals of this farmout were received during the fourth quarter of 2009. TSX Venture exchange approval was obtained in March, 2010.

Please note the pending amendments to the Lion farmout agreement described above in the Proposed Transaction section of the MD&A.

South Omo Block (Ethiopia) Acquisition

During June 2010, the Company reached an agreement to acquire an 80% participating interest and operatorship of the South Omo Block in Ethiopia. Ethiopian Government consent for the assignment was obtained during August 2010.

South Omo represents a new opportunity for Africa Oil to secure a highly prospective block in the Omo Rift Valley of south-western Ethiopia. The block spans 29,465 square kilometers and is within the Tertiary age East African Rift, just north of Lake Turkana, Kenya and within the same petroleum system as the Company's Kenya Block 10BB and Tullow's Uganda discoveries.

Pursuant to the farmout agreement, to earn its 80% participating interest, Africa Oil is obligated to pay 80% of past costs incurred by Agriterra (formerly White Nile Ltd.), to a maximum of $2,517,000, and fund 100% of the costs associated with a work program comprised of 500 kilometers of 2D seismic, a field geology program, and a surface geochemistry program. The estimated cost for this work program is $6.5 million. Africa Oil will compensate Agriterra's 80% share of past costs by funding Agriterra's share of future cash calls in an amount equal to the past cost obligation.

Blocks 12A and 13T (Kenya) Acquisition

During September 2010, the Company completed the assignment of a 100% interest in Blocks 12A and 13T in Kenya. The Blocks were assigned to the Company by Platform Resources Inc. ("Platform"), a wholly owned subsidiary of Alberta Oilsands Inc. Concurrent with the Kenyan Government consenting to the assignment, Africa Oil agreed to increase the optional back-in rights of the Kenyan Government, including the National Oil Company of Kenya, to a 22.5% paying interest on all development areas on both Blocks, as per the Production Sharing Contracts.

The new contract areas are adjacent to the Company's Block 10BB. Existing gravity data on Blocks 12A and 13T suggests that the proven Lokichar basin and other prospective sub-basins and known strong leads in Block 10BB may extend onto these new blocks. In consideration for Platform's interest in Blocks 12A and 13T, AOC issued to Platform 2.5 million AOC common shares, valued at $3.2 million, and 1.5 million AOC share purchase warrants, valued at $0.8 million, exercisable into one common share at a price of CAD$1.50 per share for a period of two years. The terms of the warrants contain an accelerated exercise clause which is triggered if AOC's common shares trade at over CAD$2 per share for 20 consecutive trading days. If the acceleration clause is exercised by AOC, the warrants will expire on a date that is not less than 180 days from the date of written notice to Platform.

The Production Sharing Contracts covering Blocks 12A and 13T are dated September, 2008 (effective date: December, 2008) and have an initial exploration period of 3 years. The initial minimum exploration expenditures are $3.65 million (Block 13T) and $3.6 million (Block 12A). The initial exploration work program includes 500km of 2D seismic or 100 km2 of 3D seismic (or a combination thereof) on each block.

2010 Equity Financing

During July 2010, the Company completed a CAD$25 million private placement, comprising 25 million common shares, issued at CAD$1.00 per share. These shares are subject to a hold period expiring on November 27, 2010. A 5% finder's fee was paid on a portion of the private placement. Net proceeds of $23.2 million from the private placement will be used towards the Company's ongoing work program in East Africa as well as for general working capital purposes.

OPERATIONS UPDATE

Seismic Program

In Block 10BB, Kenya, the Company has completed the recording of 610km of 2D seismic. The seismic data acquired is currently being processed. Processing is approximately 50% complete. The Company has reprocessed all available vintage seismic data sharpening the imaging and the amplitude response for use in detecting direct hydrocarbon indicators. A surface geochemical survey was completed during the third quarter of 2010, modules are in the process of being analyzed in order to detect oil and gas seepage from identified prospects and leads on the Block. Drilling is expected to be initiated in the first half of 2011. The Company currently holds an 80% working interest in this Block, which is expected to reduce to 40% upon completion of farmout with Tullow and amendment to the farmout with Lion.

In Block 10A, Kenya, the Company is reprocessing all available vintage seismic data with the objective of improving the imaging of the data acquired in the late 1980s. New play concepts are being developed based on the reprocessed data in combination with vintage drilling data. The Company intends to acquire 750 km of 2D seismic in the Block. The seismic crew is currently being mobilized from Block 10BB as its seismic acquisition program has been completed. The Company holds a 55% working interest in this

Block which is expected to reduce to 30% upon completion of farmout with Tullow and amendment to the farmout with Lion.

Seismic acquisition is in progress in the Company's Ogaden area of Ethiopia. It is anticipated that the 500 km 2D seismic acquisition program will be completed during the fourth quarter of 2010. The seismic program is aimed at previously identified leads in order to mature these leads into drillable prospects. The Company holds a 55% working interest in the Ogaden Blocks.

In Ethiopia, in the Adigala Block, the Company has completed interpretation of the 500 km of 2D seismic that was acquired during 2009. Additional geological and geophysical work is being contemplated, potentially including basin modeling, field geology and additional seismic data acquisition. Earlier completed surface geology and sampling has documented the presence of excellent quality source and reservoir along the basin margin. The Company holds a 50% working interest in this Block.

During 2009, in the Dharoor Block of Puntland, Somalia, the acquisition of 782 kilometers of good quality 2D seismic (comprised of 15 grid lines) was completed. The Company has combined 555 kilometers of previously acquired data into the seismic database which continues to be evaluated to determine exploration well locations.

In the Nugaal Block in Puntland, Somalia, AOC acquired more than 4,000 kilometers of existing good quality 2D data which was recorded in the late 1980's. This has enabled the Company to work up an inventory of drilling prospects from which the first exploration well locations will be selected.

Exploration Drilling

In Block 9, Kenya, the CNOOC-operated Bogal-1 exploration well was spud on October 28, 2009. The well reached a total depth of 5,085 meters. Gas shows and petrophysical analysis of wireline logs indicated multiple gas pay zones totaling approximately 91 meters in Lower Cretaceous sandstones. Preliminary testing on two potential gas pay zones has been completed, with only minimal flow of gas from each zone. Analysis of the test results indicates that neither test was in communication with the extensive fracture network proven by the abundant fluid losses during drilling and the Formation Micro Imaging (FMI) log. The well has been plugged pending further analysis of the test results to determine the feasibility of an additional testing program, which might include fracture and acid stimulation, due to potential wellbore damage during drilling. The Company holds a 20% working interest in this Block which contains a number of excellent oil and gas prone prospects.

The Company has completed a comprehensive interpretation of newly acquired 2D seismic data over the Dharoor Block in Puntland (Somalia). Several large prospects have been identified. Africa Oil and its joint venture partners are in discussion regarding drilling plans for 2010-2011 and continue to seek drilling contractors willing to operate in Puntland (Somalia) on commercially acceptable terms. The Company holds a 65% working interest in this project which is expected to reduce to 45% upon completion of the farmout agreement with Red Emperor.

Additional drilling activity in the Kenya Blocks and the Ethiopian Blocks will await completion of seismic acquisition, processing, and interpretation.

Selected Quarterly Information

Three months ended	30-Sep 2010	30-Jun 2010	31-Mar 2010	31-Dec 2009	30-Sep 2009	30-Jun 2009	31-Mar 2009	31-Dec 2008
Interest Income ($'000)	24	4	5	13	18	7	2	5
Net earnings (loss) ($'000)	(924)	(1,431)	(1,003)	(738)	(80)	15	(555)	(799)
Weighted average shares - Basic ('000)	91,366	70,520	70,205	68,404	68,404	47,752	17,975	17,913
Weighted average shares - Diluted ('000)	91,366	70,520	70,205	68,451	68,404	48,123	17,975	17,913
Basic and diluted earnings (loss) per share ($)	(0.01)	(0.02)	(0.01)	(0.01)	-	-	(0.03)	(0.04)
Oil and Gas Interest Expenditures ($'000)	12,629	1,431	2,902	4,316	8,980	27,472	395	4,529

As the Company is in the exploration stage, no oil and gas revenue has been generated to date. Accordingly, the only income reported is interest income on its cash deposits.

With the exception of the foreign exchange gains/losses, the Company's net loss remained relatively constant during the last five quarters. The foreign exchange gain in the third quarter of 2010 is the result of holding Canadian dollars raised through the non-brokered private placement (CAD $25 million gross proceeds) which closed during July 2010. During the last three quarters of 2009, the Company recorded large foreign exchange gains associated with its holding of Canadian dollars which offset the general and administrative expenses of the Company. The Canadian dollar funds were raised through the non-brokered private placement which closed at the end of April, 2009. The Company does not hedge its foreign currency exchange exposure.

The Company continues to record net losses which are expected during the exploration phase.

RESULTS OF OPERATIONS

	Three months ended September 30, 2010	Three months ended September 30, 2009	Nine months ended September 30, 2010	Nine months ended September 30, 2009
Loss / (income) for the period	923,631	80,152	3,357,292	620,606
Exchange (gain) / loss	(440,419)	(1,320,869)	(398,543)	(2,765,974)
Loss before foreign exchange	1,364,050	1,401,021	3,755,835	3,386,580

Before exchange gains, the Company incurred a $1.4 million and $3.8 million loss during the three and nine months ended September 30, 2010, respectively, compared to a loss of $1.4 million and $3.4 million during the same period in 2009. The increase on a nine month basis can be attributed to increased office costs, travel and professional fees associated with the Company's operational expansion.

Given the fact that the Company is currently a non-revenue generating international oil and gas company with interests in exploration stage oil properties, losses are expected to continue.

OIL AND GAS INTERESTS

	September 30, 2010	December 31, 2009
Oil and Gas Interests	$92,820,021	$75,750,771

During the nine months ended September 30, 2010, AOC increased its investment in oil and gas interests by $17 million of which $4 million related to the assignment of 100% interest in Blocks 12A and 13T in Kenya. Consideration of 2.5 million common shares and 1.5 million warrants of AOC were issued in exchange for the assignment of Block 12A and 13T. Consideration of $2.5 million was accrued relating to the assignment of AOC's 80% interest in the South Omo block in Ethiopia. In Block 9 (Kenya), the Company incurred $3.2 million relating to the completion of drilling and testing of the Bogal 1 well. In Block 10BB (Kenya), AOC incurred $3.1 million of expenditures relating to the seismic acquisition program. In the Ogaden area of Ethiopia, the Company incurred $1.4 million in expenditures relating to seismic acquisition programs. The remaining expenditures relate to geological and geophysical programs in other areas, required PSC related expenditures, and general and administrative costs. These costs will not be subject to depletion until such time that proved oil and gas reserves are identified.

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2010, the Company had cash of $24.3 million and working capital of $19.1 million as compared to cash of $11.1 million and working capital of $12.9 million at December 31, 2009. The Company's liquidity and capital resource position has been dramatically enhanced with the CAD$25 million (gross) proceeds from the non-brokered private placement in July 2010.

The Company's liquidity is expected to be further enhanced upon closing of the Tullow farmout, Red Emperor farmout and the Lion amended farmout agreements. Closing these agreements is expected during the fourth quarter of 2010.

The Company's current working capital position may not provide it with sufficient capital resources to meet its minimum work obligations for all exploration periods under the various PSAs and PSCs and for general corporate purposes. To finance its future acquisition, exploration, development and operating costs, AOC may require financing from external sources, including issuance of new shares, issuance of debt or executing working interest farmout arrangements. The Company is actively marketing the opportunity for interested parties to farm in to its operated oil and gas concessions in East Africa. There can be no assurance that such financing will be available to the Company or, if available, that it will be offered on terms acceptable to AOC.

STOCK-BASED COMPENSATION

The Company uses the fair value method of accounting for stock options granted to directors, officers and employees whereby the fair value of all stock options granted is recorded as a charge to operations. Stock-based compensation for the three and nine months ended September 30, 2010 was $0.2 million and $0.8 million, respectively, as compared to $0.3 million and $1.3 million for the same period in 2009. The Company continues to utilize its stock option plan as a method of recruiting, retaining and motivating personnel.

