



MANAGEMENT INFORMATION CIRCULAR

(all information as of April 20, 2010, unless otherwise noted)

PERSONS MAKING THE SOLICITATION

This Management Information Circular (the "Circular") is furnished in connection with the solicitation of proxies being made by the management of Africa Oil Corp. ("Africa Oil" or the "Corporation") for use at the Annual General Meeting of the Corporation's shareholders (the "Meeting") to be held on Thursday, May 27, 2010 at 11:00 a.m. (Pacific Standard Time) at Suite 2101, 885 West Georgia Street, Vancouver, British Columbia and for the purposes set forth in the accompanying Notice of Meeting. While it is expected that the solicitation will be made primarily by mail, proxies may be solicited personally or by telephone by directors, officers and employees of the Corporation. All costs of this solicitation will be borne by the Corporation.

It is anticipated that this Circular, together with the accompanying Notice of Meeting and form of proxy will first be mailed to shareholders of the Corporation on or about April 30, 2010.

Unless otherwise indicated, all monetary amounts referred to herein are stated in United States dollars, the Corporation's reporting currency.

APPOINTMENT OF PROXYHOLDER AND VOTING BY PROXY

The individuals named in the accompanying form of proxy (the "Proxy") are directors or officers of the Corporation (the "Management Proxyholders"). **A shareholder wishing to appoint a person or company other than Management Proxyholders to attend and act for the shareholder and on the shareholder's behalf at the meeting has the right to do so, by striking out the names of the Management Proxyholders and by inserting the desired person's or company's name in the blank space provided in the proxy, or by executing a proxy in a form similar to the enclosed form. In either case, the completed form of proxy must be delivered to Computershare prior to the Meeting or any adjournment thereof. A proxyholder need not be a shareholder.**

You can choose to vote your common shares by proxy by mail, by telephone or on the Internet. If you vote your common shares by proxy by mail, completed forms of proxies must be delivered to the Corporation's transfer agent, Computershare Investor Services Inc. ("Computershare"), at Proxy Department, at 100 University Avenue, 9th Floor, Toronto, Ontario, Canada M5J 2Y1, in the envelope provided for that purpose. Telephone and Internet voting can also be completed 24 hours a day, 7 days a week, at 1-866-732-VOTE (8683) (toll free) and www.investorvote.com. Duly completed forms of proxy or a vote using the telephone or over the Internet must be completed no later than forty-eight (48) hours (excluding Saturdays and holidays) before the time of the Meeting, or any adjournment thereof, unless the chairman of the Meeting elects to exercise his discretion to accept proxies subsequently received.

If you are a beneficial shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided by your broker or other intermediary.

ADVICE TO NON-REGISTERED HOLDERS OF COMMON SHARES

The information set forth in this section is of significant importance to many shareholders as a substantial number of shareholders do not hold securities of the Corporation in their own name. Shareholders who hold their securities through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their securities in their own name (referred to in this Circular as "**Beneficial Shareholders**") should note that only proxies deposited by shareholders who appear on the records maintained by the Corporation's registrar and transfer agent as registered holders of voting securities will be recognized and acted upon at the Meeting. If voting securities are listed in an account

statement provided to a Beneficial Shareholder by a broker, those voting securities will, in all likelihood, not be registered in the shareholder's name. Such voting securities more likely will be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name of the Canadian Depository for Securities which acts as nominee for many Canadian brokerage firms). Voting securities held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their voting securities are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the instrument of proxy provided directly to registered shareholders by the Corporation and is commonly referred to as a "**voting instruction form**". However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications Solutions, Canada (formerly, ADP Investor Communications, Canada)("Broadridge"). Broadridge typically prepares a machine-readable voting instruction form, mails such forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote their securities directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of securities must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the securities voted. If you have any questions respecting the voting of securities held through a broker or other intermediary, please contact that broker or other intermediary promptly for assistance.** Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting securities registered in the name of his broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the securities in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their securities as proxyholder for the registered shareholder should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

REVOCATION OF PROXIES

A registered shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing, including a proxy bearing a later date, executed by the registered shareholder or by his attorney authorized in writing or, if the registered shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. The instrument revoking the proxy must be deposited at the registered office of the Corporation, at Suite 2610 Oceanic Plaza, 1066 West Hastings Street, Vancouver, British Columbia, V6E 3X1 (Attention: Kevin Hisko, Corporate Secretary) at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the Secretary of the Corporation or the chairman of the Meeting prior to the time of voting at the Meeting. Only registered shareholders have the right to revoke a proxy. **Beneficial Shareholders who wish to change their vote must arrange for their respective intermediaries to revoke the proxy on their behalf.**

EXERCISE OF DISCRETION

The enclosed Proxy, when properly completed and delivered and not revoked, gives discretionary authority to the persons named therein with respect to any amendments or variations of matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the time of the printing of this

Circular, management of the Corporation knows of no such amendment, variation or other matter that may be presented to the Meeting.

If a shareholder does not specify a choice and the shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

RECORD DATE

Shareholders registered as at April 22, 2010 (the “Record Date”) are entitled to attend and vote at the Meeting. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the person appointed by the Proxy to attend and vote, deliver their Proxies at the place and within the time set forth in the notes to the Proxy.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No director or executive officer of the Corporation, or any person who has held such a position since the beginning of the last completed financial year end of the Corporation, nor any nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors and confirmation of the corporation’s stock option plan and as may be set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of common shares of which 70,205,496 common shares are issued and outstanding as at the date hereof. Each common share is entitled to one vote.

To the knowledge of the directors and executive officers of the Corporation, the following persons beneficially own, directly or indirectly, or exercise control or direction over, directly or indirectly, 10% or more of the issued and outstanding common shares of the Corporation:

Shareholder	Number of Shares	Percentage of Issued Capital
Lorito Holdings S.à.r.l. ⁽¹⁾	7,000,000	9.97%
Zebra Holdings and Investments S.à.r.l. . ⁽¹⁾	4,965,000	7.07%

Notes:

⁽¹⁾ Lorito and Zebra, who report their security holdings as joint actors, are private corporations owned by a trust whose settler is the Estate of the late Adolf H. Lundin. Together, Lorito and Zebra hold a total of 11,965,000 Common Shares, which represents 17.04% of the current outstanding Common Shares.

ELECTION OF DIRECTORS

Directors are elected annually. The board of directors of the Corporation (the “Board of Directors” or the “Board”) has accepted a recommendation of the Corporate Governance and Nominating Committee to reduce the size of the Board from six to five directors. At the Meeting, shareholders will be asked to pass an ordinary resolution to set the number of directors at five and the five persons named hereunder will be proposed for election as directors of the Corporation (the “Nominees”). Unless authority to vote is withheld, the shares represented by the proxies hereby solicited will be voted by the persons named therein **FOR** the election of the Nominees whose names are set forth below. All of the Nominees are presently members of the Board and the dates on which they were first elected or appointed are indicated below. Management does not contemplate that any nominee will be unable or unwilling to serve as a director, but if that should occur for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote **FOR** another nominee in their discretion, unless the shareholder has specified in the accompanying form of proxy that such shareholder’s shares are to be withheld from voting on the election of directors.

