

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Corporation:

Africa Hydrocarbons Inc. (the “**Company**” or “**AHI**”)
3000 Royal Centre, P.O. Box 11130
1055 West Georgia Street
Vancouver, British Columbia
V6E 3R3

Item 2. Date of Material Change:

April 16, 2012

Item 3. News Release:

A press release was disseminated on April 17, 2012 through Marketwire LP.

Item 4. Summary of Material Change:

On April 17, 2012, the Company announced the appointments of Mr. Gordon McKay as a director of the Company and Mrs. Charidy Lazorko as the Company’s Chief Financial Officer (“CFO”), effective April 16, 2012.

The Company also announced the resignation of Mr. David Patterson from the Company’s board of directors and as the Company’s CFO, effective April 16, 2012.

Item 5. Full Description of Material Change:

On April 17, 2012, the Company announced the appointments of Mr. Gordon McKay as a director of the Company and Mrs. Charidy Lazorko as the Company’s Chief Financial Officer (“CFO”), effective April 16, 2012.

The Company also announced the resignation of Mr. David Patterson from the Company’s board of directors and as the Company’s CFO, effective April 16, 2012.

Mr. McKay has over 25 years of oil industry experience. He currently is a Founder and the President and CEO of All Points Energy Ltd., a private corporation formed in 2010 to focus on oil and gas exploration and production in Alberta. Mr. McKay was formerly Chief Operating Officer of Gentry Resources Ltd. which was acquired by Crew Energy Inc. in 2008. He was Vice President Exploration of Stratic Energy Corporation, a junior oil and gas exploration company focused on Africa and subsequently sold to EnQuest PLC in November 2010. He was also a former director of Lion Energy Corp. which was acquired by Africa Oil Corp. in June 2011.

Mrs. Lazorko is a CGA with over 8 years of financial services and public company experience, with an emphasis on small-cap corporate restructurings, amalgamations and asset acquisitions. She has also acted as financial advisor on numerous private transactions in the oil and gas industry. She currently serves as the CFO of Blackhawk Resource Corp. and Paramax Resources Ltd. Mrs. Lazorko previously served as CFO of Ranger Energy Ltd., which was amalgamated with North Sea Energy Inc. in October 2011.

Item 6. Reliance of Section 7.1(2) or (3) of National Instrument 51-102:

Not applicable.

Item 7. Omitted Information:

Not applicable.

Item 8. Executive Officer:

John Nelson, Chief Executive Officer and Director
(403)265-8011 Ext. 230
info@hydrocarbons.com

Item 9. Date of Report:

April 20, 2012