RELATED PARTY TRANSACTIONS

During May 2009, the Company's loans payable due to Lorito Holdings (Guernsey) Limited ("Lorito") in the amount of CAD$6,000,000 plus accrued interest of $195,521 was converted to 6,521,601 Units of the Company on the basis of CAD$0.95 per Unit. Each Unit is comprised of one common share and one share purchase warrant. Each warrant is exercisable into one common share of AOC at a price of CAD$1.50 per share over a period of three years. In the event that AOC trades at or above CAD$2.00 for a period of 30 consecutive days, an accelerated exercise provision will come into effect. Lorito is beneficially owned by Ellegrove Capital Ltd., a private trust the settler of which is the late Adolf H. Lundin.

During the three and nine months ended September 30, 2010, the Company incurred costs of $57,016 and $172,648, respectively (September 30, 2009 - $48,330 and $148,840, respectively) for administrative support services fees to Namdo Management Services Ltd ("Namdo"). Namdo is a private corporation owned by Lukas H. Lundin.

COMMITMENTS AND CONTINGENCIES

Puntland (Somalia)

Under the PSAs for the Nugaal and Dharoor Blocks, as amended, the Company and its partners are required to drill one exploration well in each block in each exploration period or alternatively two exploration wells may be drilled in the Dharoor Block to fulfill both Block requirements during the first exploration period. The first exploration period expires in January 2011 and the second optional three-year exploration period would be expected to expire in January 2014. The Company is currently in discussions with the Government of the Puntland State of Somalia regarding an additional one year extension to the first exploration period expiry date.

Under the Joint Venture Agreement with Range Resources Ltd. (Range), in exchange for the 80% working interest in each block, the Company is obligated to solely fund $22.8 million of joint venture costs on each of the blocks ($45.5 million in total for both blocks) during the exploration period. In the event that a commercial discovery is declared on a block prior to AOC spending $22.8 million, AOC shall be deemed to have earned its interest in the block and the Company and Range will be responsible for future expenditures on the block in proportion to their respective working interests. In the event that AOC does not fund the required $22.8 million during the two three-year exploration periods, the Company's interest in the block would be forfeited. An additional $3.5 million will be payable to Range upon commencement of commercial production.

During the fourth quarter of 2008, the Company fulfilled its sole funding obligation related to the Dharoor Valley Block. As a result, Range is paying its 20% participating interest share of ongoing exploration costs related to this Block. In the Nugaal Valley Block, the Company has spent approximately $8.4 million towards sole funding obligation as of September 30, 2010.

Ethiopia

During March 2010, the Ethiopian government agreed to a one year extension of the first exploration period for the Blocks 7/8 and Blocks 2/6 PSAs. The extension granted by the Ethiopian government extends the initial exploration period for Blocks 7/8 to July 2012 and Blocks 2/6 to November 2011.

Under the terms of the Blocks 7/8 PSA, during the initial exploration period, the Company and its partners are obligated to complete certain geological and geophysical (G&G) operations (including acquisition of 1,250 kilometers of 2D seismic) with a minimum expenditure of $11.0 million gross ($4.0 million net). In addition, AOC and its partners are required to drill one exploration well with a minimum expenditure of $6.0 million gross ($3.3 million net).

Under the terms of the Blocks 2/6 PSA, during the initial exploration period, AOC and its partners are obligated to complete certain G&G operations (including acquisition of 1,250 kilometers of 2D seismic) with a minimum expenditure of $10.8 million gross ($4.0 million net). This commitment is supported by an outstanding bank guarantee of $3.5 million in favor of the Ethiopian Government. As security for the bank guarantee, the bank has been provided with a parent company guarantee from Africa Oil Corp.

Under the terms of the Adigala Block PSA, AOC and its partners have fulfilled the minimum work and financial obligations of the initial 4 year exploration period which expires in July 2011.

Under the terms of the South Omo PSA, during the initial exploration period, AOC and its partners are obligated to complete certain G&G operations (including acquisition of 400 kilometers of 2D seismic) with a minimum expenditure of $8.0 million gross ($8.0 million net). Additionally, AOC and its partners are required to drill one exploration well with a minimum expenditure of $8.0 million ($6.4 million net). The Company's net funding obligation relating to the South Omo block will change upon completion of the farmout to Tullow (see Proposed Transactions discussed above).

Kenya

The initial Block 10A 4 year exploration period expires in January 2012. Under the terms of the Block 10A PSC, the Company and its partners are obligated to complete G&G operations (including acquisition of 750 kilometers of 2D seismic) with a minimum expenditure of $7.8 million ($1.6 million net). Additionally, AOC and its partners are required to drill one exploration well with a minimum expenditure of $8.5 million ($4.7 million net). This commitment is supported by an outstanding bank guarantee of $2.4 million in favor of the Kenyan Government. As security for the bank guarantee, the bank has been provided with a parent company guarantee from Africa Oil Corp. The Company's net funding obligation relating to the Block 10A will change upon completion of the farmout to Tullow and the amendment to the farmout with Lion (see Proposed Transactions discussed above).

The initial Block 10BB exploration period expires in January 2012. In accordance with the terms of the Block 10BB PSC, the Company and its partners are obligated to complete G&G operations (including acquisition of 600 kilometers of 2D seismic) with a minimum expenditure of $6.0 million gross ($3.8 million net). In addition, the Company is required to drill one exploration well with a minimum expenditure of $6.0 million ($3.6 million net). This commitment is supported by an outstanding letter of credit for $1.8 million in favor of the Kenyan Government, which is collateralized by a bank deposit of $1.8 million. The Company's net funding obligation relating to the Block 10BB will change upon completion of the farmout to Tullow and the amendment to the farmout with Lion (see Proposed Transactions discussed above).

Under the terms of the Block 9 PSA, with the drilling of the Bogal-1-1 well, AOC and its partners have fulfilled and exceeded the minimum work and financial obligations of the initial exploration period.

The initial Block 12A and 13T exploration periods expire in December 2011. In accordance with the terms of the PSCs, the initial minimum exploration expenditures are $3.65 million (Block 13T) and $3.6 million (Block 12A). The Company is obligated to complete G&G operations including the acquisition of 500km of 2D seismic or 100 km2 of 3D seismic (or a combination thereof) on each block. The Company's net funding obligation relating to the Blocks 12A and 13T will change upon completion of the farmout to Tullow (see Proposed Transactions discussed above).

OUTSTANDING SHARE DATA

As at September 30, 2010, the Company had 98,547,402 common shares and 45,442,619 share purchase warrants outstanding. In addition the Company had 3,995,000 stock options outstanding under its stock-based compensation plan. The following table outlines the maximum potential impact of share dilution upon full execution of outstanding convertible instruments as at September 30, 2010:

Common shares outstanding	98,547,402
Outstanding share purchase options	3,995,000
Outstanding share purchase warrants	45,442,619
Assumed conversion of convertible debenture	26,858,064
Full dilution impact on common shares outstanding	174,843,085

*Upon closing the amendment to the farmout agreement with Lion (see Proposed Transactions), the Company will be obligated to issue 2.5 million common shares of AOC to Lion

As at the effective date of the MD&A, the Company had 100,911,359 common shares outstanding, 3,990,000 share purchase options outstanding and 43,083,662 share purchase warrants outstanding.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

CRITICAL ACCOUNTING ESTIMATES

The Company's critical accounting estimates are defined as those estimates that have a significant impact on the portrayal of its financial position and operations and that require management to make judgments, assumptions and estimates in the application of Canadian GAAP. Judgments, assumptions and estimates are based on historical experience and other factors that management believes to be reasonable under current conditions. As events occur and additional information is obtained, these judgments, assumptions and estimates may be subject to change. The Company believes the following are the critical accounting estimates used in the preparation of its consolidated financial statements. The Company' significant accounting policies can be found in note 2 of the Company's Financial Statements.

Use of Estimates

The preparation of the consolidated financial statements in conformity with Canadian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Such estimates related to unsettled transactions and events as of the date of the consolidated financial statements. Accordingly, actual results may differ from these estimated amounts as future confirming events occur. Significant estimates used in the preparation of the consolidated financial statements include, but are not limited to, recovery of exploration costs capitalized in accordance with full cost accounting, stock-based compensation, and income taxes.

Property, Plant and Equipment ("PP&E")

The Company capitalizes costs related to crude oil and gas properties in accordance with the full cost method, whereby all costs associated with the acquisition of, exploration for and the development of crude oil and natural gas, including directly attributable general and administrative and financings costs are capitalized and accumulated within cost centers on a country-by-country basis. Such costs include land acquisition, geological and geophysical activity, drilling and testing of productive and non-productive wells, carrying costs directly related to unproved properties, major development projects, administrative and financing costs directly related to exploration and development activities.

Depletion on crude oil and gas properties is anticipated to be provided over the life of proved and probable reserves (assuming such reserves are established) on a unit of production basis and commences when the facilities are substantially complete and after commercial production has begun. Other PP&E assets are depreciated on a straight-line basis over their useful lives.

PP&E assets are reviewed for impairment whenever events or conditions indicate that their net carrying amount may not be recoverable from estimated future cash flows. If an impairment is identified the assets are written down to the estimated fair market value. The calculation of these future cash flows are dependent on a number of estimates, which include reserves, timing of production, crude oil price, operating cost estimates and foreign exchange rates. As a result, future cash flows are subject to significant Management judgment.

Stock Based Compensation
The Company uses fair value accounting for stock-based compensation. Under this method, all equity instruments awarded to employees and the cost of the service received as considerations are measured and recognized based on the fair value of the equity instruments issued. Compensation expense is recognized over the vesting period of the equity instrument awarded.

Income Tax
The Company follows the liability method of accounting for income taxes whereby future income taxes are recognized based on the differences between the carrying values of assets and liabilities reported in the Annual Financial Statements and their respective tax basis. Future income tax assets and liabilities are recognized at the tax rates at which Management expects the temporary differences to reverse. Management bases this expectation on future earnings, which require estimates for reserves, timing of production, crude oil price, operating cost estimates and foreign exchange rates. Management assesses, based on all available evidence, the likelihood that the future income tax assets will be recovered from future taxable income and a valuation allowance is provided to the extent that it is more than likely that future income tax assets will not be realized. As a result, future earnings are subject to significant Management judgment.

NEW ACCOUNTING PRONOUNCEMENTS AND CHANGES IN ACCOUNTING POLICIES

On January 1, 2010, the Company adopted the following Canadian Institute of Chartered Accountants ("CICA") Handbook sections:

a) The CICA issued Handbook Section 1582 Business Combinations, which replaces Section 1581. This new standard aligns accounting for business combinations under Canadian GAAP with IFRS and is effective for business combinations entered into on or after January 1, 2010. The new standard requires assets and liabilities acquired in a business combination, contingent consideration and certain acquired contingencies to be measured at their fair values as of the acquisition date. The adoption of this standard will impact the accounting treatment of future business combinations entered into after January 1, 2010.

b) "Consolidated Financial Statements", Section 1601, which together with Section 1602 below, replace the former consolidated financial statements standard. Section 1601 establishes the requirements for the preparation of consolidated financial statements. The adoption of this standard had no material impact on the Company's Financial Statements.

c) "Non-controlling Interests", Section 1602, establishes the accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. This standard requires a non-controlling interest in a subsidiary to be classified as a separate component of equity. In addition, net earnings and components of other comprehensive income are attributed to both the parent and non-controlling interest. The adoption of this standard had no material impact on the Company's Financial Statements.

International Financial Reporting Standards

On February 13, 2008, the Accounting Standards Board confirmed that the transition date to International Financial Reporting Standards ("IFRS") from Canadian GAAP will be January 1, 2011 for publicly accountable enterprises. Therefore the Company will be required to report its results in accordance with IFRS starting in 2011, with comparative IFRS information for the 2010 fiscal year.