The following table sets out the names of the nominees for election as directors, the offices they hold within the Corporation, their occupations, the length of time they have served as directors of the Corporation, and the number of

shares of the Corporation and its subsidiaries which each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Circular:

Name, residence and current position(s) held in the Company	Period of service as a director	Number of Common Shares Beneficially Owned or Controlled ⁽¹⁾	Principal Occupation of the Nominee during the past five years
<p>Keith C. Hill British Columbia, Canada <i>President and Chief Executive Officer</i></p>	<p>Director since October 16, 2006</p>	<p>263,158</p>	<p>Currently Chairman of BlackPearl Resources Ltd., ShaMaran Petroleum Corp. and Petrovista Energy Corp.; formerly the President and Chief Executive Officers of Pearl Exploration and Production Ltd. (now BlackPearl Resources Ltd.), Valkryies Petroleum Corp. and Bayou Bend Petroleum (now ShaMaran Petroleum Corp.); various senior management positions with Lundin Oil AB, Occidental Petroleum Corporation and Shell Oil Company.</p>
<p>J. Cameron Bailey Alberta, Canada</p>	<p>Director since May 3, 1994</p>	<p>336,630</p>	<p>Mr. Bailey is currently the President and CEO of SignalEnergy Inc., a director of Phoenix Technology Income Fund, Crystal Lake Resources Ltd. and Shamaran Petroleum Corp. Mr. Bailey was previously, the Managing Director of Network Capital Inc. and President of Energy Processors Inc., an energy services company. In addition, Mr. Bailey was formerly the Managing Director of Capital Markets, at Peters & Co., a Calgary based investment dealer.</p>
<p>Gary S. Guidry Alberta, Canada</p>	<p>Director since June 23, 2008</p>	<p>Nil</p>	<p>Currently President & CEO of Orion Oil & Gas Corporation. Formerly President and CEO of Tanganyika Oil Company Ltd. from May 2005 to April 2009. From October 2005 to February 2007 he was President and CEO of Pearl Exploration and Production Ltd. From 2003 to 2005, Mr. Guidry was the President and CEO with Calpine Natural Gas Trust.</p>
<p>Bryan Benitz London, United Kingdom</p>	<p>Director since September 29, 2009</p>	<p>Nil</p>	<p>Mr. Benitz is the Chairman of MagIndustries Corp. Kirrin Resources and Longreach Oil and Gas Ventures. He is also a former Director of Tanganyika Oil Company and Scandinavian Minerals.</p>
<p>John H. Craig Ontario, Canada</p>	<p>Director since June 19, 2009</p>	<p>Nil</p>	<p>Mr. Craig is a practising securities lawyer and a partner of the firm Cassels Brock & Blackwell LLP. He is also currently a director of Denison Mines Corp., Etrion Corporation, BlackPearl Resources Inc., Consolidated HCI Holdings Corporation, NGex Resources Inc., Atacama Minerals Corp. and Lundin Mining Corporation. Mr. Craig was formerly a director of Tenke Mining Corp., Tanganyika Oil Company Ltd., PBS Coal Limited, Sage Gold Inc., Fortress Minerals Corp. and Suramina Resources Inc. (now a subsidiary of Atacama Minerals Corp.).</p>

(1) The information as to common shares beneficially owned or controlled has been provided by the directors themselves.

Each of the above nominees, with the exception of Mr. Bryan Benitz, was elected to his present term of office by a vote of shareholders of the Corporation at a prior meeting, the notice of which was accompanied by a management information circular.

Except as otherwise described above, the nominees have had the principal occupation described above during the five preceding years or have previously disclosed their principal occupations during the five preceding years in a prior management information circular.

The Board of Directors does not have an executive committee. There are presently four committees of the Board; namely, the Audit Committee, the Compensation Committee, the Corporate Governance and Nominating Committee and the Reserves Committee. The following table sets out the members of such Committees:

Audit Committee	Compensation Committee	Corporate Governance and Nominating Committee	Reserves Committee
J. Cameron Bailey (Chair)	J. Cameron Bailey (Chair)	Gary S. Guidry (Chair)	Gary S. Guidry (Chair)
Gary S. Guidry	Keith C. Hill	J. Cameron Bailey	Keith C. Hill
Bryan Benitz	John H. Craig	John H. Craig	Bryan Benitz

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

Cease Trade Orders

No proposed director is, at the date of this Circular, or was, within the 10 years before the date of this Circular, a director, executive officer or chief financial officer of any company (including the Corporation) that:

- (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

For the purposes of the foregoing paragraph, "order" means an order that was in effect for a period of more than 30 consecutive days: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation.

Bankruptcies

No proposed director:

- (i) is, as at the date of this Circular or has been within the 10 years before the date of this Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (ii) has, within the ten years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties or Sanctions

No proposed director has been subject to:

- (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

AUDIT COMMITTEE AND NATIONAL INSTRUMENT 52-110

The Audit Committee oversees the accounting and financial reporting processes of the Corporation and its subsidiaries and all audits and external reviews of the financial statements of the Corporation on behalf of the Board, and has general responsibility for oversight of internal controls, accounting and auditing activities of the Corporation and its subsidiaries. All auditing services and non-audit services to be provided to the Corporation by the Corporation's auditors are pre-approved by the Audit Committee. The Committee is responsible for examining all financial information, including annual and quarterly financial statements, prepared for securities commissions and similar regulatory bodies prior to filing or delivery of the same. The Audit Committee also oversees the annual audit process, quarterly review engagements, the Corporation's internal accounting controls, the Code of Business Conduct and Ethics, any complaints and concerns regarding accounting, internal controls or auditing matters and the resolution of issues identified by the Corporation's external auditors. The Audit Committee recommends to the Board the firm of independent auditors to be nominated for appointment by the shareholders and the compensation of the auditors. The Audit Committee meets a minimum of four times per year. The Audit Committee's Charter is attached as Exhibit I to this Circular.

Composition of the Audit Committee

The current members of the Audit Committee are Messrs. J. Cameron Bailey (Chair), Bryan Benitz and Gary S. Guidry. All current members are considered independent. All members of the Audit Committee are considered to be "financially literate" within the meaning of applicable Canadian securities regulations in that they each have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

Relevant Education and Experience

Each current member of the Audit Committee has extensive experience in dealing with financial statements, accounting issues, internal control and other related matters relating to public resource-based companies. The education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as a member of the Audit Committee are as follows:

J. Cameron Bailey	Mr. Bailey is a Chartered Financial Analyst and has 22 year experience in the natural resource sector. Mr. Bailey has served as Executive Officer, Director and Audit Committee Chairman for a number of public resource companies and service companies.
Gary S. Guidry	Mr. Guidry is a Alberta registered P. Eng. and holds a B.Sc. in petroleum engineering from Texas A & M University. Mr. Guidry has attained financial experience and exposure to accounting and financial issues in his current role as President and Chief Executive Officer of Orion Oil & Gas Corporation and previously, in his previous positions with a number of publicly-traded companies, including Tanganyika Oil Company Ltd., Calpine Natural Gas Trust and Alberta Energy Company.
Bryan Benitz	Mr. Benitz has been engaged in investment management and corporate development in Canada, the United States and Europe for over forty years in a variety of senior executive positions. Mr. Benitz has attained financial experience and exposure to accounting and financial issues in his current role as Corporate Director as well as his roles in boards and audit committees of other public companies. Mr. Benitz graduated from Fettes College in Edinburgh Scotland in 1951.

Audit Committee Oversight

Since the commencement of the Corporation's issuer's most recently completed financial year, there has not been a recommendation of the audit committee to nominate or compensate an external auditor that was not adopted by the board of directors.

Reliance on Certain Exemptions

Since the commencement of the Corporation's recently completed financial year, the Corporation has not relied on the exemptions contained in section 2.4 (De Minimis Non-audit Services), section 3.2 (Initial Public Offerings), section 3.4 (Events Outside Control of Member), section 3.5 (Death, Disability or Resignation of Audit Committee Member) or an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter.

External Auditor Service Fees (By Category)

The following table discloses the fees billed to the Corporation by its external auditor during the last two fiscal years ended December 31, 2009:

Financial Year Ending	Audit Fees⁽¹⁾ (CAD\$)	Audit Related Fees⁽²⁾ (CAD\$)	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾ (CAD\$)
December 31, 2009	44,214	11,500	198,543	14,700
December 31, 2008	47,000	Nil	Nil	Nil

Notes:

⁽¹⁾ The aggregate billed for audit services.

⁽²⁾ Pertains to assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and that are not disclosed in the "Audit Fees" column.

⁽³⁾ Pertains to profession services for tax compliance, restructuring, acquisitions, advice and planning.

