



Suite 2000  
885 West Georgia Street  
Vancouver, B.C. Canada V6C 3E8  
Ph. 604-689-7842 Fx. 604-689-4250  
africaoilcorp@namdo.com  
africaoilcorp.com

## NEWS RELEASE

### AFRICA OIL ANNOUNCES Q4'19 AND FY'19 FINANCIAL AND OPERATING RESULTS AND 2020 MANAGEMENT GUIDANCE

**February 25, 2020 (AOI-TSX, AOI-Nasdaq-Stockholm) – Africa Oil Corp.** (“Africa Oil”, “AOC” or the “Company”) is pleased to announce its financial and operating results for the three months and year ended December 31, 2019. The Company is also releasing today, its 2020 Management Guidance including guidance related to its 50% equity investee, Prime Oil & Gas B.V. (“POGBV”), a company that holds interests in deepwater Nigeria assets. All dollar amounts are in United States dollars unless otherwise indicated.

#### HIGHLIGHTS:

- 2020 estimate of average daily working interest (“W.I.”) production range of 30,000–33,000 barrels of oil equivalent per day (“boe/d”) and net entitlement production range of 35,000-38,000 boe/d net to AOI’s 50% shareholding in POGBV, with more than 85% expected to be medium and light oil. Net entitlement production is calculated using the economic interest methodology and include cost recovery oil, tax oil and profit oil and is different from W.I. production that is calculated based on project volumes multiplied by POGBV’s effective working interest;
- Based on the above production guidance, Africa Oil management expect POGBV to generate cash flows from operating activities of approximately \$630-\$680 million, net to the Company’s 50% shareholding in POGBV<sup>1</sup>. Any dividends received by Africa Oil from POGBV’s operating cash flows will be subject to POGBV’s capital investment (2020 estimate of \$55 million net to the 50% shareholding) and financing cashflows, including payments of POGBV’s Reserve Based Lending (“RBL”) principal amortization, which is currently estimated to be approximately \$315 million in 2020, net to Africa Oil’s 50% shareholding in POGBV.
- Active POGBV oil price hedging program mitigates oil price risk with 95% of its 2020 production hedged at an average price of \$66.0 per barrel and 28% of its 2021 production hedged at an average price of \$60.0 per barrel;
- The Company is making progress on its South Lokichar development project in Kenya including land acquisition, commercial agreements, Environmental and Social Impact Assessment (“ESIA”) and securing water supply, and will continue to work with its partners towards a final investment decision (“FID”) for the project; and
- Other operational highlights include two high impact exploration wells offshore South Africa (Block 11B/12B) and Namibia (Block 2913B), to commence drilling in the second quarter of 2020, with the Company having exposure to these through its equity investments in Africa Energy Corp. and Impact Oil & Gas Limited.

Africa Oil President and CEO Keith Hill commented: “The fourth quarter of 2019 was dominated by our efforts to restructure the POGBV acquisition transaction and by our work towards its completion. I am delighted that we successfully closed the transaction on 14<sup>th</sup> January of this year with Africa Oil transforming into a full-cycle E&P company with exposure to material reserves and production. Our shareholding in POGBV provides us with a strong cash flow generating platform and a balanced and diverse asset portfolio. Our investment in Nigerian producing assets support and complement our development project in Kenya and our exploration portfolio in Africa and Guyana. I expect 2020 to be a very busy year for us on many

<sup>1</sup> The 50% shareholding in POGBV will be accounted for using the equity method and it will be presented as an investment in the Consolidated Balance Sheet. Africa Oil’s 50% share of POGBV’s net profit or loss will be shown in the Consolidated Statements of Net Loss and Comprehensive Loss. Any dividends received by Africa Oil from POGBV will be recorded as a Cash flow from Investing Activities. The guidance presented here is for information only.

fronts. We will work with our partners in POGBV to optimise its capital structure, with a possible partial refinancing of the RBL facility, in order to maximise dividends to the POGBV shareholders. We have seen significant advances in all aspects of the Kenya project and will continue to work closely with our partners in Kenya to progress the South Lokichar project towards a final investment decision. We are also looking forward to high impact exploration wells in our African exploration portfolio with the upcoming Luiperd and Venus wells expected to start drilling by end of the first half of this year. These are significant wells that could substantially increase the value of our investments in Africa Energy and Impact, in case of success. In Guyana, we continue to support Eco Atlantic's management team as they work to progress exploration activities on the Orinduik block, which we view as a highly prospective block in one of the most attractive exploration regions worldwide. On behalf of the Board, I would like to thank our shareholders for their continuing support as we grew the Company's asset base and transformed Africa Oil into a diversified Africa focused oil and gas company."