The Company is executing a changeover plan to complete the transition to IFRS by January 1, 2011, including the preparation of 2010 required comparative information. AOC expects IFRS will not have a major impact on the Company's operations or strategic decisions. The adoption of the IFRS accounting principles is not expected to have a significant impact on AOC's total assets, total liabilities, total shareholders' equity, or net income as the Company is currently a pure exploration entity. AOC is on schedule with its changeover plan.

Status of AOC's IFRS Changeover Plan

The key elements of the Company's changeover plan include:

•determine appropriate changes to accounting policies and required amendments to financial disclosures;

•identify and implement changes in information and data systems;

•maintain integrity of Internal Controls Over Financial Reporting (ICFR) and Disclosure Controls and Procedures (DC&P); and

•assess impact on business activities.

As of September 30, 2010, AOC has made significant progress on its changeover plan. The Company has analyzed accounting policy alternatives and preliminarily drafted its IFRS accounting policies. Process and system changes have been considered for significant areas of impact. Information system changes have been considered to capture the required IFRS data. IFRS education and training sessions have been held for relevant employees and these sessions will continue throughout 2010 to ensure AOC maintains the integrity of its ICFR and DC&P.

AOC's IFRS accounting policies are expected to be finalized in the fourth quarter of 2010, with quantification of IFRS impacts to follow. Communication of impacts to external stakeholders is expected to occur in the Company's fourth quarter Management's Discussion and Analysis. AOC will continue to update its IFRS changeover plan to reflect new and amended accounting standards issued by the International Accounting Standards Board and any changes to the Company's business activities.

Accounting Policy Impacts

AOC's significant areas of impact are expected to include property, plant and equipment ("PP&E") and impairment testing. The following discussion provides an overview of these areas, as well as the exemptions available under IFRS 1, First-time Adoption of International Financial Reporting Standards. In general, IFRS 1 requires first time adopters to retrospectively apply IFRS, although it does provide optional and mandatory exemptions to these requirements.

Property, Plant and Equipment (PP&E)

Under Canadian GAAP, AOC follows the CICA's guideline on full cost accounting in which all costs directly associated with the acquisition of, the exploration for, and the development of natural gas and crude oil reserves are capitalized on a country-by-country cost centre basis. Costs accumulated within each country cost centre are depleted using the unit-of-production method based on proved reserves determined using estimated future prices and costs. Upon transition to IFRS, AOC will be required to adopt new accounting policies for upstream activities, including pre-exploration costs, exploration and evaluation costs and development costs. Pre-exploration costs are those expenditures incurred prior to obtaining the legal right to explore and must be expensed under IFRS. Currently, AOC capitalizes pre-exploration costs within the country cost centre. To date, capitalized pre-exploration costs are not material to AOC.

Exploration and evaluation costs are those expenditures for an area or project for which technical feasibility and commercial viability have not yet been determined. Under IFRS, AOC will initially capitalize these costs as Intangible Exploration Assets on the balance sheet. When the area or project is determined to be technically feasible and commercially viable, the costs will be transferred to PP&E. Unrecoverable exploration and evaluation costs associated with an area or project will be expensed. Development costs include those expenditures for areas or projects where technical feasibility and commercial viability have been determined. Under IFRS, AOC will capitalize these costs within PP&E on the balance sheet, as is currently required by Canadian GAAP. However, the costs will be depleted on a unit-of-production basis over an area level (unit of account) instead of the country cost centre level currently utilized under Canadian GAAP. AOC has yet to determine geographic or geologic areas and other inputs to be utilized in the unit-of-production depletion calculation as the Company is currently in the exploration phase.

Under Canadian GAAP, proceeds of divestitures are normally deducted from the full cost pool without recognition of a gain or loss unless the deduction would result in a change to the depletion rate of 20 percent or greater, in which case a gain or loss is recorded. Under IFRS, upstream divestitures of Intangible Exploration Assets follow the same treatment as Canadian GAAP while producing properties will generally result in a gain or loss recognized in net earnings. AOC expects to adopt the IFRS 1 exemption, which allows the Company to deem its January 1, 2010 IFRS upstream asset costs to be equal to its Canadian GAAP historical upstream net book value. On January 1, 2010, the IFRS Intangible Exploration Assets are expected to be equal to the Canadian GAAP Oil and Gas Interest balance and the IFRS development costs will be nil as the Company is currently in the exploration phase.

Impairment

Under both IFRS and Canadian GAAP, Intangible Exploration Assets are assessed for impairment when they are reclassified to PP&E, as oil and gas interests, and also if facts and circumstances suggest that the carrying amount exceeds the recoverable amount. Under Canadian GAAP, AOC is required to recognize an impairment loss to PP&E if the carrying amount exceeds the undiscounted cash flows from proved reserves for the country cost centre. If an impairment loss is to be recognized, it is then measured at the amount the carrying value exceeds the sum of the fair value of the proved and probable reserves and the costs of unproved properties. Impairments recognized under Canadian GAAP are not reversed. Under IFRS, AOC is required to recognize and measure an upstream impairment loss if the carrying value exceeds the recoverable amount for a cash-generating unit. Under IFRS, the recoverable amount is the higher of fair value less cost to sell and value in use. Impairment losses, other than goodwill, are reversed under IFRS when there is an increase in the recoverable amount. AOC will group its upstream assets into cash-generating units based on the independence of cash inflows from other assets or other groups of assets.

Other IFRS 1 Considerations

As permitted by IFRS 1, AOC's foreign currency translation adjustment, currently the only balance in AOC's Accumulated Other Comprehensive Income will be deemed to be zero and the balance will be reclassified to retained earnings on January 1, 2010. Accordingly, retrospective restatement of foreign currency translation adjustments under IFRS principles will not be performed.

Business combinations and joint ventures entered into prior to January 1, 2010 will not be retrospectively restated using IFRS principles.

Impact on Information and Data Systems

As the review of the accounting policies is nearing completion, AOC believes the accounting policy changes indicated above will not currently impact our information and data systems. However, additional disclosure requirements, for example, relating to personnel and related expenses, will require AOC to change the process for which the Company tracks this information going forward. The Company has analyzed these requirements and has developed plans to accumulate information required for additional disclosures beginning January 1, 2010.

Impact on ICFR and DC&P

AOC will make the appropriate changes to maintain the integrity of the Company's ICFR and DC&P for the initial transition to IFRS, including the related note disclosures, as well as on-going financial reporting. For instance, the Company will ensure that the appropriate management oversight in place and appropriate management review and approval is obtained for all additional financial and other material disclosures. AOC's accounting personnel have been specifically trained in IFRS, and the Audit Committee is assessing the Board of Director's IFRS knowledge and additional training that may be required. AOC's IFRS Changeover Plan will ensure that key external shareholders are informed about the anticipated effects of the transition from Canadian GAAP to IFRS on the Company.

Impact on Business Activities

AOC has reviewed the Company's significant business activities to date and believes that none of these will be impacted by the transition to IFRS. For instance, AOC does not currently have any compensation arrangements tied to earnings, any hedging activities, or any third party debt with covenants tied to financial performance; thus, AOC does not expect business activities to be impacted by the transition to IFRS. The Board of Directors and management are considering the impact of IFRS as business activities develop during 2010 to ensure the appropriate information will be gathered and any IFRS impact will be able to be communicated to external stakeholders.

RISK FACTORS

The Company is subject to various risks and uncertainties, including, but not limited to, those listed below. Refer to the Company's Annual Information Form for further risk factor disclosures.

International Operations

AOC participates in oil and gas projects located in emerging markets, including Puntland (Somalia), Ethiopia and Kenya ("East Africa"). Oil and gas exploration, development and production activities in these emerging markets, including East Africa, are subject to significant political and economic uncertainties which may adversely affect the Company's operations. Uncertainties include, but are not limited to, the risk of war, terrorism, expropriation, nationalization, renegotiation or nullification of existing or future concessions and contracts, the imposition of international sanctions, a change in crude oil or natural gas pricing policies, a change in taxation policies, and the imposition of currency controls. These uncertainties, all of which are beyond the Company's control, could have a material adverse effect on AOC's business, prospects and results of operations. In addition, if legal disputes arise related to oil and gas concessions acquired by the Company, AOC could be subject to the jurisdiction of courts other than those of Canada. The Company'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 AOC acquires an interest. The Company may require licenses or permits from various governmental authorities to carry out future exploration, development and production activities. There can be no assurance that AOC will be able to obtain all necessary licenses and permits when required.

Uncertainty of Title
Although the Company 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 AOC's interest in the concession. Any uncertainty with respect to one or more of AOC's concession interests could have a material adverse effect on the Company's business, prospects and results of operations.

The Company has been made aware that previous operators in Somalia have made claims concerning areas covered by the Company's concessions. The Company believes that there is no merit to any of these claims. Accordingly, the Company proposes to proceed with its exploration and development program as previously disclosed.

Competition
The petroleum industry is intensely competitive in all aspects including the acquisition of oil and gas interests, the marketing of oil and natural gas, and acquiring or gaining access to necessary drilling and other equipment and supplies. AOC competes with numerous other companies in the search for and acquisition of prospects.

Risks Inherent in Oil and Gas Exploration and Development
AOC's business is subject to all of the risks and hazards inherent in businesses involved in the exploration for, and the acquisition, development, production and marketing of, oil and natural 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 natural gas wells, production facilities, other property, the environment or personal injury.

Capital Requirements
To finance its future acquisition, exploration, development and operating costs, AOC may require financing from external sources, including from the issuance of new shares, issuance of debt or execution of working interest farm-out agreements. There can be no assurance that such financing will be available to the Company or, if available, that it will be offered on terms acceptable to AOC. If additional financing is raised through the issuance of equity or convertible debt securities, control of the Company may change and the interests of shareholders in the net assets of AOC may be diluted. If unable to secure financing on acceptable terms, AOC may have to cancel or postpone certain of its planned exploration and development activities which may ultimately lead to the Company's inability to fulfill the minimum work obligations under the terms of its various PSAs and PSCs. Availability of capital will also directly impact the Company's ability to take advantage of acquisition opportunities.

Foreign currency exchange rate risk
The Company 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. The Company's exposure is partially offset by sourcing capital projects and expenditures in US dollars. AOC had no forward exchange contracts in place as at or during the nine months ended September 30, 2010.

For the nine months ended September 30, 2010, a 5% increase or decrease in the value of the Canadian dollar in relation the US dollar, which is the Company's functional currency, would have resulted in an approximately $460,000 increase or decrease in foreign exchange gains, respectively.

Interest rate risk
The Company's outstanding convertible debenture will incur interest charges at a rate of USD six-month LIBOR plus 3%. Fluctuations in the LIBOR lending rate impact the interest component of the convertible debenture. When assessing interest rate risk applicable to the Company's convertible debenture, the Company believes 1% volatility is a reasonable measure. The effect of interest rates increasing or decreasing by 1% would have decreased or increased, respectively, the Company's cash flows by approximately $178,000 for the nine months ended September 30, 2010. Due to the nature of the convertible debenture and current market conditions, the Company does not believe that entering into interest rate swaps or other risk management contracts is necessary to mitigate this risk.

Liquidity risk
Liquidity risk is the risk that the Company 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, during the exploration phase, require sufficient cash in order to fulfill their work commitments in accordance with contractual obligations and to be able to potentially acquire strategic oil and gas assets.

The Company will potentially issue debt or equity and enter into farmout agreements with joint venture partners to ensure the Company has sufficient available funds to meet current and foreseeable financial requirements. The Company actively monitors its liquidity to ensure that its cash flows and working capital are adequate to support these financial obligations and the Company's capital programs. The Company will also adjust the pace of its exploration activities to manage its liquidity position.

Credit risk
Credit risk is the risk of loss if counterparties do not fulfill their contractual obligations. The majority of our credit exposure relates to amounts due from our joint venture partners. The risk of our joint venture partners defaulting on their obligations per their respective joint operating and farmout agreements is mitigated as there are contractual provisions allowing the Company to default joint venture partners who are non-performing and reacquire any previous farmed out working interests.

OUTLOOK

AOC and its partners have an aggressive exploration program planned for the next two years, which is anticipated to include seismic and drilling in Ethiopia and Kenya, as well as a drilling program in Puntland (Somalia).