⁽⁴⁾ No fees were billed for professional services other than those listed in the other three columns.

Exemption

As a Venture Issuer (a company whose securities are not listed or quoted on any of the Toronto Stock Exchange, a market in the United States of America, or a market outside of Canada and the U.S.A.) the Corporation is exempt from the requirements of Part 3, Composition of the Audit Committee, and Part 5, Reporting Obligations, of NI 52-110. The Corporation has elected to comply with the requirements of Part 3 but is relying on the exemption provided for in Part 5 of NI 52-110.

APPOINTMENT AND REMUNERATION OF AUDITORS

PricewaterhouseCoopers LLP, Chartered Accountants, is the Corporation's auditor and was first appointed as the Corporation's auditor on October 8, 2008.

The directors of the Corporation recommend the re-appointment of PricewaterhouseCoopers, LLP, Chartered Accountants, Calgary, Alberta, as auditors of the Corporation to hold office until the termination of the next annual meeting of the Corporation. As in past years, it is proposed that the remuneration to be paid to the auditors be determined by the directors of the Corporation.

Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted in favour of the re-appointment of PricewaterhouseCoopers LLP, Chartered Accountants, as auditors of the Corporation to hold office until the close of the next annual meeting of the Corporation, at a remuneration to be determined by the Board.

STATEMENT OF EXECUTIVE COMPENSATION

During the financial year ended December 31, 2009, the Corporation had five Named Executive Officers of the Corporation, being: Richard Schmitt, the former President and Chief Executive Officer of the Corporation, Darren Moulds, the former Chief Financial Officer of the Corporation, Mr. Ian Gibbs, the current Chief Financial Officer, Mr. Keith Hill the current President and Chief Executive Officer and Mr. James R. Phillips the current Vice President of Exploration of the Corporation.

“Named Executive Officer” (“NEO”) means: (a) each Chief Executive Officer, (b) each Chief Financial Officer, (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year whose total compensation was, individually, more than CAD\$150,000; and (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year.

COMPENSATION DISCUSSION & ANALYSIS

Compensation Discussion & Analysis

As of the fiscal year ended December 31, 2008 the Compensation Committee was comprised of three directors; namely, Messrs. J. Cameron Bailey (Chair), Keith C. Hill and John H. Craig, a majority of whom are independent.

The Compensation Committee evaluates the Chief Executive Officer’s performance and establishes executive and senior officer compensation, determines the general compensation structure, policies and programs of the Corporation, including the extent and level of participation in incentive programs in conjunction with the Board, and also reviews the adequacy and form of the compensation of directors and to ensure that such compensation realistically reflects the responsibilities and risk involved in being an effective director. The Compensation Committee meets at least annually.

The Corporation’s compensation structure is designed to reward performance and to be competitive with the compensation arrangements of other Canadian resource companies of similar size and scope of operations. The board of directors of the Corporation (the “Board”) considers a variety of factors when determining both compensation policies and programs and individual compensation levels. These factors include the long-term interests of the Corporation and its shareholders, overall financial and operating performance of the Corporation, individual performance and contribution towards meeting corporate objectives, responsibilities, length of service and levels of compensation provided by industry competitors.

Compensation for executive officers is composed primarily of two components; namely, base salary and participation in the Corporation’s stock option plan (the “Stock Option Plan”). An NEO’s base salary is intended to remunerate the NEO for discharging job responsibilities and reflects the executive’s performance over time. Individual salary adjustments take into account performance contributions in connection with their specific duties. The base salary of each executive officer is determined by the Board based on an assessment of his sustained performance and consideration of competitive compensation levels for the markets in which the Corporation operates. In making its recommendations to the Board, the Compensation Committee also considers the particular skills and experience of the individual. The stock option component of an NEO’s compensation, which includes a vesting element to ensure retention, serves to both motivate the executive toward increasing share value and to enable the executive to share in the future success of the Corporation. In determining the number of stock options to be granted under the Plan, consideration is given to, among other things, the individual’s currently and potential contribution to the success of the Corporation as well as the relative position of the individual within the Corporation.

The accountability for decisions on executive remuneration is clearly within the mandate of the Compensation Committee, but management has a key role in helping support the committee in fulfilling its obligations. For example, the CEO and other senior executives make recommendations to the Compensation Committee regarding executive officer base salary adjustments and stock option grants. The Compensation Committee reviews the basis for these

recommendations and can exercise its discretion in modifying any of the recommendations prior to making its recommendations to the Board. The CEO does not make a recommendation to the Compensation Committee with respect to his own remuneration package.

As the Corporation has not generated significant revenues from operations during the recently-completed fiscal year, traditional corporate and NEO performance standards such as share price and earnings per share are not considered relevant by the Compensation Committee in NEO performance evaluation. The Compensation Committee is satisfied that the Corporation's compensation structure appropriately takes into account the factors relevant to the industry, the Corporation's performance within that industry, and the individual contributions to the Corporation's performance made by its NEOs.

SUMMARY COMPENSATION TABLE

Set out below is a summary of compensation paid during the Corporation's most recently completed financial year to the Corporation's NEOs:

Name and principal position	Year	Salary ⁽¹⁾	Option-based awards ⁽²⁾	All other compensation	Total compensation
Keith Hill ⁽³⁾ <i>President & CEO</i>	2009	210,639	190,870	Nil	401,509
	2008	Nil	269,230	Nil	269,230
Ian Gibbs ⁽⁴⁾ <i>Chief Financial Officer</i>	2009	65,535	196,488	Nil	262,023
	2008	Nil	269,230	Nil	269,230
James Phillips ⁽⁵⁾ <i>Vice President of Exploration</i>	2009	188,000	119,293	28,057	335,350
	2008	Nil	Nil	Nil	Nil
Richard Schmitt ⁽⁶⁾ <i>Former President & Chief Executive Officer</i>	2009	218,956	217,790	Nil	431,714
	2008	236,000	409,250	Nil	645,250
Darren Moulds ⁽⁷⁾ <i>Former Chief Financial Officer</i>	2009	183,925	136,231	Nil	315,295
	2008	165,200	374,125	Nil	539,325

Notes:

- (1) Salaries for the NEOs are paid in Canadian dollars and converted to United States dollars for reporting purposes in the Summary Compensation Table for the financial year ended 2009 at the exchange rate of USD\$1.00 = CAD\$1.14198, being the Bank of Canada average annual exchange rate, except for Mr. Phillips who is paid in United States dollars. Salaries were paid in Canadian dollars and converted for reporting purposes for the financial year ended 2008 at the exchange rate of CAD\$1.00 = US\$0.944, being the Bank of Canada average annual exchange rate.
- (2) These amounts represent the value of stock options granted to the respective NEO. The methodology used to calculate these amounts was the Black-Scholes model. This is consistent with the accounting values used in the Corporation's financial statements. The dollar amount in this column represents the total value ascribed to the stock options; however, all of these stock options are subject to vesting as to one-third on the date of grant, one-third one year from the date of grant and the remaining one-third two years from the date of grant.
- (3) Mr. Hill became Chief Executive Officer on March 30, 2009 and President on October 20, 2009. Amounts reflected for the fiscal year ended December 31, 2008 represent compensation paid to Mr. Hill in his capacity as a director of the Corporation.
- (4) Mr. Gibbs resigned as Chief Financial Officer of the Corporation on March 31, 2008 but was re-appointed on September 15, 2009. Amounts reflected for the fiscal year ended December 31, 2008 represent compensation paid to Mr. Gibbs in his capacity as a director of the Corporation. Mr. Gibbs was a director of the Corporation during the period June 23, 2008 to September 15, 2009.
- (5) Mr. Phillips was appointed as Vice President of Exploration of the Corporation on September 15, 2009 but has been employed by Africa Oil Ethiopia B.V. ("AOE") since April 1, 2008. On April 29, 2009, the Corporation completed the acquisition of AOE at which time AOE became a subsidiary of the Corporation. Amounts reflected in the table represent amounts paid during the period April 29, 2009 to December 31, 2009. Amounts under the column "All Other Compensation" represent housing costs.
- (6) Mr. Schmitt resigned as Chief Executive Officer on March 30, 2009 and as President on October 20, 2009. Mr. Schmitt voluntarily elected to terminate his employment agreement upon his resignation as President of the Corporation on October 20, 2009, and was not entitled to any severance payment other than compensation earned by Mr. Schmitt up to the date of his resignation.
- (7) Mr. Moulds was appointed as Chief Financial Officer of the Corporation on March 31, 2008. Mr. Moulds left the position on September 15, 2009. Pursuant to the terms of his employment agreement, Mr. Moulds received severance equivalent to three months salary in addition to monetary payout of vacation time.
- (8) Other than as set out above, perquisites have not been included as they do not reach the prescribed threshold of the lesser of CAD\$50,000 and 10% of total salary for the financial year.

