



**NATIONAL STOCK
EXCHANGE OF AUSTRALIA
LIMITED**

Newcastle

Level 2, 117 Scott Street,
Newcastle NSW, 2300

Melbourne

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Melbourne, VIC, 3000

www.nsx.com.au

ABN: 11 000 902 063

Change of Director's Interests

File Reference:

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Introduction

To ensure the efficient processing of this form by NSX, please:

1. Adhere to the suggested number of the annexures required by this form.
2. Complete **all** statements and questions in this form. (NSX can provide an electronic version of this form on request).

More Information and Submission of Form:

Further information can be obtained from and all applications should be sent to:

Manager, Admissions
National Stock Exchange of Australia Limited
PO BOX 283
Newcastle NSW 2300

Phone: +61 2 4929 6377
Fax: + 61 2 4929 1556
<http://www.nsga.com.au>

Change of Director's Interest Notice

Information or documents not available now must be given to NSX as soon as available. Information and documents given to NSX become NSX's property and may be made public.

Name of entity AFRICAN PETROLEUM CORPORATION LIMITED
ABN 87 125 419 730

We (the entity) give NSX the following information under section 205G of the Corporations Act.

Name of Director	Charles Matthews
Date of last notice	2 June 2014

Part 1 - Change of director's relevant interests in securities

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	NA
Date of change	22 April 2014
No. of securities held prior to change	None
Class	Unlisted share options: Exercise price \$0.24 per share EXPIRING 22/04/19
Number acquired	1,666,667
Number disposed	None
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil consideration
No. of securities held after change	1,666,667 unlisted share options exercisable at \$0.24 per share on or before 22 April 2019 100,000 fully paid ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back.	Issue of unlisted options, approved by shareholders 4 April 2014

Part 2 – Change of director's interests in contracts

Detail of contract	NA
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
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Name of entity	AFRICAN PETROLEUM CORPORATION LIMITED
ABN	87 125 419 730

We (the entity) give NSX the following information under section 205G of the Corporations Act.

Name of Director	Stuart Lake
Date of last notice	3 February 2014

Part 1 - Change of director's relevant interests in securities

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	NA
Date of change	22 April 2014
No. of securities held prior to change	None
Class	Unlisted share options: Exercise price \$0.24 per share EXPIRING 22/04/19
Number acquired	5,000,000
Number disposed	None
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil consideration
No. of securities held after change	5,000,000 unlisted share options exercisable at \$0.24 per share on or before 22 April 2019
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back.	Issue of unlisted options, approved by shareholders 4 April 2014

Part 2 – Change of director's interests in contracts

Detail of contract	NA
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
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Name of entity	AFRICAN PETROLEUM CORPORATION LIMITED
ABN	87 125 419 730

We (the entity) give NSX the following information under section 205G of the Corporations Act.

Name of Director	Mark Ashurst
Date of last notice	8 June 2011

Part 1 - Change of director's relevant interests in securities

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	NA
Date of change	3 February 2014 – capital consolidation 4 June 2014 – replacement options issued following shareholder approval
No. of securities held prior to change	2,500,000 unlisted share options, exercisable on or before 31 July 2017 at \$0.55 per share
Class	Unlisted share options. Exercise price \$0.24 per share Expiry 3 June 2019
Number acquired	1,000,000 unlisted share options acquired on 4 June 2014
Number disposed	In a consolidation of capital performed by the Company on 3 February 2014 the following options were cancelled : - 2,500,000 unlisted share options, exercisable at \$0.55 per share on or before 31 July 2017. These options were replaced with the following options, which were also cancelled on 4 June 2014: - 833,334 unlisted share options, exercisable at \$1.65 per share on or before 31 July 2017
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil consideration

No. of securities held after change	<u>Unlisted share options.</u> 1,000,000 exercisable on or before 3 June 2019 at \$0.24 per share
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back.	Capital consolidation and issue of new unlisted options, approved by shareholders at AGM on 30 May 2014

Part 2 – Change of director's interests in contracts

Detail of contract	NA
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
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Name of entity	AFRICAN PETROLEUM CORPORATION LIMITED
ABN	87 125 419 730

We (the entity) give NSX the following information under section 205G of the Corporations Act.

Name of Director	Gibril Bangura
Date of last notice	n/a

Part 1 - Change of director's relevant interests in securities

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	NA
Date of change	3 February 2014 – capital consolidation 4 June 2014 – replacement options issued following shareholder approval
No. of securities held prior to change	1,000,000 unlisted share options, exercisable on or before 31 July 2017 at \$0.55 per share
Class	Unlisted share options. Exercise price \$0.24 per share Expiry 3 June 2019
Number acquired	500,000 unlisted share options acquired on 4 June 2014
Number disposed	In a consolidation of capital performed by the Company on 3 February 2014 the following options were cancelled : (a) 1,000,000 unlisted share options, exercisable at \$0.55 per share on or before 31 July 2017. These options were replaced with the following options , which were also cancelled on 4 June 2014: (a) 333,334 options exercisable at \$1.65 per share on or before 31 July 2017

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil consideration
No. of securities held after change	<u>Unlisted share options.</u> 500,000, exercise price \$0.24 per share, expire, on or before 3 June 2019
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back.	Capital consolidation and issue of new unlisted options, approved by shareholders at AGM on 30 May 2014

Part 2 – Change of director's interests in contracts

Detail of contract	NA
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
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Name of entity	AFRICAN PETROLEUM CORPORATION LIMITED
ABN	87 125 419 730

We (the entity) give NSX the following information under section 205G of the Corporations Act.

