



## **ANNUAL INFORMATION FORM**

For the Year  
Ended December 31, 2024

March 27, 2025

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## DEFINED TERMS

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<b>“Africa Energy” or “Company”</b>	means Africa Energy Corp. and its subsidiaries
<b>“Africa Energy Shares” or “Shares”</b>	means common shares in the capital of Africa Energy
<b>“Africa Oil”</b>	means Africa Oil Corp.
<b>“AIF”</b>	means this annual information form
<b>“Arostyle”</b>	means Arostyle Investments (RF) (Proprietary) Limited, which owns 51% of the common shares of Main Street 1549
<b>“Arostyle Option”</b>	means the mutual put/call option held by Africa Energy and Arostyle that, when exercised, triggers the sale by Main Street 1549 of its entire Participating Interest to a wholly-owned subsidiary of Africa Energy
<b>“BC BCA”</b>	means the <i>Business Corporations Act</i> (British Columbia), S.B.C. 2002 c.57, as amended
<b>“Block 2B Exploration Right”</b>	means the exploration right for Block 2B offshore the Republic of South Africa
<b>“Block 11B/12B Exploration Right”</b>	means the exploration right granted for Block 11B/12B offshore the Republic of South Africa
<b>“Block 11B/12B JOA”</b>	means the joint operating agreement in respect of Block 11B/12B
<b>“CNRI”</b>	means CNR International (South Africa) Limited, a wholly-owned subsidiary of Canadian Natural Resources Limited
<b>“Eco”</b>	means Eco (Atlantic) Oil & Gas Ltd.
<b>“ESIR”</b>	means Environmental and Social Impact Report
<b>“Historically Disadvantaged South African”</b>	means a Historically Disadvantaged South African as defined in the MPRDA
<b>“Impact”</b>	means Impact Oil & Gas Limited
<b>“Impact 11B/12B”</b>	means prior to completion of the Impact Transaction, Impact Oil & Gas SA Blocks 11B-12B Limited, a wholly-owned subsidiary of Impact, and after completion of the Impact Transaction, Africa Energy UK Limited, a subsidiary of the Company
<b>“Impact Transaction”</b>	means the transaction by which Africa Energy secured the indirect financial interest in Main Street 1549 held by Impact
<b>“Lorito Group”</b>	means Lorito Doraline S.à.r.l., Lorito Floreal S.à.r.l., Lorito Arole S.à.r.l. and Lorito Orizons S.à.r.l., companies owned by a trust whose settlor was the late Adolf H. Lundin and not a related party of the Company
<b>“Main Street 1549”</b>	means Main Street 1549 Proprietary Limited, an entity held 49% by Africa Energy
<b>“Main Street Common Shares”</b>	means the common shares of Main Street 1549
<b>“Main Street SHA”</b>	means the Main Street 1549 shareholders’ agreement, as amended
<b>“MPRDA”</b>	means the <i>Mineral and Petroleum Resources Development Act</i> , 2002, South Africa

<b>“Nasdaq”</b>	means Nasdaq First North Growth Market
<b>“NI 51-101”</b>	means the National Instrument 51-101 — <i>Standard of Disclosure for Oil and Gas Activities</i> of the Canadian Securities Administrators and the companion policies and forms thereto, as amended from time to time
<b>“Participating Interest”</b>	means Main Street 1549’s 10% Participating Interest in the Block 11B/12B Exploration Right
<b>“Production Right”</b>	means a production right granted under the MPRDA
<b>“Qatar Energy”</b>	means QatarEnergy International E&P LLC, a wholly-owned subsidiary of QatarEnergy
<b>“SEDAR”</b>	means the System for Electronic Document Analysis and Retrieval
<b>“Total”</b>	means Total E&P South Africa BV, a wholly-owned subsidiary of TotalEnergies SE
<b>“TSX-V”</b>	means the TSX Venture Exchange

## ABOUT THIS ANNUAL INFORMATION FORM

### Financial Information

Africa Energy’s financial results are prepared and reported in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Company’s functional and reporting currency is the United States dollar. All currency amounts in this AIF are expressed in United States dollars unless otherwise indicated.

### Presentation of Oil and Gas Information

All oil and gas information contained in this AIF has been prepared and presented in accordance with NI 51-101. The actual oil and gas resources may be greater or less than any estimates provided herein.

### Forward Looking Statements

Certain statements in this document constitute forward-looking information or forward-looking statements under applicable securities law (collectively, “forward-looking statements”). Forward-looking statements are statements that relate to future events, including the Company’s future performance, opportunities or business prospects. Any statements that express or involve discussions with respect to expectations, beliefs, projections, plans, future events or performance (often but not always identified by words such as “believes”, “seeks”, “anticipates”, “expects”, “estimates”, “pending”, “intends”, “plans”, “will”, “would have” or similar words suggesting future outcomes), are not statements of historical fact and may be forward-looking statements.