Narrative Discussion

The Corporation has entered into employment agreements with its NEOs. The agreements specify the terms and conditions of employment, the duties and responsibilities of the executive during this term, the compensation and benefits to be provided by the Corporation in exchange for the executive's services, the compensation and benefits to be provided by the Corporation in the event of a termination of employment.

Following are the significant terms of the employment agreements of each of the Corporation's NEOs:

Keith C. Hill, President and Chief Financial Officer

Pursuant to the terms of an executive employment agreement dated January 15, 2009, Mr. Hill was employed by the Corporation as Chief Executive Officer for a fixed period of one year commencing January 15, 2009 at a base annual salary of CAD\$250,000, plus benefits. This agreement was superceded and replaced by an executive employment agreement made effective January 15, 2010 pursuant to which the Corporation has engaged Mr. Hill as Chief Executive Officer of the Corporation at an annual base salary of CAD\$250,000, plus benefits, for no fixed term. Pursuant to the terms of his employment agreement, Mr. Hill was granted incentive stock options to purchase up to 400,000 common shares of the Corporation over a period of three (3) years at an exercise price of CAD\$1.18, subject to vesting. Reference is made to the heading "Termination and Change of Control Benefits" for information regarding the termination provisions of Mr. Hill's employment agreement.

Ian Gibbs, Chief Financial Officer

Pursuant to the terms of an executive employment agreement made effective September 14, 2009, the Corporation engaged Mr. Gibbs as Chief Financial Officer of the Corporation for no fixed term. In accordance with the terms of Mr. Gibbs' employment agreement, he is entitled to a base annual salary of CAD\$250,000 per annum, plus benefits. In addition, Mr. Gibbs was granted incentive stock options to purchase up to 400,000 common shares of the Corporation over a period of three (3) years at an exercise price of CAD\$0.89, subject to vesting. Reference is made to the heading "Termination and Change of Control Benefits" for information regarding the termination provisions of Mr. Gibbs' employment agreement.

James R. Phillips – Vice President of Exploration

On April 29, 2009, following the acquisition of the Corporation's subsidiary Africa Oil Ethiopia B.V. ("AOE"), the Corporation assumed the contractual obligations of AOE in relation to Mr. Phillips' employment agreement as Vice President of Exploration of AOE. Under this contract of employment, Mr. Phillips received a base annual salary of US\$282,000, plus benefits. This agreement was superseded and replaced by an executive employment agreement made effective April 1, 2010 which provided for the same annual base salary plus benefits for no fixed term. Reference is made to the heading "Termination and Change of Control Benefits" for information regarding the termination provisions of Mr. Phillips' employment agreement.

INCENTIVE PLAN AWARDS

Outstanding Option-Based Awards

The following tables set forth the outstanding option-based awards held by the NEOs at the end of the most recently completed financial year:

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾⁽²⁾
Keith C. Hill <i>President and Chief Executive Officer</i>	50,000 400,000	CAD\$6.25 CAD\$1.18	June 23, 2011 March 30, 2012	Nil 7,612
Ian Gibbs <i>Chief Financial Officer</i>	100,000 100,000 400,000	CAD\$6.25 CAD\$1.18 CAD\$0.89	June 23, 2011 March 30, 2012 September 14, 2012	Nil 1,902 117,982
James R. Phillips <i>Vice President of Exploration</i>	250,000	CAD\$1.18	March 30, 2012	4,757
Richard Schmitt <i>Former President and Chief Executive Officer</i>	Nil	-	-	-
Darren Moulds <i>Former Chief Financial Officer</i>	Nil	-	-	-

NOTES:

⁽¹⁾ Calculated using the closing price of the common shares on the TSX Venture Exchange on December 31, 2009 of CAD\$1.20 and subtracting the exercise price of in-the-money stock options. These stock options have not been, and may never be, exercised and actual gains, if any, on exercise will depend on the value of the common shares on the date of exercise.

⁽²⁾ Converted to United States at the exchange rate of USD\$1.00 = CAD\$1.14198 Bank of Canada average annual exchange rate.

Option Based-Awards – Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed financial year by each NEO:

Name	Option-based awards – Value vested during the year ⁽¹⁾⁽²⁾
Keith C. Hill <i>President & Chief Executive Officer</i>	Nil
Ian Gibbs <i>Chief Financial Officer</i>	Nil
James R. Phillips <i>Vice President of Exploration</i>	Nil
Richard Schmitt <i>Former President and Chief Executive Officer</i>	Nil
Darren Moulds <i>Former Chief Financial Officer</i>	Nil

Notes:

⁽¹⁾ Calculated using the closing price of the common shares on the TSX Venture Exchange on the dates on which stock options vested during the financial year ended December 31, 2009, and subtracting the exercise price of in-the-money stock options.

⁽²⁾ Converted to United States at the exchange rate of USD\$1.00 = CAD\$1.14198, Bank of Canada average annual exchange rate.

Narrative Discussion

OPTION-BASED AWARDS

The Corporation's Stock Option Plan is in the form of a rolling stock option plan which was initially adopted by the shareholders at the 2008 annual general and special meeting held on June 23, 2008 and most recently confirmed by shareholders on June 19, 2009. The Stock Option Plan complies with the rules set forth for such plans by the Exchange.

The material terms of the Stock Option Plan as it currently exists can be summarized as follows:

Purpose

Management of the Corporation believes that incentive stock options serve as an important function in furnishing directors, officers, employees and consultants of the Corporation with an opportunity to invest in the Corporation in a simple and effective manner and in aligning the interests of such persons with those of the Corporation and its shareholders. The purpose of the Stock Option Plan is to ensure that the Corporation is able to continue to provide an incentive-based benefits program to its directors, officers, employees and consultants that provides flexibility in the structuring of incentive benefits so as to allow the Corporation to remain competitive in the recruitment and retention of key personnel.

Administration

The Plan is administered by the secretary of the Corporation, or such director or senior officer or employee of the Corporation as may be designated as the administrator of the Stock Option Plan from time to time, on the instructions of the Board.

Number of Shares

The aggregate number of shares issuable upon the exercise of all stock options granted under the Stock Option Plan is not to exceed 10% of the issued and outstanding share capital of the Corporation on a non-diluted basis at any time, and such aggregate number of shares shall automatically increase or decrease as the number of issued and outstanding shares changes. If any option granted under the Stock Option Plan expires or terminates for any reason in accordance with the terms of the Stock Option Plan without being exercised, the un-purchased shares will again be available for the purpose of the Stock Option Plan.

Eligible Participants

Pursuant to the Stock Option Plan, stock options may be granted to an employee, director, officer or management company, employee of the Corporation, or other persons who perform management or consulting services or investor relations services for the Corporation or any of its subsidiaries on an ongoing basis.

Expiry of Option

In the event that an option holder should die while he or she is still a director or employee of the Corporation, the expiry date of the option is one year from the date of death of the option holder.