## 2019 Fourth Quarter and Year End Financial Results

(Thousands United States Dollars, except Per Share and Share Amounts)

	December 31, 2019		December 31, 2018	
Cash and cash equivalents	329,464		370,337	
Total assets	812,305		953,911	
Total liabilities	45,602		31,831	
Total equity attributable to common shareholders	766,703		922,080	
Working capital	290,749		340,745	
	Three months ended December 31, 2019	Three months ended December 31, 2018	Year ended December 31, 2019	Year ended December 31, 2018
Operating expenses	147,692	20,171	165,006	73,521
Net loss	146,198	18,221	156,769	66,714
Net loss per share (basic and diluted)	0.31	0.04	0.33	0.14
Weighted average number of shares outstanding (basic and diluted) ('000s)	471,214	470,568	471,076	468,046
Number of shares outstanding ('000s)	471,214	470,568	471,214	470,568
Cash flows used in operations	(4,633)	(1,939)	(4,484)	(1,949)
Cash flows provided by (used in) investing	4,142	(10,652)	(35,125)	(19,353)
Cash flows used in financing	(334)	-	(1,222)	(568)
Total change in cash and cash equivalents	(845)	(12,664)	(40,873)	(21,953)
Change in share capital	-	14,333	824	14,333
Change in contributed surplus	401	254	568	1,007
Change in deficit	(146,198)	(18,221)	(156,769)	(66,714)
Total change in equity	(145,797)	(17,967)	(155,377)	(51,374)

The financial information in this table was selected from the Company's audited consolidated financial statements for the year ended December 31, 2019. The Company's consolidated financial statements, notes to the financial statements, management's discussion and analysis for the years ended December 31, 2019 and 2018, and the 2019 Annual Information Form have been filed on SEDAR ([www.sedar.com](http://www.sedar.com)) and are available on the Company's website ([www.africaoilcorp.com](http://www.africaoilcorp.com)).

## FINANCIAL POSITION AND EARNINGS

The Company ended the year with cash of \$329.5 million and working capital of \$290.7 million in comparison to cash of \$370.3 million and working capital of \$340.7 million at the end of 2018. The value of the exploration portfolio which includes shareholdings in Africa Energy Corp., Eco (Atlantic) Oil & Gas Ltd. and Impact Oil and Gas Limited were estimated at year end to be approximately \$108 million.

In January 2020, the Company announced the closing of the acquisition of a 50% interest in POGBV. The total payment by AOC to close the Acquisition, including the Nigerian Government's consent fee, amounted to \$519.5 million. This includes a deferred payment of \$24.8 million which is due by end of June 2020. The payment of \$519.5 million was funded through a loan facility of \$250.0 million with BTG and a cash payment of \$269.5 million. A deferred payment of \$118.0 million, subject to update, may be due to the seller depending on the date and ultimate OML 127 tract participation in the Agbami field. On February 4, 2020 POGBV paid a dividend of \$125.0 million with a net payment to Africa Oil of \$62.5 million related to its 50% shareholding interest. The Company intends to apply this amount, and any future dividends, in priority towards the repayment of its loan facility, in order to accelerate the repayment of the loan principal amount.

To finance its future acquisition, exploration, development and operating costs, including the Kenya development project, AOC may require financing from external sources, including issuance of new shares, issuance of debt or executing working interest farmout or disposition arrangements. There can be no assurance that such financing arrangements will be available to the Company or, if available, that it will be offered on terms acceptable to AOC.

Investments in intangible exploration expenditures of \$35.4 million were incurred during the year ended December 31, 2019 (\$44.8 million for the year ended December 31, 2018).