New discoveries have been announced on all sides of the Company's virtually unexplored land position including the major Tullow Oil plc Albert Graben oil discovery in neighboring Uganda. Similar to the Albert Graben play model, the Company's concessions have older wells, a legacy database, and host numerous oil seeps indicating a proven petroleum system. Good quality existing seismic show robust leads and prospects throughout the AOC's project areas.

Forward Looking Statements

Certain statements in this document are "forward-looking statements". Forward-looking statements are statements that are not historical fact and are generally identified by words such as "believes", "anticipates", "expects", "estimates", "pending", "intends", "plans" or similar words suggesting future outcomes. By their nature, forward-looking statements and information involve assumptions, inherent risks and uncertainties, many of which are difficult to predict, and are usually beyond the control of management, that could cause actual results to be materially different from those expressed by these forward-looking statements and information. Risks and uncertainties include, but are not limited to, risk with respect to general economic conditions, regulations and taxes, civil unrest, corporate restructuring and related costs, capital and operating expenses, pricing and availability of financing and currency exchange rate fluctuations. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements.

The Company does not undertake to update or re-issue the forward-looking statements and information that may be contained herein, whether as a result of new information, future events or otherwise.

Any statements regarding the following are forward-looking statements:

- expected closing dates for the completion of proposed transactions;
- planned exploration activity including both expected drilling and geological and geophysical related activities;
- future crude oil, natural gas or chemical prices;
- future sources of funding for our capital program;
- availability of potential farmout partners;
- government or other regulatory consent for exploration, development, farmout or acquisition activities;
- future production levels;
- future capital expenditures and their allocation to exploration and development activities;
- future earnings;
- future asset acquisitions or dispositions;
- future debt levels;
- availability of committed credit facilities;
- possible commerciality;
- development plans or capacity expansions;
- future ability to execute dispositions of assets or businesses;
- future sources of liquidity, cash flows and their uses;
- future drilling of new wells;
- ultimate recoverability of current and long-term assets;
- ultimate recoverability of reserves or resources;
- expected finding and development costs;
- expected operating costs;
- estimates on a per share basis;
- future foreign currency exchange rates;
- future market interest rates;
- future expenditures and future allowances relating to environmental matters;
- dates by which certain areas will be developed or will come on stream or reach expected operating capacity; and
- changes in any of the foregoing.

Statements relating to “reserves” or “resources” are forward-looking statements, as they involve the implied assessment, based on estimates and assumptions that the reserves and resources described exist in the quantities predicted or estimated, and can be profitably produced in the future.

The forward-looking statements are subject to known and unknown risks and uncertainties and other factors which may cause actual results, levels of activity and achievements to differ materially from those expressed or implied by such statements. Such factors include, among others:

- market prices for oil and gas and chemical products;
- our ability to explore, develop, produce and transport crude oil and natural gas to markets;
- ultimate effectiveness of design or design modification to facilities;
- the results of exploration and development drilling and related activities;
- volatility in energy trading markets;
- foreign-currency exchange rates;
- economic conditions in the countries and regions in which we carry on business;
- governmental actions including changes to taxes or royalties, changes in environmental and other laws and regulations;
- renegotiations of contracts;
- results of litigation, arbitration or regulatory proceedings; and
- political uncertainty, including actions by terrorists, insurgent or other groups, or other armed conflict,
- conflict between states.

The impact of any one risk, uncertainty or factor on a particular forward-looking statement is not determinable with certainty as these factors are interdependent, and management’s future course of action would depend on our assessment of all information at that time. Although we believe that the expectations conveyed by the forward-looking statements are reasonable based on information available to us on the date such forward-looking statements were made, no assurances can be given as to future results, levels of activity and achievements.

Undue reliance should not be placed on the statements contained herein, which are made as of the date hereof and, except as required by law, we undertake no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The forward-looking statements contained herein are expressly qualified by this cautionary statement.

AFRICA OIL CORP.

Consolidated Balance Sheets
(Expressed in United States dollars)
(Unaudited)

	September 30, 2010	December 31, 2009
ASSETS		
Current assets		
Cash	$ 24,302,741	$ 11,145,486
Accounts receivable	1,846,979	5,396,253
Prepaid expenses	319,878	508,344
	26,469,598	17,050,083
Long-term assets		
Restricted cash (note 6)	2,887,500	1,800,000
Other property and equipment (note 8)	51,875	107,549
Oil and gas interest (note 8)	92,820,021	75,750,771
	95,759,396	77,658,320
Total assets	$ 122,228,994	$ 94,708,403
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	$ 6,370,195	$ 3,244,871
Current portion of convertible debenture (note 9)	999,149	903,416
	7,369,344	4,148,287
Long-term liabilities		
Convertible debenture (note 9)	526,298	1,326,630
	526,298	1,326,630
Total liabilities	7,895,642	5,474,917
Shareholders' equity		
Share capital (note 10(b))	89,584,840	62,712,759
Warrants (note 10(c))	12,666,676	11,862,296
Equity portion of convertible debenture (note 9)	21,578,986	21,578,986
Contributed surplus	4,094,450	3,313,753
Deficit	(13,408,334)	(10,051,042)
Accumulated comprehensive income	(183,266)	(183,266)
Total shareholders' equity	114,333,352	89,233,486
Total liabilities and shareholders' equity	$ 122,228,994	$ 94,708,403

Commitments and contingencies (note 14)

See accompanying notes to consolidated financial statements.

Approved on behalf of the Board:

"CAMERON BAILEY" *"KEITH HILL"*

CAMERON BAILEY, DIRECTOR **KEITH HILL, DIRECTOR**

AFRICA OIL CORP.

Consolidated Statements of Operations, Comprehensive Loss and Deficit
(Expressed in United States dollars)
(Unaudited)

	Three months ended September 30, 2010	Three months ended September 30, 2009	Nine months ended September 30, 2010	Nine months ended September 30, 2009
Expenses				
Salaries and benefits	$ 305,398	$ 269,909	$ 769,450	$ 649,291
Stock-based compensation (note 10(d))	158,227	324,769	790,243	1,332,118
Interest and bank charges	45,423	4,879	76,158	165,062
Travel	219,591	119,670	517,998	185,155
Management fees (note 16)	57,016	48,330	172,648	148,840
Office and general	447,771	483,266	965,029	718,868
Depreciation (note 8)	13,796	18,343	62,877	18,343
Professional fees	114,119	104,942	362,915	147,404
Stock exchange and filing fees	26,371	44,678	71,235	48,095
	1,387,712	1,418,786	3,788,553	3,413,176
Other (income) expenses				
Interest and other income	(23,662)	(17,765)	(32,718)	(26,596)
Foreign exchange gain	(440,419)	(1,320,869)	(398,543)	(2,765,974)
Loss and comprehensive loss for the period	(923,631)	(80,152)	(3,357,292)	(620,606)
Deficit, beginning of period	(12,484,703)	(9,233,096)	(10,051,042)	(8,692,642)
Deficit, end of period	$ (13,408,334)	$ (9,313,248)	$ (13,408,334)	$ (9,313,248)
Basic and diluted loss per share	$ (0.01)	$ (0.00)	$ (0.04)	$ (0.01)
Weighted average number of shares outstanding for the purpose of calculating loss per share				
Basic	91,366,405	68,403,902	77,440,607	44,895,322
Diluted	91,366,405	68,403,902	77,440,607	44,895,322

See accompanying notes to consolidated financial statements.

AFRICA OIL CORP.

Consolidated Statement of Shareholders' Equity
(Expressed in United States dollars)
(Unaudited)

		September 30, 2010		December 31, 2009
Share capital:				
Balance, beginning of period	$	62,712,759	$	31,586,737
Private placement, net (note 10(b))	$	23,176,474		17,230,449
Conversion of shareholder loan (note 10(b))	$	-		3,765,196
Turkana Acqusition (note 10(b))	$	-		10,130,377
Assignment of Blocks 12A and 13T in Kenya (note 10(b))	$	3,243,470		
Farmout ageement finder's fees (note 10(b))	$	422,588		-
Exercise of options (note 10(b))	$	29,549		-
Balance, end of period	$	89,584,840		62,712,759
Warrants:				
Balance, beginning of period	$	11,862,296	$	-
Private placement, net (note 10(c))	$	-		10,078,390
Converted loans payable (note 10(c))	$	-		1,783,513
Turkana Acqusition (note 10(c))	$	-		393
Assignment of Blocks 12A and 13T in Kenya (note 10(c))	$	804,380		-
Balance, end of period	$	12,666,676		11,862,296
Equity portion of convertible debenture:				
Balance, beginning of period	$	21,578,986	$	-
Convertible debenture issuance (note 9)	$	-		21,578,986
Balance, end of period	$	21,578,986		21,578,986
Contributed surplus:				
Balance, beginning of period	$	3,313,753	$	2,164,112
Stock based compensation (note 10(d))	$	790,243		1,149,641
Exercise of options	$	(9,546)		-
Balance, end of period	$	4,094,450		3,313,753
Deficit:				
Balance, beginning of period	$	(10,051,042)	$	(8,692,642)
Loss for the period	$	(3,357,292)		(1,358,400)
Balance, end of period	$	(13,408,334)		(10,051,042)
Accumulated other comprehensive income:				
Balance, beginning of period	$	(183,266)	$	(183,266)
Other comprehensive income		-		-
Balance, end of period		(183,266)		(183,266)
Shareholders' equity	$	114,333,352	$	89,233,486

See accompanying notes to consolidated financial statements.

AFRICA OIL CORP.

Consolidated Statements of Cash Flows
(Expressed in United States dollars)
(Unaudited)

	Three months ended September 30, 2010	Three months ended September 30, 2009	Nine months ended September 30, 2010	Nine months ended September 30, 2009
Cash flows provided by (used in):				
Operations:				
Loss for the period	$ (923,631)	$ (80,152)	$ (3,357,292)	$ (620,606)
Item not affecting cash:				
Stock-based compensation (note 10(d))	158,227	324,769	790,243	1,332,118
Depreciation (note 8)	13,796	18,343	62,877	18,343
Unrealized foreign exchange gain	(240,931)	(1,319,640)	(356,483)	(3,232,569)
Changes in non-cash operating working capital:				
Accounts receivable and prepaid expenses	14,306	257,341	16,333	377,285
Accounts payable and accrued liabilities	87,161	(97,315)	794,735	100,365
	(891,072)	(896,654)	(2,049,587)	(2,025,064)
Investing:				
Investment in property and equipment	(3,244)	(83,997)	(7,203)	(121,305)
Investment in oil and gas interests (net)	(8,538,194)	(1,944,363)	(12,871,703)	(4,653,347)
Changes in non-cash investing working capital:				
Accounts receivable and prepaid expenses	750,537	-	3,721,407	-
Accounts payable and accrued liabilities	3,891,654	492,598	2,753,177	(2,291,236)
	(3,899,247)	(1,535,762)	(6,404,322)	(7,065,888)
Financing:				
Common shares and warrants issued, net of issuance costs (note 10(b))	23,176,474	-	23,196,477	27,308,839
Issuance of cash for bank guarantee	(1,087,500)	-	(1,087,500)	-
Repayment of liability portion of convertible debt	(446,347)	163,000	(854,296)	163,000
Changes in non-cash operating working capital:				
Accounts payable and accrued liabilities	-	(192,694)	-	(66,140)
	21,642,627	(29,694)	21,254,681	27,405,699
Effect of exchange rate changes on cash and cash equivalents denominated in foreign currency	240,931	1,319,640	356,483	3,232,569
Increase (decrease) in cash and cash equivalents	17,093,239	(1,142,470)	13,157,255	21,547,316
Cash and cash equivalents, beginning of period	$ 7,209,502	$ 22,943,110	$ 11,145,486	$ 253,324
Cash and cash equivalents, end of period	$ 24,302,741	$ 21,800,640	$ 24,302,741	$ 21,800,640
Supplementary information:				
Interest paid	Nil	Nil	Nil	Nil
Taxes paid	Nil	Nil	Nil	Nil

See accompanying notes to consolidated financial statements.