Name of Director	Jeffrey Couch
Date of last notice	23 September 2010

Part 1 - Change of director's relevant interests in securities

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	NA
Date of change	3 February 2014 – capital consolidation 4 June 2014 – replacement options issued following shareholder approval
No. of securities held prior to change	- 1,000,000 unlisted share options, exercisable on or before 31 July 2017 at \$0.55 per share - 443,700 fully paid ordinary shares
Class	Unlisted share options. Exercise price \$0.24 per share Expiry 3 June 2019
Number acquired	500,000 unlisted share options acquired on 4 June 2014
Number disposed	In a consolidation of capital performed by the Company on 3 February 2014 the following options were cancelled : -1,000,000 unlisted share options, exercisable at \$0.55 per share on or before 31 July 2017. And the following shares were consolidated on a 3 for 1 basis: -443,700 fully paid ordinary shares The options were replaced with the following options, which were also cancelled on 4 June 2014: -333,334 options exercisable at \$1.65 per share on or before 31 July 2017 And the shares remaining post consolidation were: -147,900

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil consideration
No. of securities held after change	<u>Unlisted share options.</u> 500,000, exercise price \$0.24 per share, expire, on or before 3 June 2019 <u>Fully Paid Ordinary Shares</u> 147,900 shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back.	Issue of unlisted options, approved by shareholders at AGM on 30 May 2014

Part 2 – Change of director's interests in contracts

Detail of contract	NA
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
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Name of entity : AFRICAN PETROLEUM CORPORATION LIMITED
ABN : 87 125 419 730

We (the entity) give NSX the following information under section 205G of the Corporations Act.

Name of Director	James Smith
Date of last notice	13 June 2012

Part 1 - Change of director's relevant interests in securities

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	1. 3 February 2014 – capital consolidation 2. 4 June 2014 – replacement options issued following shareholder approval
No. of securities held prior to change	-1,000,000 unlisted share options, exercisable at \$0.55 per share on or before 31 July 2017. -250,000 unlisted share options, exercisable at \$1.00 per share on or before 31 July 2017
Class	Unlisted Share Options: Exercise Price \$0.24 per share Expiry 3 June 2019
Number acquired	500,000 unlisted share options acquired on 4 June 2014
Number disposed	In a consolidation of capital performed by the Company on 3 February 2014 the following options were cancelled : - 1,000,000 unlisted share options, exercisable at \$0.55 per share on or before 31 July 2017. - 250,000 unlisted share options, exercisable at \$1.00 per share on or before 31 July 2017. These options were replaced with the following options, which were also cancelled on 4 June 2014: - 334,334 options exercisable at \$1.65 per share on or before 31 July 2017 - 83,334 options exercisable at \$3.00 per share on or before 31 July 2017

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	No consideration
No. of securities held after change	500,000 unlisted options exercisable at \$0.24 per share on or before 3 June 2019
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back.	Capital consolidation and issue of new options, approved by shareholders at the AGM on 30 May 2014

Part 2 – Change of director's interests in contracts

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
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Name of entity	AFRICAN PETROLEUM CORPORATION LIMITED
ABN	87 125 419 730

We (the entity) give NSX the following information under section 205G of the Corporations Act.

Name of Director	Anthony Wilson
Date of last notice	N/A

Part 1 - Change of director's relevant interests in securities

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	NA
Date of change	1. 3 February 2014 – capital consolidation 2. 4 June 2014 – replacement options issued following shareholder approval
No. of securities held prior to change	1,000,000 unlisted share options, exercisable on or before 31 July 2017 at \$0.55 per share
Class	Unlisted share options. Exercise price \$0.24 per share Expiry 3 June 2019
Number acquired	500,000 unlisted share options exercisable at \$0.24 per share on or before 31 July 2019
Number disposed	In a consolidation of capital performed by the Company on 3 February 2014 the following options were cancelled : (a) 1,000,000 unlisted share options, exercisable at \$0.55 per share on or before 31 July 2017. These options were replaced with the following options, which were also cancelled on 4 June 2014: (a) 333,334 options exercisable at \$1.65 per share on or before 31 July 2017

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil consideration
No. of securities held after change	<u>Unlisted share options.</u> 500,000 options exercisable at \$0.24 per share on or before 3 June 2019
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back.	Consolidation of capital and issue of unlisted options, approved by shareholders at AGM on 30 May 2014

Part 2 – Change of director's interests in contracts

Detail of contract	NA
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	