These expenditures relate primarily to the Company's share of appraisal stage projects (Blocks 10BB and 13T – Kenya) and include expenditures related to the following activities: geological and geophysical studies, development studies (including upstream and midstream FEEDs, land acquisition, ESIA's, water acquisition and subsurface reservoir studies) and general and administrative costs incurred in relation the Company's Production Sharing Agreements.

Operating expenses increased \$91.5 million during the year ended December 31, 2019 compared to the same period in 2018. The Company recognized a non-cash impairment relating to the Company's intangible exploration assets in Kenya of \$139.5 million during 2019 compared to a \$49.6 million impairment of intangible exploration assets during the year ended December 31, 2018 relating to the relinquishment of Block 9 in Kenya as well as the relinquishment of the Rift Basin block in Ethiopia. The 2019 impairment is the result of an impairment test carried out to estimate the fair value of the intangible exploration assets relative to the carrying cost amount of these assets. Salaries and benefits increased \$0.8 million during the year ended December 31, 2019 which is primarily due to an increase in annual short-term incentive pay as well as additional staff in the new office in London.

Office and general increased \$1.4 million due to consulting work being performed on potential business opportunities and the creation of a new office in London. Depreciation increased \$0.5 million due to the depreciation expenses associated with the new office and living accommodations in London. Professional fees increased \$0.5 million due to due diligence being performed on potential business opportunities. The Company recognized \$1.1 million in losses during the year ended December 31, 2018 relating to the revaluation of Impact warrants acquired during the first quarter of 2018. These warrants were exercised at the end of 2018. The share of loss from equity investments increased \$1.5 million during the year ended December 31, 2019 compared to the year ended December 31, 2018.

## SUBSEQUENT EVENTS

Other than the POGBV acquisition that has already been covered in the previous section, the following is a highlight of other material subsequent events:

- On February 7, 2020, a wholly owned subsidiary of the Company completed the acquisition of a 20% participating interest in the Block 3B/4B Exploration Right from Azinam Limited ("Azinam") for a consideration of approximately \$3.0 million. Africa Oil will assume operatorship for the joint

venture partners; Azinam will retain a 20% participating interest and Ricocure (Pty) Ltd holds the remaining a 60% participating interest. This block covers an area of 17,581 square kilometers and is located along-trend of an emerging Mid-Cretaceous oil play where operators are planning to drill several key exploratory wells;

- On February 14, 2020, Impact completed a private placement, in which the Company participated, investing approximately \$12.0 million, acquiring approximately 45,000,000 shares increasing the Company's ownership interest in Impact from approximately 29.9% at the end of the year to approximately 32.2%; and
- On January 28, 2020, Africa Energy completed a private placement, in which the Company participated, investing \$5.0 million, acquiring 20,930,000 shares, of a total of 104,652,174 shares issued, decreasing the Company's ownership interest in Africa Energy from approximately 34.5% at the end of the year to approximately 32.6%.

## 2020 MANAGEMENT GUIDANCE

Africa Oil management expect that most of the Company's 2020 production will be contributed by its 50% shareholding in POGBV. The primary assets of POGBV are an indirect 8% interest in Oil Mining Lease ("OML") 127 and an indirect 16% interest in OML 130. OML 127 is operated by affiliates of Chevron Corporation ("Chevron") and contains the producing Agbami Field. OML 130 is operated by affiliates of TOTAL S.A. ("TOTAL") and contains the producing Akpo and Egina Fields.

The three fields in these two licenses are all giant deep-water fields, located over 100 km offshore Nigeria, and are some of the largest and highest quality in Africa. All three fields have high quality reservoirs and produce light, sweet crude oil.

Two of these fields, Agbami and Akpo, have been on production since 2009. The TOTAL-operated Egina FPSO, started production in December 2018 and ramped up to plateau production of approximately 200,000 barrels of oil per day during the first half of 2019.

