

# Africa Oil Announces Investment in Impact Oil and Gas

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Africa Oil Corp. (TSX:AOI) (OMX:AOI) ("Africa Oil", "AOC" or the "Company") is pleased to announce that it has entered into agreements that will provide it with an approximately 25.2% equity interest in Impact Oil and Gas Limited ("Impact"), a private UK company with exploration assets in South and West Africa.

## Investment in Impact Oil and Gas

The Company has entered into a subscription agreement (the "Subscription Agreement") with *inter alia* Impact providing for the purchase by AOC of 59,681,539 ordinary shares (the "Shares") and 29,840,769 ordinary share purchase warrants (the "Warrants") for an aggregate subscription price of approximately US\$15 million. The Warrants have an exercise price of £0.25 per Share and an expiry date of April 27, 2021, subject to early expiration in the event of a liquidity event in respect of Impact. The Warrants are subject to customary adjustment provisions in respect of anti-dilution matters. The Subscription Agreement also provides that during the nine (9) month period after closing of the transactions contemplated by the Subscription Agreement, AOC may acquire, at the election of either AOC or Impact, an additional 9,946,923 Shares and 4,973,461 Warrants for an aggregate subscription price of approximately US\$2,500,000.

The Company has also entered into a share purchase agreement (the "Helios SPA") with Helios Natural Resources 2 Ltd. ("Helios") to acquire 70,118,381 Shares and 15,529,731 warrants currently held by Helios in the capital of Impact (the "Helios Warrants") in exchange for 13,946,545 common shares of AOC (the "AOC Shares"). Upon completion of the transactions contemplated by the Helios SPA, the Helios Warrants will have an exercise price of £0.18 per Share for a 12 month period, and if not exercised during such period, £0.25 thereafter and the same expiry date as the Warrants. The Helios Warrants are also subject to customary adjustment provisions in respect of anti-dilution matters.

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

Africa Oil CEO Keith Hill commented, "We are very pleased to acquire a significant interest in Impact which holds a highly attractive portfolio in West and South Africa that has the potential for major discoveries in the short and medium term. Impact has done a great job of acquiring these properties at modest prices and bringing in major oil companies to fund upcoming drilling and seismic programs. This investment is a strong complement to our existing holdings in Africa Energy and ECO Atlantic and results in Africa Oil having exposure to some of the most exciting exploration plays in Africa to complement our Kenya development project. The structure of these investments allows us to preserve the necessary cash to ensure we can get to first oil without issuing additional equity."

The transactions contemplated by the Subscription Agreement and Helios SPA are subject to certain customary conditions to closing, including approval of the Toronto Stock Exchange and shareholder approval of Impact. The Helios SPA is subject to concurrent closing of the transactions contemplated by the

Subscription Agreement, provided that the transactions contemplated by the Subscription Agreement are not conditional on the transactions contemplated by the Helios SPA.

The transactions contemplated by the Helios SPA constitute a "related party transaction" within the meaning of Multilateral Instrument 61-101- *Protection of Minority Security Holders in Special Transactions* ("MI 61-101") as Helios is a "related party" of AOC because it beneficially owns or controls more than 10% of the outstanding AOC Shares. The Company is relying on the exemptions from the formal valuation and minority approval requirements of MI 61-101 contained in subsections 5.5(a)(iv) and 5.7(1)(a), respectively, of MI 61-101, as neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the transactions contemplated by the Helios SPA exceeds 25 percent of AOC's market capitalization. The AOC Shares to be issued to Helios will have a hold period in accordance with applicable Canadian securities law for a period of four (4) months and one day from their date of issuance.

PillarFour Securities LLP is acting as financial advisor and Pareto Securities is acting as strategic advisor to Africa Oil in connection with the transactions described herein.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the *United States Securities Act of 1933*, as amended, (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About Africa Oil Corp.

[Africa Oil Corp.](#) is a Canadian oil and gas company with assets in Kenya and Ethiopia, including the South Lokichar Basin (25% working interest in Blocks 10BB and 13T), where the Company and its Joint Venture Partners are undertaking activities aimed at sanctioning development. The Company is listed on the Toronto Stock Exchange and on Nasdaq Stockholm under the symbol "AOI".

About Impact Oil and Gas Limited

Impact Oil and Gas acquired its first asset, the Tugela South Exploration Right, offshore South Africa in 2011 and has subsequently expanded its asset base across the offshore margins of South and West Africa. It has since partnered with ExxonMobil and Statoil (South Africa), CNOOC (AGC - between Senegal and Guinea Bissau) and Total (Namibia and South Africa). It is currently seeking a partner in its Gabonese assets. The company's current portfolio covers a combined area of over 90,000 km<sup>2</sup> (gross).

Impact is a pure exploration company with a strategic focus on large scale, mid to deep water plays of sufficient size to be of interest to major companies. Its management is committed to further expanding this attractive portfolio of exploration assets and securing these large independent and major oil companies as partners. The company's objective is to build a world class portfolio, in a number of different geologic and geographic locations to minimise risk and with a large enough portfolio to ultimately enhance the chance of drilling success. Management believes that by doing so, and by having oil industry partners validate its exploration concepts and ideas, it aims to deliver substantial shareholder value in the medium to longer term. Impact is currently privately owned.

Additional Information

The information in this release is subject to the disclosure requirements of the Company under the EU Market Abuse Regulation and the Swedish Securities Market Act. This information was publicly communicated on February 7, 2018 at 3:00 a.m. Eastern Time.

*Cautionary Language*

*Certain statements made and information contained herein constitute "forward-looking information" (within the meaning of applicable Canadian securities legislation). All statements in this news release, other than*

statements of historical facts, including statements with respect to the planned completion of the transactions contemplated by the Subscription Agreement and the Helios SPA are forward-looking statements. Such statements and information (together, "forward looking statements") relate to future events or the Company's future performance, business prospects or opportunities. Forward-looking statements include, but are not limited to, statements with respect to estimates of reserves and or resources, future production levels, future capital expenditures and their allocation to exploration and development activities, future drilling and other exploration and development activities, ultimate recovery of reserves or resources and dates by which certain areas will be explored, developed or reach expected operating capacity, that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management.

All statements other than statements of historical fact may be forward-looking statements. Statements concerning proven and probable reserves and resource estimates may also be deemed to constitute forward-looking statements and reflect conclusions that are based on certain assumptions that the reserves and resources can be economically exploited. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions) are not statements of historical fact and may be "forward-looking statements". Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements should not be unduly relied upon. The Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required by applicable laws. These forward-looking statements involve risks and uncertainties relating to, among other things, changes in oil prices, results of exploration and development activities, uninsured risks, regulatory changes, defects in title, availability of materials and equipment, timeliness of government or other regulatory approvals, actual performance of facilities, availability of financing on reasonable terms, availability of third party service providers, equipment and processes relative to specifications and expectations and unanticipated environmental impacts on operations. Actual results may differ materially from those expressed or implied by such forward-looking statements.

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~~The Company provides no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not assume the obligation to revise or update these forward-looking statements after the date of this document or to revise them to reflect the occurrence of future unanticipated events, except as may be required under applicable securities laws.~~

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