In the event that an option holder who has received stock options in his or her capacity as a director of the Corporation ceases to be a director of the Corporation other than by reason of death, the expiry date of the options will be the 30th day following the date the option holder ceases to be a director of the Corporation unless the option holder continues to be engaged by the Corporation as an employee, in which case the expiry date will remain unchanged, subject to the terms and conditions of the Stock Option Plan.

In the event that an option holder who has received stock options in his or capacity as a employee of the Corporation ceases to be an employee of the Corporation other than by reason of death, or if the employee is a party providing investor relations services or management or consulting services to the Corporation and ceases to continue providing such services to the Corporation, the expiry date of the option will be the 30th day following the date the option holder ceases to be an employee of the Corporation or ceases to continue providing such investor relations, management and consulting services to the Corporation, subject to the terms and conditions of the Stock Option Plan.

Exercise Price

The exercise price per share is determined by the Board at the time the options are granted provided that the exercise price cannot be lower than the lowest exercise price permitted by the Exchange.

Term

The term of any option granted is fixed by the Board and may not exceed five years from the date of grant.

Vesting

Options granted pursuant to the Stock Option Plan will vest and become exercisable by an option holder at such time or times as may be determined by the Board at the date of the option grant and as indicated in the option grant and related option agreement. Subject to any vesting restrictions imposed by the Exchange, the Board may, in its sole discretion, determine the time during which options shall vest and the method of vesting, or that no vesting restrictions shall exist. Notwithstanding the foregoing, options granted to consultants providing investor relations services will vest in stages over a 12 month period with a maximum of one-quarter of such options vesting in any three month period.

Transferability

Options may not be assigned or transferred other than by will or by the applicable laws of descent and may only be exercised by the option holder.

Change of Control

In the event that a Change of Control, as defined in the Stock Option Plan, occurs, each option will become fully vested and may be exercised by the option holder.

Substantive Amendments to Plan

Any substantive amendments to the Stock Option Plan will be subject to the Corporation first obtaining the approval of the Corporation's shareholders at a general meeting (which may, require disinterested shareholder approval) and, if required, any stock exchange on which the Corporation's shares may be listed for trading. Without limiting the generality of the foregoing, any proposed amendment to the Stock Option Plan which involves an option held by an Insider of the Corporation (as that term is defined by the policies of the Exchange and relevant securities laws) shall first require approval from the disinterested shareholders of the Corporation at a general meeting provided that such approval is required by the Exchange.

Termination

The Board may terminate the Stock Option Plan at any time provided that such termination will not alter the terms or conditions of any option or impair any right of any option holder pursuant to any option awarded prior to the date of such termination and notwithstanding such termination the Corporation, such options, option holders, directors and employees and shares shall continue to be governed by the provisions of the Stock Option Plan.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Corporation and its subsidiaries have not entered into any compensatory plan or arrangement in respect of compensation received or that may be received by any of the NEOs during the Corporation's most recently completed or current financial year to compensate such executive officers in the event of the termination of employment (resignation, retirement, change of control) or in the event of a change in responsibilities following a change in control, where in respect of the NEOs the value of such compensation exceeds CAD\$100,000, other than as set follows.

Executive Employment Agreement – Keith Hill, President and Chief Executive Officer

On January 15, 2010 the Corporation entered into an executive employment agreement with Mr. Keith Hill, the current President and Chief Executive Officer of the Corporation at an annual salary of CAD\$250,000. For further information regarding Mr. Hill's agreement, refer to the disclosure under the heading "*Summary Compensation Table – Narrative Discussion.*"

Pursuant to the terms of Mr. Hill's employment agreement, the Corporation may terminate Mr. Hill's employment without notice or payment in lieu of notice for cause. Additionally, the agreement may be terminated by the Corporation by notice to Mr. Hill if Mr. Hill becomes permanently disabled. Upon the termination of Mr. Hill's employment for cause or if Mr. Hill voluntarily elects to terminate his agreement, or by the non-renewal of his agreement, Mr. Hill shall not be entitled to any severance payment other than compensation earned by Mr. Hill before the date of termination.

Mr. Hill may be terminated by the Corporation for any reason other than specified above, upon 60 days written notice.

In the event of a change of control, Mr. Hill is entitled to receive an amount equal to two years base salary plus continued benefits for two years should he be terminated without cause or resign within a stipulated period of time.

Executive Employment Agreement – Ian Gibbs, Chief Financial Officer

On September 14, 2009 the Corporation entered into an executive employment agreement with Mr. Ian Gibbs, the current Chief Financial Officer of the Corporation at an annual salary of CAD\$250,000. For further information regarding Mr. Gibbs' agreement, refer to the disclosure under the heading "Summary Compensation Table – Narrative Discussion." Under the terms of the agreement, the Corporation may terminate Mr. Gibbs' employment without notice or payment in lieu of notice for cause. Additionally, the agreement may be terminated by the Corporation by notice to Mr. Gibbs if Mr. Gibbs becomes permanently disabled. Upon the termination of Mr. Gibbs' employment for cause or if Mr. Gibbs voluntarily elects to terminate his agreement, or by the non-renewal of his agreement, Mr. Gibbs shall not be entitled to any severance payment other than compensation earned by Mr. Gibbs before the date of termination.

Mr. Gibbs may be terminated by the Corporation for any reason other than as specified above upon 60 days written notice.

In the event of a change of control, Mr. Gibbs is entitled to receive an amount equal to two years base salary plus continued benefits for two years should he be terminated without cause or resign within a stipulated period of time.

Executive Employment Agreement – James Phillips, Vice President of Exploration

Upon the acquisition of the subsidiary Africa Oil Ethiopia B.V. (formerly Lundin East Africa B.V.) on April 29, 2009, the Corporation assumed the contractual obligations of the subsidiary in relation to Mr. Phillips' executive employment agreement as Vice President of Exploration of the subsidiary. Under the contract of employment with Africa Oil Ethiopia B.V., Mr. Phillips is entitled to a base annual salary of US\$282,000, plus benefits. On September 15, 2009, Mr. Phillips became the Vice President of Exploration of the Corporation and continued his employment under the same terms and conditions of his employment agreement with Africa Oil Ethiopia B.V.

Under the terms of his current employment agreement, made effective April 1, 2010, the subsidiary may terminate the agreement upon 60 days written notice. Additionally, the agreement may be terminated by the subsidiary without notice, on grounds, and without severance.

In the event of change of control, Mr. Phillips is entitled to receive an amount equal to two years base salary plus continued benefits for two years should he be terminated without cause or resign within a stipulated period of time.

DIRECTOR COMPENSATION

Other than compensation paid to the NEOs, and except as noted below, no compensation was paid to executive directors in their capacity as directors of the Corporation or its subsidiaries, or in their capacity as members of a committee of the Board or of a committee of the board of directors of its subsidiaries, or as consultants or experts, during the Corporation's most recently completed financial year.

The following table sets forth the details of compensation provided to the non-executive directors, who were not NEOs during the Corporation's most recently completed financial year:

Directors' Compensation Table

Name	Fees Earned (\$) ⁽¹⁾	Option-based Awards (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
J. Cameron Bailey	13,573	47,718	Nil	Nil	61,291
Gary S. Guidry	12,697	47,718	Nil	Nil	60,415
Bryan Benitz	5,911	41,830	Nil	Nil	47,741
John H. Craig	10,508	43,882	Nil	Nil	54,390

NOTES:

- ¹⁾ Fees earned by directors are paid in Canadian dollars and converted to United States dollars for reporting purposes at the exchange rate of USD\$1.00 = CAD\$1.14198, being the Bank of Canada average annual exchange. The non-executive directors earned fees which were calculated pro-rata from July 1, 2009 to December 1, 2009. Fees paid to the non-executive directors for their service to board of directors were approved at CAD\$20,000 per annum, audit committee members were approved at CAD\$5,000 per annum with the chair of the audit committee paid an additional CAD\$2,000 per annum, all other non-executive committee members belonging to the Compensation Committee, the Corporate Governance and Nominating Committee and the Reserves Committee are paid fees of CAD\$2,000 per annum. The reported fees were earned in 2009 but paid in 2010.
- ⁽²⁾ These amounts represent the value of stock options granted to the respective director. The methodology used to calculate these amounts was the Black-Scholes model. This is consistent with the accounting values used in the Corporation's financial statements. The dollar amount in this column represents the total value ascribed to the stock options; however, all of these stock options are subject to vesting as to one-third on the date of grant, one-third one year from the date of grant and the remaining one-third two years from the date of grant.