Africa Oil Management Guidance for 2020 includes a production guidance range of 30,000-33,000 boe/d on a W.I. basis and net entitlement production range of 35,000-38,000 boe/d, net to AOI's 50% shareholding in POGBV, with more than 85% expected to be medium and light oil. Net entitlement production is calculated using the economic interest methodology and include cost recovery oil, tax oil and profit oil and is different from W.I. production that is calculated based on project volumes multiplied by POGBV's effective working interest.

Based on the above production ranges and POGBV's 2020 hedging program, Africa Oil management estimate POGBV to generate cash flows from operating activities of approximately \$630-\$680 million net to Africa Oil's 50% shareholding in POGBV. Cash flows attributable to Africa Oil will be from dividends received from POGBV. Africa Oil will account for its share of POGBV net profit or loss under the equity method<sup>1</sup>.

Any dividends received by Africa Oil from POGBV's operating cash flows will be subject to POGBV's capital investment and financing cashflows, including payments of POGBV's RBL principal amortization, which is currently estimated to be approximately \$315 million in 2020, net to Africa Oil's 50% shareholding in POGBV.

POGBV is expected to have a 2020 capital investment budget of approximately \$55-60 million net to Africa Oil's 50% shareholding in POGBV.

Africa Oil's 2020 corporate budget is estimated to be approximately \$50 million and includes equity investments in the portfolio companies Africa Energy and Impact Oil and Gas, pre-FID budget for Kenya, other exploration activities and G&A.

The Kenya Joint Venture ("KJV") intends to finalize a FDP, in conjunction with the Ministry of Petroleum and Mining ("MoPM"), which will be submitted in advance of the expiry of the Exploration licenses on Blocks 10BB and 13T in September 2020. This submission in conjunction with the finalization of the commercial agreements that govern the development will transition the exploration licenses to 25-year production licenses.

## RESERVES UPDATE REPORT

The Company will file its 'Statement of Reserves' form (National Instrument, NI 51-101 F1) effective 31 December 2019 by end of the first quarter, 2020.

### About Africa Oil

Africa Oil Corp. is a Canadian oil and gas company with producing and development assets in deepwater Nigeria; development assets in Kenya; and an exploration/appraisal portfolio in Africa and Guyana. The Company is listed on the Toronto Stock Exchange and on Nasdaq Stockholm under the symbol "AOI".

For further information, please contact:

Shahin Amini  
IR and Commercial Manager  
[shahin.amini@africaoilcorp.com](mailto:shahin.amini@africaoilcorp.com)  
T: +44 (0)203 982 6800

Sophia Shane  
Corporate Development  
[sophias@namdo.com](mailto:sophias@namdo.com)  
T: +1 (604) 806-3575

### Additional Information

This information is information that Africa Oil Corp. is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out below on February 25, 2020 at 9:30 p.m. ET.

### Advisory Regarding Oil and Gas Information

The terms boe (barrel of oil equivalent) and MMboe (millions of barrels of oil equivalent) are used throughout this press release. Such terms may be misleading, particularly if used in isolation. The conversion ratio of six thousand cubic feet per barrel (6 Mcf:1 Bbl) of natural gas to barrels of oil equivalent and the conversion ratio of 1 barrel per six thousand cubic feet (1 Bbl:6 Mcf) of barrels of oil to natural gas equivalent is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. Given that the value ratio based on the current price of crude oil as compared to natural gas is significantly different from the energy equivalency of 6:1, utilizing a conversion on a 6:1 basis may be misleading as an indication of value.

### Forward Looking Information

Certain statements and information contained herein constitute "forward-looking information" (within the meaning of applicable Canadian securities legislation). Such statements and information (together, "forward looking statements") relate to future events or the Company's future performance, business prospects or opportunities.

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, ongoing uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements, including statements pertaining to the 2020 Management Guidance, possible refinancing of the POGBV RBL facility, South Africa (Block 11B/12B) and Namibia (Block 2913B) exploration campaigns, possible future exploration activity on the Orinduik block, the timing to the FID for the South Lokichar project, the results and costs of exploratory drilling activity, uninsured risks, regulatory

and fiscal changes, availability of materials and equipment, unanticipated environmental impacts on operations, duration of the drilling program, availability of third party service providers and defects in title. 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 and fiscal 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.