1. Incorporation and Nature of Business:

Africa Oil Corp. (collectively with its subsidiaries, “AOC” or “Company”) was incorporated on March 29, 1993 under the laws of British Columbia and is an international oil and gas exploration company based in Canada with oil interests in Kenya, Ethiopia, and Puntland (Somalia), referred to as, East Africa.

AOC is an exploration stage enterprise that participates in oil and gas projects located in emerging markets, including East Africa. To date, AOC has not found proved reserves and is considered to be in the exploration stage. Oil and gas exploration, development and production activities in these emerging markets, are subject to significant uncertainties which may adversely affect the Company’s operations. Uncertainties include, but are not limited to, the risk of war, terrorism, expropriation, nationalization, renegotiation or nullification of existing or future concessions and contracts, the imposition of international sanctions, a change in crude oil or natural gas pricing policies, a change in taxation policies, and the imposition of currency controls. These uncertainties, all of which are beyond the Company’s control, could have a material adverse effect on AOC’s business, prospects and results of operations. In addition, if legal disputes arise related to oil and gas concessions acquired by the Company, AOC could be subject to the jurisdiction of courts other than those of Canada. The Company’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 AOC has or may acquire an interest. The Company may require licenses or permits from various governmental authorities to carry out future exploration, development and production activities. There can be no assurance that AOC will be able to obtain all necessary licenses and permits when required.

2. Significant Accounting Policies:

The financial statements of the Company have been prepared by management in accordance with Canadian generally accepted accounting principles. These financial statements have, in management’s opinion, been properly prepared using careful judgment with reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

(a) Basis of consolidation:

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries.

All intercompany transactions and balances have been eliminated.

(b) Foreign currency translation:

The Company’s functional and reporting currency is United States dollars.

Monetary assets and liabilities denominated in foreign currencies are translated into U.S. dollars at exchange rates prevailing at the balance sheet date and non-monetary assets and liabilities are translated at rates in effect on the date of the transaction. Revenues and expenses are translated at exchange rates at the date of transaction other than depreciation which is translated at historical rates. Exchange gains or losses arising from translation are included in operations.

(c) Oil and gas interests:

The Company follows the full cost method of accounting for its oil and gas interests. In accordance with Accounting Guideline 16 (AcG 16) issued by the CICA, all costs relating to the exploration for and development of oil and gas reserves are capitalized in country-by-country cost centers and charged against income as set out below. Capitalized costs include expenditures for geological and geophysical surveys, concession acquisition, drilling exploration and development wells, gathering and production facilities and other development expenditures.

Capitalized costs along with estimated future capital costs to develop proved reserves are depleted on a unit-of-production basis using estimated proved oil and gas reserves. Costs of acquiring and evaluating unproved properties are excluded from costs subject to depletion until it is determined whether proved reserves are attributable to the properties or impairment occurs. Unproved properties are evaluated for impairment on at least an annual basis. If an unproved property is considered to be impaired, the amount of the impairment is added to costs subject to depletion.

The Company engages independent reservoir engineers in order to determine its share of reserves and resources.

Proceeds from the sale or farm-out of oil and gas interests are offset against the related capitalized costs and any excess of net proceeds over capitalized costs is recorded in the statement of operations. Gains or losses from the sale or farm-out of oil and gas interests in the producing stage are recognized only when the effect of crediting the proceeds to capitalized costs would result in a change of 20 percent or more in the depletion rate.

The net amount at which oil and gas interests are carried is subject to a cost recovery test (the ceiling test). The ceiling test is a two-stage process which is performed at least annually. The first stage is a recovery test whereby undiscounted estimated future cash flows from proved reserves at oil and gas prices in effect at the balance sheet date (forecast prices) plus the cost of unproved properties less any impairment is compared to the net book value of the oil and gas interests to determine if the assets are impaired. An impairment loss exists if the net book value of the oil and gas interests exceeds such undiscounted estimated cash flows. The second stage determines the amount of the impairment loss to be recorded. The impairment is measured as the amount by which the net book value of the oil and gas interests exceeds the future estimated discounted cash flows from proved plus probable reserves at the forecast prices. Any impairment is recorded as additional depletion cost.

(d) Stock-based compensation:

The Company has a stock option plan as described in note 10(d). The Company uses the fair value method, utilizing the Black-Scholes option pricing model, for valuing stock options granted to directors, officers, consultants and employees. The estimated fair value is recognized over the applicable vesting period, except for stock options granted to consultants which are expensed immediately, as stock-based compensation expense and an increase to contributed surplus. When the stock options are exercised, the proceeds received and the applicable amounts recorded in contributed surplus are credited to share capital.

(e) Income taxes:

The Company accounts for income taxes using the asset and liability method. Under this method, future income tax assets and liabilities are determined based on differences between the financial statement carrying values of assets and liabilities and their respective income tax bases (temporary differences), and losses carried forward. Future income tax assets and liabilities are measured using the tax rates expected to be in effect when the temporary differences are likely to reverse. The effect on future income tax assets and liabilities of a change in tax rates is included in operations in the period in which the change is substantively enacted. The amount of future income tax assets recognized is limited to the amount of the benefit that is more likely than not to be realized.

(f) Income/(loss) per share:

Income/(loss) per share is calculated using the weighted average number of common shares outstanding during the year. For all periods presented, income/(loss) attributable to common shareholders are the same as reported net income/(loss). For calculating diluted income/(loss) per share, the treasury stock method is used for the purposes of determining the common share equivalents with respect to outstanding stock options and warrants to be included in the weighted average number of common shares outstanding, if dilutive. For the period ended September 30, 2010, dilutive loss per share is the same as basic loss per share, as the effect of the outstanding share options would be anti-dilutive.

(g) Use of estimates:

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

In the accounting for oil and gas interests, amounts recorded for depletion and amounts used for impairment test calculations are based on estimates of oil and gas reserves and future cash flows, including development costs. By their nature, the estimates of reserves and the related future cash flows are subject to measurement uncertainty and the impact on the consolidated financial statements of future periods could be material.

The Black-Scholes option valuation model was developed for use in estimating the fair value of options, which were fully tradable with no vesting restrictions. This option valuation model requires the input of highly subjective assumptions including the expected stock price volatility. Because the Company’s stock options have characteristics significantly different from those of traded options and because changes in the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.

(h) Financial Instruments:

Financial instruments are measured at fair value on initial recognition of the instrument. Measurement in subsequent periods depends on whether the financial instrument has been classified as “held-for-trading”, “available-for-sale”, “held-to-maturity”, “loans and receivables”, or “other financial liabilities” as defined by the accounting standard. Financial assets and financial liabilities “held-for-trading” are measured at fair value with changes in those fair values recognized in net earnings. Financial assets “available-for-sale” are measured at fair value, with changes in those fair values recognized in Other Comprehensive Income ("OCI"). Financial assets "held-to-maturity", "loans and receivables" and "other financial liabilities" are measured at amortized cost using the effective interest method of amortization. Cash and cash equivalents are designated as "held-for-trading" and are measured at fair value. Accounts receivable are designated as "loans and receivables". Accounts payable and accrued liabilities are designated as "other financial liabilities". Transactions costs associated with financial liabilities are recognized in net income.

(i) Joint venture activities

A significant portion of the Company's exploration activities are conducted with joint venture partners. These financial statements reflect only the Company's proportionate interest in such activities.

3. Presentation:

Certain figures for prior periods have been reclassified in the financial statements to conform to the current year's presentation.

4. Changes in Accounting Policy:

On January 1, 2010, the Company adopted the following Canadian Institute of Chartered Accountants ("CICA") Handbook sections:

a) The CICA issued Handbook Section 1582 Business Combinations, which replaces Section 1581. This new standard aligns accounting for business combinations under Canadian GAAP with IFRS and is effective for business combinations entered into on or after January 1, 2010. The new standard requires assets and liabilities acquired in a business combination, contingent consideration and certain acquired contingencies to be measured at their fair values as of the acquisition date. The adoption of this standard will impact the accounting treatment of future business combinations entered into after January 1, 2010.

b) "Consolidated Financial Statements", Section 1601, which together with Section 1602 below, replace the former consolidated financial statements standard. Section 1601 establishes the requirements for the preparation of consolidated financial statements. The adoption of this standard had no material impact on the Company's Financial Statements.

c) "Non-controlling Interests", Section 1602, establishes the accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. This standard requires a non-controlling interest in a subsidiary to be classified as a separate component of equity. In addition, net earnings and components of other comprehensive income are attributed to both the parent and non-controlling interest. The adoption of this standard had no material impact on the Company's Financial Statements.

5. Future Accounting Pronouncements:

International Financial Reporting Standards

On February 13, 2008, the Accounting Standards Board confirmed that the transition date to International Financial Reporting Standards ("IFRS") from Canadian GAAP will be January 1, 2011 for publicly accountable enterprises. Therefore the Company will be required to report its results in accordance with IFRS starting in 2011, with comparative IFRS information for the 2010 fiscal year.

The Company is executing a changeover plan to complete the transition to IFRS by January 1, 2011, including the preparation of 2010 required comparative information. AOC expects IFRS will not have a major impact on the Company's operations or strategic decisions. The adoption of the IFRS accounting principles is not expected to have a significant impact on AOC's total assets, total liabilities, total shareholders' equity, or net income as the Company is currently a pure exploration entity. AOC is on schedule with its changeover plan.

<u>Status of AOC's IFRS Changeover Plan</u>

The key elements of the Company's changeover plan include:

- determine appropriate changes to accounting policies and required amendments to financial disclosures;
- identify and implement changes in information and data systems;
- maintain integrity of Internal Controls Over Financial Reporting (ICFR) and Disclosure Controls and Procedures (DC&P); and
- assess impact on business activities.

As of September 30, 2010, AOC has made significant progress on its changeover plan. The Company has analyzed accounting policy alternatives and preliminarily drafted its IFRS accounting policies. Process and system changes have been considered for significant areas of impact. Information system changes have been considered to capture the required IFRS data. IFRS education and training sessions have been held for relevant employees and these sessions will continue throughout 2010 to ensure AOC maintains the integrity of its ICFR and DC&P.

AOC's IFRS accounting policies are expected to be finalized in the fourth quarter of 2010, with quantification of IFRS impacts to follow. Communication of impacts to external stakeholders is expected to occur in the Company's fourth quarter Management's Discussion and Analysis. AOC will continue to update its IFRS changeover plan to reflect new and amended accounting standards issued by the International Accounting Standards Board and any changes to the Company's business activities.

<u>Accounting Policy Impacts</u>

AOC's significant areas of impact are expected to include property, plant and equipment ("PP&E") and impairment testing. The following discussion provides an overview of these areas, as well as the exemptions available under IFRS 1, First-time Adoption of International Financial Reporting Standards. In general, IFRS 1 requires first time adopters to retrospectively apply IFRS, although it does provide optional and mandatory exemptions to these requirements.

Property, Plant and Equipment (PP&E)

Under Canadian GAAP, AOC follows the CICA's guideline on full cost accounting in which all costs directly associated with the acquisition of, the exploration for, and the development of natural gas and crude oil reserves are capitalized on a country-by-country cost centre basis. Costs accumulated within each country cost centre are depleted using the unit-of-production method based on proved reserves determined using estimated future prices and costs. Upon transition to IFRS, AOC will be required to adopt new accounting policies for upstream activities, including pre-exploration costs, exploration and evaluation costs and development costs. Pre-exploration costs are those expenditures incurred prior to obtaining the legal right to explore and must be expensed under IFRS. Currently, AOC capitalizes pre-exploration costs within the country cost centre. To date, capitalized pre-exploration costs are not material to AOC.