Narrative Discussion

Directors' fees have been paid by the Corporation for the period from July 1, 2009 to December 31, 2009 as compensation for their time and expertise in guiding the Corporation through its business development pursuits. To encourage directors to align their interests with shareholders, directors are granted incentive stock options pursuant to the Corporation's Stock Option Plan.

INCENTIVE PLAN AWARDS

Outstanding Option-Based Awards

The following table sets forth the outstanding option-based awards held by the directors of the Corporation at the end of the most recently completed financial year:

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾⁽²⁾
J. Cameron Bailey	50,000	CAD\$6.25	June 23, 2011	Nil
	100,000	CAD\$1.18	March 31, 2012	1,903
Gary S. Guidry	100,000	CAD\$6.25	June 23, 2011	Nil
	100,000	CAD\$1.18	March 31, 2012	1,903
Bryan Benitz	100,000	CAD\$1.00	September 29, 2012	19,030
John H. Craig	100,000	CAD\$1.05	August 19, 2012	14,272

NOTES:

- ⁽¹⁾ Calculated using the closing price of the common shares on the TSX Venture Exchange on December 31, 2009 of CAD\$1.20 and subtracting the exercise price of in-the-money stock options. These stock options have not been, and may never be, exercised and actual gains, if any, on exercise will depend on the value of the common shares on the date of exercise.
- ⁽²⁾ Converted to United States at the exchange rate of USD\$1.00 = CAD\$1.14198.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed fiscal year by each director:

Name	Option-based awards – Value vested during the year ⁽¹⁾⁽²⁾ (CAD\$)
J. Cameron Bailey	Nil
Gary S. Guidry	Nil
Bryan Benitz	Nil
John Craig	Nil

Notes:

⁽¹⁾ Calculated using the closing price of the common shares on the TSX Venture Exchange on the dates on which stock options vested during the financial year ended December 31, 2009, and subtracting the exercise price of in-the-money stock options.

⁽²⁾ Converted to United States at the exchange rate of USD\$1.00 = CAD\$1.14198.

Indebtedness of Directors and Executive Officers

None of the directors or executive officers of the Corporation, proposed nominees for directors, or associates or affiliates of said persons, have been indebted to the Corporation at any time since the beginning of the last completed financial year of the Corporation.

Equity Compensation Plan Information

The following table sets out those securities of the Corporation which have been authorized for issuance under equity compensation plans:

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options (CAD\$)	Number of securities remaining available for future issuance under the Plan (excluding securities reflected in column (a))
Equity Compensation Plans approved by securityholders	2,527,500	1.99	7,020,549
Equity Compensation Plans not approved by securityholders	N/A	N/A	N/A
Total	2,527,500		7,020,549

MANAGEMENT CONTRACTS

Other than as disclosed herein, management functions of the Corporation and its subsidiaries are performed by directors, executive officers or senior officers of the Corporation and not, to any substantial degree, by any other person with whom the Corporation has contracted.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

During the fiscal year ended December 31, 2009, none of the insiders of the Corporation nor any proposed nominee for election as director, nor any associate or affiliate of said persons has had any material interest, direct or indirect, in any transaction, which has materially affected or will materially affect the Corporation or any of its subsidiaries.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Corporate Governance Practices

National Policy 58-201 Corporate Governance Guidelines (“NP 58-201”) sets out guidelines for effective corporate governance. These guidelines deal with matters such as the constitution and independence of corporate boards, their functions, the effectiveness and education of board members and other items dealing with sound corporate governance. National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“NI 58-101”) requires that if management of an issuer solicits proxies from its securityholders for the purpose of electing directors, specified disclosure of the corporate governance practices must be included in its management information circular.

The Board of Directors has considered the guidelines set out in NP 58-201 and believes that its approach to corporate governance is appropriate and works effectively for the Corporation and its shareholders and are consistent with the overall business of the Corporation and its stage of development. The following is a description of the Corporation’s corporate governance practices which have been approved by the Board.

The Board of Directors

The Board of Directors is currently comprised of J. Cameron Bailey, Keith C. Hill, Gary S. Guidry, Bryan Benitz and John H. Craig. One member of the Board of Directors, Mr. Hill, is not considered to be independent within the meaning of NI 58-101. The remaining directors are considered independent as that term is defined under National Instrument 52-110 *Audit Committees* (“NI 52-110”).

The Board of Directors has the responsibility to (i) supervise and evaluate management (ii) oversee the conduct of the Corporation’s business; (iii) adopt, supervise and provide guidance to management on the Corporation’s strategic planning process; (iv) identify the principal risks of the Corporation’s business and ensure management’s implementation and assessment of appropriate risk management systems; (v) ensure that the Corporation has highly qualified management and adequate and effective succession plans for senior management; (vi) oversee the Corporation’s communications policy with its shareholders and with the public generally; (vii) place limits on managements authority; and (viii) assess directly and through its Audit Committee, the integrity of the Corporation’s internal control and management information systems.

Directorships

Each of the directors of the Corporation are currently directors of the other reporting issuers as set forth below:

Name	Directorships with Other Reporting Issuers
J. Cameron Bailey	<ul style="list-style-type: none">• Fortress Energy Inc.• Phoenix Technology Income Fund• SignalEnergy Inc.• ShaMaran Petroleum Corp.
Keith C. Hill	<ul style="list-style-type: none">• ShaMaran Petroleum Corp. (formerly Bayou Bend Petroleum Corp.)• BlackPearl Resources Inc.• Petro Vista Energy Corp.• Tyner Resources Ltd.
Gary S. Guidry	<ul style="list-style-type: none">• ShaMaran Petroleum Corp. (formerly Bayou Bend Petroleum Corp.)• TransGlobe Energy Corporation• Orion Oil & Gas Corporation
Bryan Benitz	<ul style="list-style-type: none">• MagIndustries Corp.• Kirrin Resources Inc.
John H. Craig	<ul style="list-style-type: none">• Denison Mines Corp.• BlackPearl Resources Inc.• Etrion Corporation• Consolidated HCI Holdings Inc.• Atacama Minerals Corp.• Lundin Mining Corporation

During fiscal year ended December 31, 2009, the Board and its committees held the following number of meetings:

Directors	Board Committees							
	Board 8 meetings		Audit 3 meetings		Compensation 2 meeting		Corporate Governance and Nominating 1 meeting	
	No.	%	No.	%	No.	%	No.	%
Keith C. Hill	8	100	N/A	N/A	2	100	N/A	N/A
J. Cameron Bailey	8	100	3	100	2	100	1	100
Gary S. Guidry ⁽¹⁾	8	100	3	100	2	100	1	100
Bryan Benitz ⁽²⁾	2	100	1	100	N/A	N/A	N/A	N/A
John H. Craig ⁽³⁾	4	100	N/A	N/A	N/A	N/A	N/A	N/A
Ian Gibbs ⁽¹⁾⁽⁴⁾	7	100	1	100	N/A	N/A	N/A	N/A

Notes:

⁽¹⁾ Ian Gibbs and Gary Guidry were elected as Directors of the Corporation on June 23, 2008.

⁽²⁾ Mr. Benitz joined the Board of Directors on September 29, 2009 and was appointed to the audit committee on September 30, 2009.

⁽³⁾ Mr. Craig joined the Board of Directors on June 19, 2009 and was appointed to the Compensation and Corporate Governance and Nominating Committee the same day, all meetings of the Compensation and Corporate Governance and Nominating Committee occurred prior to Mr. Craig's appointment to the respective committees.