Exploration and evaluation costs are those expenditures for an area or project for which technical feasibility and commercial viability have not yet been determined. Under IFRS, AOC will initially capitalize these costs as Intangible Exploration Assets on the balance sheet. When the area or project is determined to be technically feasible and commercially viable, the costs will be transferred to PP&E. Unrecoverable exploration and evaluation costs associated with an area or project will be expensed. Development costs include those expenditures for areas or projects where technical feasibility and commercial viability have been determined. Under IFRS, AOC will capitalize these costs within PP&E on the balance sheet, as is currently required by Canadian GAAP. However, the costs will be depleted on a unit-of-production basis over an area level (unit of account) instead of the country cost centre level currently utilized under Canadian GAAP. AOC has yet to determine geographic or geologic areas and other inputs to be utilized in the unit-of-production depletion calculation as the Company is currently in the exploration phase.

Under Canadian GAAP, proceeds of divestitures are normally deducted from the full cost pool without recognition of a gain or loss unless the deduction would result in a change to the depletion rate of 20 percent or greater, in which case a gain or loss is recorded. Under IFRS, upstream divestitures of Intangible Exploration Assets follow the same treatment as Canadian GAAP while producing properties will generally result in a gain or loss recognized in net earnings. AOC expects to adopt the IFRS 1 exemption, which allows the Company to deem its January 1, 2010 IFRS upstream asset costs to be equal to its Canadian GAAP historical upstream net book value. On January 1, 2010, the IFRS Intangible Exploration Assets are expected to be equal to the Canadian GAAP Oil and Gas Interest balance and the IFRS development costs will be nil as the Company is currently in the exploration phase.

Impairment

Under both IFRS and Canadian GAAP, Intangible Exploration Assets are assessed for impairment when they are reclassified to PP&E, as oil and gas interests, and also if facts and circumstances suggest that the carrying amount exceeds the recoverable amount. Under Canadian GAAP, AOC is required to recognize an impairment loss to PP&E if the carrying amount exceeds the undiscounted cash flows from proved reserves for the country cost centre. If an impairment loss is to be recognized, it is then measured at the amount the carrying value exceeds the sum of the fair value of the proved and probable reserves and the costs of unproved properties. Impairments recognized under Canadian GAAP are not reversed. Under IFRS, AOC is required to recognize and measure an upstream impairment loss if the carrying value exceeds the recoverable amount for a cash-generating unit. Under IFRS, the recoverable amount is the higher of fair value less cost to sell and value in use. Impairment losses, other than goodwill, are reversed under IFRS when there is an increase in the recoverable amount. AOC will group its upstream assets into cash-generating units based on the independence of cash inflows from other assets or other groups of assets.

Other IFRS 1 Considerations

As permitted by IFRS 1, AOC's foreign currency translation adjustment, currently the only balance in AOC's Accumulated Other Comprehensive Income will be deemed to be zero and the balance will be reclassified to retained earnings on January 1, 2010. Accordingly, retrospective restatement of foreign currency translation adjustments under IFRS principles will not be performed.

Business combinations and joint ventures entered into prior to January 1, 2010 will not be retrospectively restated using IFRS principles.

Impact on Information and Data Systems

As the review of the accounting policies is nearing completion, AOC believes the accounting policy changes indicated above will not currently impact our information and data systems. However, additional disclosure requirements, for example, relating to personnel and related expenses, will require AOC to change the process for which the Company tracks this information going forward. The Company has analyzed these requirements and has developed plans to accumulate information required for additional disclosures beginning January 1, 2010.

Impact on ICFR and DC&P

AOC will make the appropriate changes to maintain the integrity of the Company's ICFR and DC&P for the initial transition to IFRS, including the related note disclosures, as well as on-going financial reporting. For instance, the Company will ensure that the appropriate management oversight in place and appropriate management review and approval is obtained for all additional financial and other material disclosures. AOC's accounting personnel have been specifically trained in IFRS, and the Audit Committee is assessing the Board of Director's IFRS knowledge and additional training that may be required. AOC's IFRS Changeover Plan will ensure that key external shareholders are informed about the anticipated effects of the transition from Canadian GAAP to IFRS on the Company.

Impact on Business Activities

AOC has reviewed the Company's significant business activities to date and believes that none of these will be impacted by the transition to IFRS. For instance, AOC does not currently have any compensation arrangements tied to earnings, any hedging activities, or any third party debt with covenants tied to financial performance; thus, AOC does not expect business activities to be impacted by the transition to IFRS. The Board of Directors and management are considering the impact of IFRS as business activities develop during 2010 to ensure the appropriate information will be gathered and any IFRS impact will be able to be communicated to external stakeholders.

6. Restricted Cash:

At September 30, 2010, the company has a restricted cash balance of $2,887,500 (December 31, 2009 - $1,800,000) which represents bank deposits securing outstanding letters of credit in connection with Blocks 10BB, 12A and 13T in favor of the Kenyan Government.

7. Business Acquisitions:

Lundin Petroleum AB

Effective April 28, 2009, the Company acquired all of the common shares of Lundin East Africa BV (subsequently renamed Africa Oil Ethiopia BV) and Lundin Kenya BV (subsequently renamed Africa Oil Kenya BV), with oil and gas exploration operations in Ethiopia and Kenya, from Lundin Petroleum AB ("LPAB"). As part of the transaction, a subsidiary of LPAB provided the Company with convertible debenture to finance the $23.8 million purchase price. Total consideration paid, including estimated acquisition costs, amounts to $24.0 million. The result of these companies' operations has been included in the financial statements since the effective date. The acquisition was accounted for using the purchase method and the purchase price was allocated based on fair values as follows:

(Expressed in United States dollars unless otherwise indicated)

Net Assets acquired		
Working capital	$	229,197
Oil and gas interests		23,745,320
Total net assets acquired	$	23,974,517

Consideration		
Convertible debenture (note 9)	$	23,789,251
Acquisition costs		185,266
Total purchase price	$	23,974,517

Turkana Energy Ltd.

Effective July 21, 2009, the Company acquired of all of the issued and outstanding common shares of Turkana Energy Ltd. ("Turkana") (with exploration operations in Kenya) for total consideration of $10.7 million including estimated acquisition costs. The results of the company's operations have been included in the financial statements since the effective date. As consideration, the Company issued 7,499,934 common shares, in addition to exchanging an additional 787,400 common shares to extinguish Turkana's outstanding convertible loans of CAD$1.0 million. The acquisition was accounted for using the purchase method and the purchase price was allocated based on fair values as follows:

Net Assets acquired		
Working capital deficit	$	(226,841)
Restricted cash		1,800,000
Oil and gas interests		9,147,021
Total net assets acquired	$	10,720,180

Consideration		
Shares issued	$	10,130,377
Warrants issued		393
Acquisition costs		589,410
Total purchase price	$	10,720,180

(Expressed in United States dollars unless otherwise indicated)

8. Oil and Gas Interests:

	September 30, 2010		
	Cost	Accumulated depletion	Net book value
Oil and Gas Interests	$ 92,820,021	-	$ 92,820,021

	December 31, 2009		
	Cost	Accumulated depletion	Net book value
Oil and Gas Interests	$ 75,750,771	-	$ 75,750,771

As at September 30, 2010, $92,820,021 of accumulated expenditures have been capitalized in oil and gas interests (December 31, 2009 - $ 75,750,771). These expenditures represent acquisition costs, geological and geophysical expenditures, materials and supplies and other intangible capitalized costs incurred to date. These costs will not be subject to depletion until such time that proved oil and gas reserves are identified. During the nine months ended September 30, 2010, the Company capitalized $1,020,249 of general and administrative expenses related to exploration activities (September 30, 2009 – $72,883).

During September of 2010, the Company completed the assignment of a 100% interest in Blocks 12A and 13T in Kenya. The Blocks were assigned to the Company by Platform Resources Inc. (“Platform”), a wholly owned subsidiary of Alberta Oilsands Inc. In consideration for Platform’s interest in Blocks 12A and 13T, AOC issued to Platform 2.5 million AOC common shares, valued at $3.2 million, and 1.5 million AOC share purchase warrants, valued at $0.8 million, exercisable into one common share at a price of CAD$1.50 per share for a period of two years. These acquisition expenditures are included in Oil and Gas Interests.

During August 2010, the Company completed a farmout agreement to acquire an 80% participating interest and operatorship of the South Omo Block in Ethiopia. Pursuant to the farmout agreement, to earn its 80% participating interest, Africa Oil is obligated to pay 80% of past costs incurred by Agriterra (formerly White Nile Ltd.), to a maximum of $2,517,000, and fund 100% of the costs associated with a work program comprised of 500 kilometers of 2D seismic, a field geology program, and a surface geochemistry program. Africa Oil will compensate Agriterra’s 80% share of past costs by funding Agriterra’s share of future cash calls in an amount equal to the past cost obligation. These acquisition costs are included in Oil and Gas Interests.

As at September 30, 2010, the Company has recorded $51,875 of other property and equipment (December 31, 2009 - $107,549) consisting primarily of office and computer equipment. The Company depreciates its property and equipment on a straight line basis over the useful life of the assets (one to three years). During the nine months ended September 30, 2010, AOC recorded $62,877 of depreciation expense related to this equipment (September 30, 2009 - $18,343)

During the nine months ended September 30, 2010, the Company capitalized $149,697 of accretion and interest expense, in relation to its convertible debt, to Oil and Gas Interests (September 30, 2009 – $117,357).

(Expressed in United States dollars unless otherwise indicated)

9. Convertible Debenture:

In accordance with CICA handbook sections 3861 and 3862, the Company has separately valued a convertible loan from LPAB maturing December 31, 2011 with an interest rate of USD six-month LIBOR plus 3%. The loan, including any accrued and unpaid interest, will be convertible, at the option of either AOC or LPAB, into shares of the Company on the basis of CAD$0.90 per common share.

Liability portion of convertible debt, beginning of the period	$	2,230,046
Accretion		149,697
Repayment of the liability portion of the convertible debenture		(854,296)
Liability portion of convertible debt, end of period	$	1,525,447
Less, current portion of convertible debenture		(999,149)
Long-term liability portion of convertible debt, end of the period	$	526,298

The Company has separately valued the conversion option on the issuance from convertible debentures, in accordance with CICA handbook section 3862. The liability component represents the present value of the contractual payments of the debenture and the equity component represents the fair value of the holder's conversion feature. The convertible debenture discount is accreted over the term of the loan. The equity portion of the convertible debentures issued was valued at $21,578,986 at the time of issuance.

10. Share capital:

(a) The Company is authorized to issue an unlimited number of common shares with no par value.

(b) Issued:

	September 30, 2010		December 31, 2009	
	Shares	Amount	Shares	Amount
Balance, beginning of period	70,205,496	$ 62,712,759	17,975,543	$ 31,586,737
Private placements, net of issue costs (i)	25,416,666	23,176,474	37,421,018	17,230,449
Conversion of shareholder loans (ii)	-	-	6,521,601	3,765,196
Turkana acquisition (iii)	-	-	8,287,334	10,130,377
Assignment of Blocks 12A and 13T in Kenya (iv)	2,500,000	3,243,470		
Farmout ageement finder's fees (note 15)	405,240	422,588	-	-
Exercise of options (note 10(d))	20,000	29,549	-	-
Balance, end of period	98,547,402	$ 89,584,840	70,205,496	$ 62,712,759

i) On April 28, 2009, the Company closed a non-brokered private placement, issuing an aggregate of 37,421,018 Units of the Company at a price of CAD$0.95 per Unit for gross proceeds of CAD$35,549,967. Each Unit is comprised of one common share and one full share purchase warrant. Each share purchase warrant is exercisable into one common share of AOC at a price of CAD$1.50 per share over a period of three years, expiring April 29, 2012. In the event that AOC closes at or above CAD$2.00 for a period of 20 consecutive trading days, an accelerated exercise provision will come into effect. If the accelerated clause is exercised by AOC, the warrants expire after 30 days from the date of written notice to the warrant holder. The Company incurred finder's fees of $1,543,571 thereby realizing net proceeds of $27,360,826.

The Company allocated the fair value of the net proceeds received upon the sale of the units between the underlying common shares and the common share purchase warrants. The common share purchase warrants' fair value related to the private placement was determined to be $10.1 million. The fair value was determined by separately evaluating the fair value of the common shares and share purchase warrants and allocating the values on a pro rata basis.

In July 2010, the Company closed the first and second tranche of a non-brokered private placement, issuing an aggregate of 25 million common shares of AOC at a price of CAD$1.00 per share for gross proceeds of CAD$25,000,000. Shares issued pursuant to the private placement will be subject to a four month hold period. The Company incurred finder's fees and share issue costs of $1,072,385, including 416,666 shares issued in lieu of finder's fees, realizing net proceeds of $23,176,474.

ii) On May 8, 2009, the Company converted its' loans payable in the amount of CAD$6,000,000 plus accrued interest of CAD$195,521, from an existing shareholder to 6,521,601 Units of the Company on the basis of CAD$0.95 per Unit. Each Unit is comprised of one common share and one share purchase warrant. Each warrant is exercisable into one common share of AOC at a price of CAD$1.50 per share over a period of three years, expiring May 8, 2012. In the event that AOC closes at or above CAD$2.00 for a period of 20 consecutive trading days, an accelerated exercise provision will come into effect. If the accelerated clause is exercised by AOC, the warrants expire after 30 days from the date of written notice to the warrant holder (see Note 16).

The common share purchase warrants' fair value related to the loans payable conversion was determined to be $1.8 million. The fair value was determined by separately evaluating the fair value of the common shares and share purchase warrants and allocating the values on a pro rata basis.

iii) On July 21, 2009, the Company issued 8,287,334 common shares of AOC and 9,394 whole share purchase warrants to existing Turkana warrant holders as part of the business acquisition (see note 7).

Each whole share purchase warrant entitles the holder to purchase an additional common share at CAD$4.84. The share purchase warrants' fair value related to the issuance was determined to be $393. The share purchase warrants fair values were determined by using the Black Scholes option pricing model and assuming an expected volatility of 90% and a risk free interest rate of 0.50%. These warrants expired on July 7, 2010.

iv) In September of 2010, the Company completed the assignment of a 100% interest in Blocks 12A and 13T in Kenya. The Blocks were assigned to the Company by Platform Resources Inc. ("Platform"), a wholly owned subsidiary of Alberta Oilsands Inc. In consideration for Platform's interest in Blocks 12A and 13T, AOC issued to Platform 2.5 million AOC common shares, valued at $3.2 million, and 1.5 million AOC share purchase warrants, valued at $0.8 million, exercisable into one common share at a price of CAD$1.50 per share for a period of two years. The terms of the warrants contain an accelerated exercise clause which is triggered if AOC's common shares close at or above CAD$2 per share for 20 consecutive trading days. If the acceleration clause is exercised by AOC, the warrants will expire on a date that is not less than 180 days from the date of written notice to Platform.

(Expressed in United States dollars unless otherwise indicated)

(c) Warrants:

	Number of Warrants	Amount ($)
Balance, December 31, 2008:	-	$ -
Issued in Private Placement (note 10(b)(i))	37,421,018	10,078,390
Converted Loans Payable (note 10(b)(ii))	6,521,601	1,783,513
Turkana Acquisition (note 10(b)(iii))	9,394	393
Balance, December 31, 2009:	43,952,013	$ 11,862,296
Expiration of Warrants	(9,394)	-
Assignment of Blocks 12A and 13T in Kenya (note 10(b)(iv))	1,500,000	804,380
Balance, September 30, 2010:	45,442,619	$ 12,666,676

The following table outlines the exercise price and expiration dates of outstanding common share purchase warrants at September 30, 2010:

Issue Date	Number of Warrants	Exercise Price (CAD$)	Expiration Date
April 29, 2009	37,421,018 (1)	$ 1.50	April 29, 2012
May 8, 2009	6,521,601 (2)	$ 1.50	May 8, 2012
September 9, 2010	1,500,000 (3)	$ 1.50	September 9, 2012

(1) Warrants represent the number of whole warrants outstanding based on private placement
(2) Warrants represent the number of whole warrants outstanding based on conversion of loans payable
(3) Warrants represent the number of whole warrants outstanding based on assignment of Blocks 12A and 13T in Kenya

(d) Share purchase options:

At the 2010 Annual General Meeting, held on May 27, 2010, the Company approved the stock option plan ("the Plan") which was last amended at the 2008 Annual General Meeting. The Plan provides that an aggregate number of common shares which may be reserved for issuance as incentive stock options shall not exceed 10% 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 5% of the Company's outstanding issued shares.

(Expressed in United States dollars unless otherwise indicated)

Share purchase options outstanding, all of which are exercisable, are as follows:

	September 30, 2010		December 31, 2009	
	Number of shares	Weighted average exercise price (CAD$)	Number of shares	Weighted average exercise price (CAD$)
Outstanding, beginning of period	2,527,500	1.99	1,510,000	4.80
Granted	1,617,500	1.13	2,812,500	1.15
Expired or cancelled	(130,000)	1.25	(1,795,000)	3.05
Exercised	(20,000)	1.05	-	-
Balance, end of period	3,995,000	1.67	2,527,500	1.99

The fair value of each option granted is estimated on the date of grant using the Black-Scholes options pricing model.

The fair value of each option granted during the nine months ended September 30, 2010 and 2009 was estimated on the date of grant using the Black-Scholes options pricing model with the following weighted average assumptions:

	2010	2009
Number of options granted during the period	1,617,500	2,697,500
Fair value of options granted	0.52	0.42 - 0.73
Risk-free interest rate (%)	1.63	1.33 - 0.80
Expected life (years)	2.25	2.25
Expected volatility (%)	80	81 - 84
Expected dividend yield	-	-

The following table summarizes information regarding stock options outstanding at September 30, 2010:

Weighted Average Exercise price (CAD$/share)	Number outstanding	Weighted average remaining contractual life
6.25	415,000	0.98
1.62	175,000	1.85
1.18	1,070,000	1.75
1.13	1,692,500	2.75
1.05	140,000	2.14
1.00	100,000	2.25
0.89	402,500	2.21
1.67	3,995,000	2.17

11. Financial Instruments and Financial Risk:

As at September 30, 2010 and December 31, 2009, the fair values of the Company's cash, amounts receivable, prepaid expenses, and accounts payable and accrued liabilities approximate their carrying amounts due to the immediate or short term to nature of these items.

Foreign currency exchange rate risk

The Company 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. The Company's exposure is partially offset by sourcing capital projects and expenditures in US dollars. AOC had no forward exchange contracts in place as at or during the nine months ended September 30, 2010.

For the nine months ended September 30, 2010, a 5% increase or decrease in the value of the Canadian dollar in relation the US dollar, which is the Company's functional currency, would have resulted in an approximately $460,000 increase or decrease in foreign exchange gains, respectively.

Interest rate risk

The Company's outstanding convertible debenture will incur interest charges at a rate of USD six-month LIBOR plus 3%. Fluctuations in the LIBOR lending rate impact the interest component of the convertible debenture. When assessing interest rate risk applicable to the Company's convertible debenture, the Company believes 1% volatility is a reasonable measure. The effect of interest rates increasing or decreasing by 1% would have decreased or increased, respectively, the Company's cash flows by approximately $178,000 for the nine months ended September 30, 2010. Due to the nature of the convertible debenture and current market conditions, the Company does not believe that entering into interest rate swaps or other risk management contracts is necessary to mitigate this risk.

Liquidity risk

Liquidity risk is the risk that the Company 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, during the exploration phase, require sufficient cash in order to fulfill their work commitments in accordance with contractual obligations and to be able to potentially acquire strategic oil and gas assets.

The Company will potentially issue equity and enter into farmout agreements with joint venture partners to ensure the Company has sufficient available funds to meet current and foreseeable financial requirements. The Company actively monitors its liquidity to ensure that its cash flows and working capital are adequate to support these financial obligations and the Company's capital programs. The Company will also adjust the pace of its exploration activities to manage its liquidity position.

Credit risk

Credit risk is the risk of loss if counterparties do not fulfill their contractual obligations. The majority of our credit exposure relates to amounts due from our joint venture partners. The risk of our joint venture partners defaulting on their obligations per their respective joint operating and farmout agreements is mitigated as there are contractual provisions allowing the Company to default joint venture partners who are non-performing and reacquire any previous farmed out working interests.

12. Capital structure:

The Company's objective when managing capital structure is to maintain balance sheet strength in order to ensure the Company's strategic exploration and business development objectives are met while providing an appropriate return to shareholders relative to the risk of the Company's underlying assets.

The Company manages its capital structure and makes adjustments to it based on changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue shares, issue debt, execute working interest farm-out arrangements and revise its capital expenditures program. In addition, the Company manages its cash and cash equivalents balances based on forecasted capital outlays and foreign exchange risks in order to ensure that the risk of negative foreign exchange effects are minimized while ensuring that interest yields on account balances are appropriate.

The Company does not have externally imposed capital requirements.

13. Segment Information:

At September 30, 2010, the Company and its subsidiaries operated in three reportable segments, for the exploration of oil and gas resources in East Africa:

	Puntland (Somalia)		**Ethiopia**		**Kenya**		**Corporate**		**Total**	
Three months ended September 30, (thousands)	**2010**	2009	**2010**	2009	**2010**	2009	**2010**	2009	**2010**	2009
Capital expenditures										
Oil and gas interests	**152**	400	**3,891**	- 678	**8,586**	9,256	**-**	-	**12,629**	8,978
Property and equipment	**-**	-	**-**	-	**-**	-	**3**	84	**3**	84
	152	400	**3,891**	- 678	**8,586**	9,256	**3**	84	**12,632**	9,062
Statement of operations										
Expenses	**-**	-	**13**	-	**34**	-	**1,341**	1,419	**1,388**	1,419
Interest and other income	**-**	-	**-**	-	**-**	-	**(24)**	(18)	**(24)**	(18)
Foreign exchange loss/(gain)	**-**	-	**-**	-	**-**	-	**(440)**	(1,321)	**(440)**	(1,321)
Segmented loss/(gain)	**-**	-	**13**	-	**34**	-	**877**	80	**924**	80

	Puntland (Somalia)		**Ethiopia**		**Kenya**		**Corporate**		**Total**	
Nine months ended September 30, (thousands)	**2010**	2009	**2010**	2009	**2010**	2009	**2010**	2009	**2010**	2009
Segment Assets	**39,370**	31,039	**18,338**	14,108	**39,938**	32,109	**24,583**	18,235	**122,229**	95,491
Capital expenditures										
Oil and gas interests	**476**	1,602	**5,089**	12,898	**11,505**	21,952	**-**	-	**17,070**	36,452
Property and equipment	**-**	-	**-**	-	**-**	-	**7**	121	**7**	121
	476	1,602	**5,089**	12,898	**11,505**	21,952	**7**	121	**17,077**	36,573
Statement of operations										
Expenses	**6**	-	**43**	-	**76**	-	**3,664**	3,413	**3,789**	3,413
Interest and other income	**-**	-	**-**	-	**-**	-	**(33)**	(27)	**(33)**	(27)
Foreign exchange gain	**-**	-	**-**	-	**-**	-	**(399)**	(2,766)	**(399)**	(2,766)
Segmented loss	**6**	-	**43**	-	**76**	-	**3,232**	620	**3,357**	620

14. Commitments and contingencies:

Puntland (Somalia):

In December 2009, AOC announced amendments to its existing Production Sharing Contracts made in respect of the Dharoor and Nugaal Valley Exploration areas. The amendments reflected the extension of initial exploration periods from 36 to 48 months, with a revised expiry period of January 17, 2011. In addition, the terms of the exploration programs were amended such that AOC, at its option, could drill one exploratory well in each of the Dharoor and Nugaal Valley Exploration Areas, or two exploratory wells in the Dharoor Valley. In consideration of the extension of the exploration period, AOC agreed to voluntarily relinquish twenty-five percent of the original agreement area on or before January 17, 2010 and agreed to pay a US$1 million bonus within 30 days of a commercial discovery in each of the production blocks. Further, AOC agreed to certain enhanced abandonment and environmental safety measures and to make a one-time US$1.05 million payment to the Puntland government for development of infrastructure.