⁽⁴⁾ Mr. Gibbs resigned from the board on September 15, 2009 to assume the position of Chief Financial Officer and was in full attendance at all board and committee meetings while a director of the Corporation.

Orientation and Continuing Education

The measures that the Board of Directors takes in connection with orienting new Board members regarding the role of the Board, its directors, the committees of the Board and the nature and operation of the Corporation's business include providing each new member with information concerning the role and responsibilities of a public company director and discussing with new members the Corporation's operations.

The Corporation encourages continued education for its directors. The Board ensures that all directors are kept apprised of changes in the Corporation's operations and business and changes in the regulatory environment affecting the Corporation's day to day business.

Ethical Business Conduct

The Corporation is committed to conducting its business in compliance with the law and the highest ethical standards. Accordingly, the Corporation has adopted a written Code of Ethics (the "Code") applicable to directors, officers and all employees of the Corporation. Directors, officers or employees who have concerns or questions about violations of laws, rules or regulations, or of the Code, are required to report them to the Corporation's legal counsel. Following the receipt of any complaints submitted hereunder, the Corporation's legal counsel will investigate each matter so reported and report to the Board which will take corrective disciplinary actions, if appropriate, up to and including termination of employment. The Corporation encourages all directors, officers, and employees to report promptly any suspected violation of the Code to the Corporation's legal counsel. The Corporation does not tolerate any retaliation for reports or complaints regarding suspected violations of the Code that were made in good faith. There has been no departure from the Code during the Corporation's most recently completed financial year.

All directors, officers and employees have an obligation to act in the best interest of the Corporation. Any situation that presents an actual or potential conflict between a director, officer or employee's personal interests and the interests of the Corporation are to be reported to the Corporation's legal counsel.

The Code is available on the Corporation's website and is available on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) which may be accessed at www.sedar.com.

The Corporation has also established an Internal Employee Alert Policy to encourage employees, officers and directors to raise concerns regarding accounting, internal controls or auditing matters, on a confidential basis free from discrimination, retaliation or harassment.

Nomination of Directors

The Corporate Governance and Nominating Committee currently consists of three directors Gary S. Guidry (Chair), J. Cameron Bailey and John H. Craig, a majority of whom are independent within the meaning of the Governance Guidelines. The Corporate Governance and Nominating Committee is responsible for developing and monitoring the Corporation's approach to corporate governance issues. The Committee oversees the effective functioning of the Board, oversees the relationship between the Board and management, ensures that the Board can function independently of management at such times as is desirable or necessary, identifies individuals qualified to become new Board members and recommends to the Board the director nominees at each annual meeting of shareholders and, with the assistance of the Board and where necessary, develops an orientation and education program for new recruits to the Board. In identifying possible nominees to the Board, the Corporate Governance and Nominating Committee considers the competencies and skills necessary for the Board as a whole, the skills of existing directors and the competencies and skills each new nominee will bring to the Board, as well as whether or not each nominee will devote sufficient time and resources to the Board. The Corporate Governance and Nominating Committee also annually reviews and makes recommendations to the Board with respect to: (i) the size and composition of the Board; (ii) the appropriateness of the committees of the Board; and (iii) the effectiveness and contribution of the Board, its committees and individual directors, having reference to their respective mandates, charters and position descriptions. The Corporate Governance and Nominating Committee meets at least annually.

Compensation

As of the fiscal year ended December 31, 2009 the Compensation Committee was comprised of three directors, namely, Messrs. J. Cameron Bailey (Chair), Keith C. Hill and John H. Craig, a majority of whom were independent. The Compensation Committee evaluates the CEO's performance and establishes executive and senior officer compensation, determines the general compensation structure, policies and programs of the Corporation, including the extent and level of participation in incentive programs in conjunction with the Board, and delivers an annual report to shareholders on executive compensation. The Compensation Committee has also been mandated to review the adequacy and form of annual compensation for non-executive directors and to ensure that such compensation realistically reflects the responsibilities and risk involved in being an effective director. The Compensation Committee meets at least annually. The Compensation Committee did not retain a compensation consultant or advisor at any time since the beginning of the Corporation's most recently completed financial year to assist in determining compensation for any of its directors and officers.

Other Board Committees

In addition to the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee, the Corporation has recently established a Reserves Committee that is comprised of a majority of independent directors; namely, Messrs. Keith C. Hill, Gary S. Guidry and Bryan Benitz. The Reserves Committee has generally been given the responsibility for developing the Corporation's approach to the reporting of oil and gas resources and/or reserves and the valuation of those resources/reserves.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

CONFIRMATION OF STOCK OPTION PLAN

Shareholders are being asked to confirm approval of the Corporation's stock option plan (the "Stock Option Plan") which was initially approved by shareholders of the Corporation at the meeting of shareholders held on June 19, 2008. The Stock Option Plan has also been approved by the directors of the Corporation and TSX Venture Exchange (the "Exchange") and was subsequently confirmed by shareholders on June 19, 2009. There have been no changes to the Stock Option Plan since it was adopted by the directors.

The following information is intended as a brief description of the Stock Option Plan and is qualified in its entirety by the full text of the Stock Option Plan, which will be available for review at the Meeting.

1. The maximum number of shares that may be issued upon the exercise of stock options granted under the Stock Option Plan shall not exceed 10% of the issued and outstanding common shares of the Corporation at the time of grant, the exercise price of which, as determined by the board of directors in its sole discretion, shall not be less than the closing price of the Corporation's shares traded through the facilities of the Exchange on the date prior to the date of grant, less allowable discounts, in accordance with the policies of the Exchange or, if the shares are no longer listed for trading on the Exchange, then such other exchange or quotation system on which the shares are listed or quoted for trading.
2. The board of directors shall not grant options to any one person in any one year which will, when exercised, exceed 5% of the issued and outstanding shares of the Corporation or any consultant which in any one year will exceed 2% of the issued and outstanding shares of the Corporation or in any one year period to those persons employed by the Corporation who perform investor relations services which will, when exercised, in aggregate, exceed 2% of the issued and outstanding shares of the Corporation.
3. Upon expiry of an option, or in the event an option is otherwise terminated for any reason, without having been exercised in full, the number of shares in respect of the expired or terminated option shall again be available for the purposes of the Plan. All options granted under the Stock Option Plan may not have an expiry date exceeding five years from the date on which the board of directors grant and announce the granting of the option.
4. If the option holder ceases to be a director of the Corporation or ceases to be employed by the Corporation (other than by reason of death), or ceases to be a consultant of the Corporation as the case may be, then the option granted shall expire on no later than the 30th day following the date that the option holder ceases to be a director, ceases to be employed by the Corporation or ceases to be a consultant of the Corporation, subject to the terms and conditions set out in the Stock Option Plan. Options granted to an option holder who is engaged in investor relations activities must also expire within 30 days after the option holder ceases to be so engaged.
5. The options may be subject to such vesting schedule over time as the board of directors may, in their discretion, implement or as may be required by the Exchange.

In accordance with the policies of the Exchange, a plan with a rolling 10% maximum must be confirmed by shareholders at each annual general meeting.

Accordingly, at the Meeting, the shareholders will be asked to pass the following resolution:

"IT IS RESOLVED THAT the Stock Option Plan is hereby approved and confirmed."

OTHER MATTERS

Management of the Corporation knows of no other matters which will be brought before the Meeting, other than those referred to in the Notice of Meeting. Should any other matters properly be brought before the Meeting, the Common

Shares represented by the proxies solicited hereby will be voted on those matters in accordance with the best judgment of the persons voting such proxies.