Under the Joint Venture Agreement with Range Resources Ltd. (“Range”), relating to the Dharoor and Nugaal Valley Exploration Blocks, the Company is obligated to solely fund $22.8 million of joint venture costs on each of the blocks ($45.5 million in total for both blocks) during the exploration period, in exchange for a 80% working interest in each block. In the event that a commercial discovery is declared on a block prior to AOC spending $22.8 million, AOC shall be deemed to have earned its interest in the block and the Company and Range will be responsible for future expenditures on the block in proportion to their respective working interests. In the event that AOC does not fund the required $22.8 million during the two three-year exploration periods, the Company’s interest in the block would be forfeited. An additional $3.5 million will be payable to Range upon commencement of commercial production.

During the fourth quarter of 2008, the Company fulfilled its sole funding obligation related to the Dharoor Valley Block. As a result, Range is paying its 20% participating interest share of ongoing exploration costs related to this Block. In the Nugaal Valley Block, the Company has spent approximately $8.4 million towards sole funding obligation as of September 30, 2010.

Ethiopia:

Under the terms of the Blocks 7/8 Production Sharing Agreement (“PSA”), the initial exploration period expires in July 2012, the Company and its partners are obligated to complete certain geological and geophysical (“G&G”) operations (including acquisition of 1,250 kilometers of 2D seismic) with a minimum expenditure of $11.0 million gross ($4.0 million net). In addition, The Company and its partners are required to drill one exploration well with a minimum expenditure of $6.0 million gross ($3.3 million net).

In accordance with the PSA for Blocks 2/6, the initial exploration period expires in November 2011, AOC and its partners are obligated to complete certain G&G operations (including acquisition of 1,250 kilometers of 2D seismic) with a minimum expenditure of $10.8 million gross ($4.0 million net). This commitment is supported by an outstanding bank guarantee of $3.5 million in favor of the Ethiopian Government. As security for the bank guarantee, the bank has been provided with a parent company guarantee from Africa Oil Corp.

(Expressed in United States dollars unless otherwise indicated)

Under the terms of the Adigala Block PSA, AOC and its partners have fulfilled the minimum work and financial obligations of the initial 4 year exploration period which expires in July 2011.

Under the terms of the South Omo PSA, during the initial exploration period, AOC and its partners are obligated to complete certain G&G operations (including acquisition of 400 kilometers of 2D seismic) with a minimum expenditure of $8.0 million gross ($8.0 million net). Additionally, AOC and its partners are required to drill one exploration well with a minimum expenditure of $8.0 million ($6.4 million net).

Kenya:

Under the terms of the Block 10A Production Sharing Contract (“PSC”), the initial 4 year exploration period expires in January 2012. The Company is obligated to complete G&G operations (including acquisition of 750 kilometers of 2D seismic) with a minimum expenditure of $7.8 million ($1.6 million net). Additionally, AOC is required to drill one exploration well with a minimum expenditure of $8.5 million ($4.7 million net). This commitment is supported by an outstanding bank guarantee of $2.4 million in favor of the Kenyan Government. As security for the bank guarantee, the bank has been provided with a parent company guarantee from Africa Oil Corp.

Under the terms of the Block 10BB PSC, the initial exploration period expires in January 2012. The Company is obligated to complete G&G operations (including acquisition of 600 kilometers of 2D seismic) with a minimum expenditure of $6.0 million ($3.6 million net). Additionally, AOC is required to drill one exploration well with a minimum expenditure of $6.0 million ($3.6 million net). This commitment is supported by an outstanding letter of credit of $1.8 million in favor of the Kenyan Government, which is collateralized by a bank deposit of $1.8 million (see note 6).

Under the terms of the Block 9 PSA, with the drilling of the Bogal-1-1 well, AOC and its partners have fulfilled and exceeded the minimum work and financial obligations of the initial exploration period.

Under the terms of the Block 12A and 13T PSC, the exploration periods expire in December 2011. In accordance with the terms of the PSCs, the initial minimum exploration expenditures are $3.65 million (Block 13T) and $3.6 million (Block 12A). The Company is obligated to complete G&G operations including the acquisition of 500km of 2D seismic or 100 km2 of 3D seismic (or a combination thereof) on each block.

Office Lease Costs:

The Company has committed to future minimum payments at September 30, 2010 under a Canadian operating lease that includes the rental of office space and proportionate share of operating costs and office equipment as follows:

2010	40,676
2011	162,704
2012	162,704
2013	81,352
2014	-
Total minimum payments	447,437

15. Farmout Agreements

The Company has entered in to the following farmout agreements during 2009 and 2010, reducing the Company's working interest and net commitments under the respective PSCs.

Tullow Oil plc

During September 2010, the Company signed a definitive farmout agreement with Tullow Oil plc ("Tullow") whereby Tullow will acquire a 50% interest in, and operatorship of, three of Blocks 10BB and 10A in Kenya and of the South Omo Block in Ethiopia. In consideration for the assignment of these interests, Tullow will pay to Africa Oil approximately US$10MM, representing 50% of Africa Oil's past costs in the blocks, subject to a post-closing audit. Tullow will also fund Africa Oil's working interest share of future joint venture expenditures in these blocks until the cap of US$23.75MM is reached. Once the expenditure cap has been met, Africa Oil will be responsible for its working interest share of future costs.

Additionally, Tullow has also exercised an option to acquire 50% of Africa Oil's interest in, and operatorship of, two additional exploration blocks in Kenya, 12A and 13T, recently acquired by Africa Oil. Tullow will be responsible for paying Africa Oil its pro-rata share of back costs, including acquisition costs, and its respective share of future joint venture expenditures.

Closing of the above transaction is subject to certain conditions precedent, including resolution of the Interstate Petroleum Ltd. court proceedings (described in note 17) to the satisfaction of Tullow.

Lion Energy Corp.

During August 2009, the Corporation completed a definitive farmout agreement with Lion Energy Corp. ("Lion") (formerly Raytec Metals Corp.) in respect of production sharing contracts relating to the corporation's Somalia Interests and Kenyan Interests. Under the terms of the farmout agreement with Lion, AOC agreed to the following:

- transfer of a 15 percent license interest in the Nugaal and Dharoor Valley Production Sharing Agreements;
- transfer of a 10 percent license interest in the Block 9 Production Sharing Agreement;
- transfer of a 25 percent license interest in the Block 10A Production Sharing Agreement; and,
- transfer of a 20 percent license interest in the Block 10BB Production Sharing Agreement.

Under the terms of the farmout agreement, Lion is obligated to pay a disproportionate share of costs associated with the planned work programs to be carried out in the subject areas throughout 2009 and 2010. Lion deposited in escrow, as security for its payment obligations, $4 million. The effective date of the farmout is August 19, 2009. AOC agreed to issue 810,480 common shares of the Company as a finder's fee in consideration for services provided in the negotiation and completion of the Lion farmout agreement. Half of the share consideration was issued during the three months ended June 30, 2010. The remaining common shares to be issued under the agreement will be issued from time to time as Lion fulfills their funding obligations under the Lion farmout agreement, subject to TSX Venture Exchange approval. The remaining finder's fee obligation has been accrued at September 30, 2010.

During September 2010, the Company amended their farmout agreement with Lion in order to provide Tullow (described above) with the necessary working interests. The amendment provides that Lion will reduce its interest in Block 10BB to 10% (originally 20%) and will not retain any interest in Block 10A (originally 25%). As consideration, Africa Oil has agreed to pay Lion US$2.5 million in cash and to issue to Lion 2.5 million common shares of AOC. The Company has also agreed to the elimination of future expenditure promotes in Block 10BB and on the Company's projects in Puntland (Somalia).

Closing of the above transaction is subject to certain conditions precedent, including resolution of the Interstate Petroleum Ltd. court proceedings (described in note 17) to the satisfaction of Tullow.

Red Emperor Resources NL

During August 2010, AOC executed a definitive farmout agreement with Red Emperor Resources NL ("Red Emperor") pursuant to which Red Emperor will acquire a participating interest in the Dharoor and Nugaal Valley Blocks located in Puntland (Somalia). Under the terms of the farmout agreement and an election made by Red Emperor to increase their interests, Red Emperor will earn a 20% interest in both the Dharoor and Nugaal Valley Blocks and is committed to paying a disproportionate share of costs related to the one well drilling commitment included in the first exploration period of both the Dharoor and Nugaal Valley Production Sharing Agreements.

The transaction is conditional on the satisfaction of certain conditions precedent including ministerial approval, other regulatory approvals and, if required, shareholder approval. A finder's fee in the amount of up to CDN$250,000, 50% of which is payable in common shares of the Company, is payable to Komodo Capital Pty. Ltd. in connection with the farmout to Red Emperor. Payment of the finder’s fee is subject to TSX Venture Exchange approval.

East Africa Exploration Limited

During May, 2009 the Company executed a farmout agreement with Black Marlin Energy Limited’s East Africa Exploration Limited (“EAX”) for their entry into the production sharing contracts in both the Federal Democratic Republic of Ethiopia (Ethiopia) and Kenya. Under the terms of the farmout agreement with EAX, AOC agreed to the following:

- transfer a 30 percent license interest in the Block 2/6 and 7/8 Production Sharing Agreements located in the Ogaden Basin of Southern Ethiopia;
- transfer a 20 percent license interest to EAX in the Block 10A Production Sharing Contract (PSC) located in the Anza Basin of northern Kenya.

Under the terms of the farmout agreement, EAX is obligated to pay a disproportionate share of costs associated with the planned work programs to be carried out in the subject areas throughout 2009 and 2010. As consideration for past costs incurred by the Company, EAX has paid the Company $1,700,000. The effective date of the EAX farmout agreement is December 9, 2009.

16. Related Party Transactions:

During May 2009, the Company’s loans payable due to Lorito Holdings (Guernsey) Limited (“Lorito”) in the amount of CAD$6,000,000 plus accrued interest of $195,521 was converted to 6,521,601 Units of the Company on the basis of CAD$0.95 per Unit. Each Unit is comprised of one common share and one share purchase warrant. Each warrant is exercisable into one common share of AOC at a price of CAD$1.50 per share over a period of three years. In the event that AOC closes at or above CAD$2.00 for a period of 20 consecutive trading days, a forced exercise provision will come into effect. Lorito is beneficially owned by Ellegrove Capital Ltd., a private trust the settler of which is the late Adolf H. Lundin.

During the three and nine months ended September 30, 2010, the Company incurred costs of $57,016 and $172,648, respectively (September 30, 2009 - $48,330 and $148,840, respectively) for administrative support services fees to Namdo Management Services Ltd (“Namdo”). Namdo is a private corporation owned by Lukas H. Lundin.

17 Court Proceedings:

Kenyan court proceedings have been brought by Interstate Petroleum Ltd. ("IPL") against the Permanent Secretary, Ministry for Energy. IPL is seeking a judicial review of the administrative process that led to the issuance of exploration permits in respect of, amongst others, Blocks 10BB, 12A and 13T, which resulted in the Company being a named party to the proceedings. A preliminary order, granting IPL leave to seek orders against the Permanent Secretary, has been granted. The Company has been advised by its legal counsel in Kenya that the courts in Kenya will generally grant this sort of preliminary order in applications of this nature, as there is no requirement to establish the merit of the claim on the initial application.

The Kenyan Ministry of Energy has advised the Company that it may carry on its work program and that its production sharing contracts are in good standing.

The hearing in respect of the judicial review action brought by IPL against the Permanent Secretary, Ministry for Energy, relating to the administrative process that led to the issuance of exploration permits in respect of, amongst others, Blocks 10BB, 12A and 13T, has been adjourned to November 16, 2010. At the October 27, 2010 hearing, IPL requested the adjournment so that it could review the extensive affidavits and submissions filed by the Attorney General of Kenya's office on behalf of the Permanent Secretary, by counsel for the Company on behalf of certain of the Interested Parties, and by counsel for Centric Energy Corp., also an Interested Party. The Company's counsel advised the High Court of Kitale that they were ready and able to proceed with the hearing as originally scheduled. However, they agreed to acquiesce to IPL's request in exchange for the establishment of certain dates for the final hearing of the matter, in the hopes of having it resolved finally, and as soon as possible.