ADDITIONAL INFORMATION

The Board approves the Corporation's annual consolidated financial statements and annual management's discussion and analysis ("MD&A"), quarterly reports to shareholders and the content of the Corporation's other significant public disclosure documents. These and other prescribed documents are available on Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. The Corporation has also established and maintains a corporate website at www.africaoilcorp.com that includes, among other things, an investor relations section containing past annual and quarterly reports and press releases. Financial information regarding the Corporation is provided in the annual financial statements and annual MD&A for the period ended December 31, 2008 and December 31, 2009. Shareholders may contact the Corporation to request copies of the financial statements and MD&A as follows:

- | | |
|-----------------|---|
| (i) e-mail: | africaoilcorp@namdo.com |
| (ii) telephone: | 604-689-7842 |
| (iii) mail: | Africa Oil Corp.
Suite 2101, 885 West Georgia Street
Vancouver, B.C., V6C 3E8
Attn: Investor Relations |

CERTIFICATE

The contents and the distribution of this Circular have been approved by the Board.

DATED the 22nd day of April, 2010.

BY ORDER OF THE BOARD

"Keith C. Hill"

(Signed) **Keith C. Hill**
President and Chief Executive Officer

EXHIBIT I

AFRICA OIL CORP.

(the "Corporation")

MANDATE OF THE AUDIT COMMITTEE

(as reviewed and approved by the Board on April 20, 2010)

1. Purpose of the Audit Committee

The Audit Committee oversees the accounting and financial reporting processes of the Corporation and its subsidiaries and all audits and external reviews of the financial statements of the Corporation on behalf of the Board, and has general responsibility for oversight of internal controls, accounting and auditing activities of the Corporation and its subsidiaries.

2. Members of the Audit Committee

2.1. The Audit Committee shall be appointed annually by the Board and shall be composed of three members, each of whom must be a director of the Corporation and a majority of whom must be independent.

2.2. At least one Member of the Audit Committee must be "financially literate" as defined under Multilateral Instrument 52-110, having sufficient accounting or related financial management expertise to read and understand a set of financial statements, including the related notes, that present a breadth and level of complexity of the accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

3. Meeting Requirements

3.1. The Committee will, where possible, meet on a regular basis at least once every quarter, and will hold special meetings as it deems necessary or appropriate in its judgment. Meetings may be held in person or telephonically, and shall be at such times and places as the Committee determines. Without a meeting, the Committee may act by unanimous written consent of all members.

3.2. Two members of the Audit Committee shall constitute a quorum.

4. Duties and Responsibilities

4.1. *Appointment, Oversight and Compensation of Auditor*

4.1.1. The Audit Committee shall recommend to the Board:

- a) The auditor (the "Auditor") to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation; and
- b) The compensation of the Auditor.

In making such recommendations, the Audit Committee shall evaluate the Auditor's performance and review the Auditor's fees for the preceding year.

4.1.2. The Auditor shall report directly to the Audit Committee.

4.1.3. The Audit Committee shall be directly responsible for overseeing the work of the Auditor, including the resolution of disagreements between management and the Auditor regarding financial reporting.

4.1.4. The Audit Committee shall review information, including written statements from the Auditor, concerning any relationships between the Auditor and the Corporation or any other relationships that may adversely affect the independence of the Auditor and assess the independence of the Auditor.

4.2. *Non-Audit Services*

4.2.1. All auditing services and non-audit services provided to the Corporation or the Corporation's subsidiaries by the Auditor shall, to the extent and in the manner required by applicable law or regulation, be pre-approved by the Audit Committee. In no circumstances shall the Auditor provide any non-audit services to the Corporation that are prohibited by applicable law or regulation.

4.3. *Review of Financial Statements etc.*

4.3.1. The Audit Committee shall review the Corporation's interim and annual financial statements and Management's Discussion and Analysis ("MD&A") intended for circulation among shareholders; and shall report on them to the Board.

4.3.2. The Audit Committee shall satisfy itself that the audited financial statements and interim financial statements present fairly the financial position and results of operations in accordance with generally accepted accounting principles and that the auditors have no reservations about such statements.

4.3.3. The Audit Committee shall review changes in the accounting policies of the Corporation and accounting and financial reporting proposals that are provided by the Auditor that may have a significant impact on the Corporation's financial reports, and report on them to the Board

4.4. *Review of Public Disclosure of Financial Information*

4.4.1. The Audit Committee shall review the Corporation's annual and interim press releases relating to financial results before the Corporation publicly discloses this information.

4.4.2. The Audit Committee must be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than the public disclosure referred to in subsection 5.4.1, and must periodically assess the adequacy of those procedures.

4.5. *Review of Annual Audit*

4.5.1. The Audit Committee shall review the nature and scope of the annual audit, and the results of the annual audit examination by the Auditor, including any reports of the Auditor prepared in connection with the annual audit.

4.5.2. The Audit Committee shall satisfy itself that there are no unresolved issues between management and the Auditor that could affect the audited financial statements.

4.5.3. The Audit Committee shall satisfy itself that, where there are unsettled issues that do not affect the audited financial statements (e.g. disagreements regarding correction of internal control weaknesses, or the application of accounting principles to proposed transactions), there is an agreed course of action leading to the resolution of these matters.

4.5.4. The Audit Committee shall satisfy itself that there is generally a good working relationship between management and the Auditor.

4.6. *Review of Quarterly Review Engagements*

4.6.1. The Audit Committee shall review the nature and scope of any review engagements for interim financial statements, and the results of such review engagements by the Auditor, including any reports of the Auditor prepared in connection with such review engagements.

4.6.2. The Audit Committee shall satisfy itself that there are no unresolved issues between management and the Auditor that could affect any interim financial statements.

4.6.3. The Audit Committee shall satisfy itself that, where there are unsettled issues that do not affect any interim financial statements (e.g. disagreements regarding correction of internal control weaknesses, or the application of accounting principles to proposed transactions), there is an agreed course of action leading to the resolution of these matters.

4.7. *Internal Controls*

4.7.1. The Audit Committee shall have responsibility for oversight of management reporting and internal control for the Corporation and its subsidiaries.

4.7.2. The Audit Committee shall satisfy itself that there are adequate procedures for review of interim statements and other financial information prior to distribution to shareholders.

4.8. *Complaints and Concerns*

4.8.1. The Audit Committee shall establish procedures for:

- a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
- b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

4.9. *Hiring Practices*

4.9.1. The Audit Committee shall review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former Auditors of the Corporation.

4.10. *Other Matters*

4.10.1. The Audit Committee shall be responsible for oversight of the effectiveness of management's interaction with and responsiveness to the Board;

4.10.2. The Audit Committee shall review and monitor all related party transactions which may be entered into by the Corporation.

4.10.3. The Audit Committee shall approve, or disapprove, material contracts where the Board determines it has a conflict.

4.10.4. The Audit Committee shall satisfy itself that management has put into place procedures that facilitate compliance with the provisions of applicable securities laws and regulations relating to insider trading, continuous disclosure and financial reporting.

4.10.5. The Audit Committee shall periodically review the adequacy of this Charter and recommend any changes to the Board.

4.10.6. The Board may refer to the Audit Committee such matters and questions relating to the financial position of the Corporation and its affiliates as the Board from time to time may see fit.

5. Rights and Authority of the Audit Committee and the Members Thereof

5.1. The Audit Committee has the authority:

- a) To engage independent counsel and other advisors as it determines necessary to carry out its duties;
- b) To set and require the Corporation to pay the compensation for any advisors employed by the Audit Committee; and
- c) To communicate directly with the Auditor and, if applicable, the Corporation's internal auditor.

5.2. The members of the Audit Committee shall have the right, for the purpose of performing their duties, to inspect all the books and records of the Corporation and its affiliates and to discuss those accounts and records and any matters relating to the financial position of the Corporation with the officers and Auditor of the Corporation and its affiliates, and any member of the Audit Committee may require the Auditor to attend any or every meeting of the Audit Committee.

6. Miscellaneous

Nothing contained in this Charter is intended to extend applicable standards of liability under statutory or regulatory requirements for the directors of the Corporation or members of the Audit Committee. The purposes, responsibilities, duties and authorities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.