By their nature, forward-looking statements involve assumptions, inherent risks and uncertainties, many of which are difficult to predict and are usually beyond the control of management, that could cause actual results to be materially different from those expressed by these forward-looking statements. Risks and uncertainties include, but are not limited to, risk with respect to general economic conditions, regulations and taxes, civil unrest, corporate restructuring and related costs, capital and operating expenses, pricing and availability of financing and currency exchange rate fluctuations. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements.

Forward-looking statements include, but are not limited to, statements concerning:

- Expected closing dates for the completion of proposed transactions;
- Planned exploration, appraisal and development activities including both expected drilling and geological and geophysical related activities;
- Proposed development plans;
- Future development costs and the funding thereof;
- Expected funding and development costs;
- Anticipated future financing requirements;
- Future sources of funding for the Company's capital program;
- Future capital expenditures and their allocation to exploration and development activities;
- Expected operating costs;
- Future sources of liquidity, cash flows and their uses;
- Availability of potential farmout partners;
- Government or other regulatory consent for exploration, development, farmout, or acquisition activities;
- Future production levels;
- Future crude oil, natural gas or chemical prices;
- Future earnings;
- Future asset acquisitions or dispositions;
- Future debt levels;
- Availability of committed credit facilities;
- Possible commerciality;
- Development plans or capacity expansions;
- Future ability to execute dispositions of assets or businesses;
- Future drilling of new wells;
- Interpretation of drill results and other technical data;
- Timing of completion of drilling programs;
- Ultimate recoverability of current and long-term assets;
- Ultimate recoverability of reserves or resources;
- The tax and royalty regime in the countries where the Company operates;
- Estimates on a per share basis;
- Future foreign currency exchange rates;
- Future market interest rates;
- Future expenditures and future allowances relating to environmental matters;
- Dates by which certain areas will be explored or developed or will come on stream or reach expected operating capacity;
- The Company's ability to comply with future legislation or regulations;
- Relations with local communities;
- Future staffing levels or requirements; and
- Changes in any of the foregoing.

Statements relating to "reserves" or "resources" are forward-looking statements, as they involve the implied assessment, based on estimates and assumptions, that the reserves and resources described exist in the quantities predicted or estimated, and can be profitably produced in the future.

These forward-looking statements are subject to known and unknown risks and uncertainties and other factors, which may cause actual results, levels of activity and achievements to differ materially from those expressed or implied by such statements. Such factors include, among others:

- Market prices for oil and gas and chemical products;

- Changes in oil prices, results of exploration, appraisal and development activities, uninsured risks, regulatory changes, defects in title, availability of material and equipment and timelines of government or other regulatory approvals;
- Changes in the social climate in the regions in which the Company operates;
- Health, safety and environmental risks;
- Climate change legislation and regulation changes;
- The Company's ability to explore, develop, produce and transport crude oil and natural gas to markets;
- Ultimate effectiveness of design or design modification to facilities;
- The results of exploration and development drilling and related activities;
- Short term well test results on exploration and appraisal wells do not necessarily indicate the long-term performance or ultimate recovery that may be expected from a well;
- Pipeline or delivery constraints;
- Volatility in energy trading markets;
- Incorrect assessments of value when making acquisitions;
- Foreign-currency exchange rates;
- Economic conditions in the countries and regions in which the Company carries on business;
- Governmental actions, including changes to taxes or royalties, and changes in environmental and other laws and regulations;
- Renegotiations of contracts;
- Results of litigation, arbitration or regulatory proceedings;
- Political uncertainty, including actions by terrorists, insurgent or other groups, or other armed conflict; and
- internal conflicts within states or regions.

The impact of any one risk, uncertainty or factor on a particular forward-looking statement is not determinable with certainty as these factors are interdependent, and management's future course of action would depend on its assessment of all information at that time. Although management believes that the expectations conveyed by the forward-looking statements are reasonable based on the information available to it on the date such forward-looking statements were made, no assurances can be given that such expectations will prove to be correct, and such forward-looking statements included in, or incorporated by reference into, this AIF should not be unduly relied upon.

The forward-looking statements are made as of the date hereof or as of the date specified in the documents incorporated by reference into this AIF, as the case may be, and except as required by law, the Company undertakes no obligation to update publicly, re-issue, or revise any forward-looking statements, whether as a result of new information, future events or otherwise. This cautionary statement expressly qualifies the forward-looking statements contained herein.

### **Incorporation by Reference and Date of Information**

Specifically incorporated by reference and forming a part of this AIF are the Company's:

- 1) Management's discussion and analysis for the year ended December 31, 2024;
- 2) Audited consolidated financial statements for the year ended December 31, 2024;

Copies of the above documents are available on the SEDAR website at [www.sedar.com](http://www.sedar.com) under the Company's profile.\* All information contained in this AIF is as of December 31, 2024, unless otherwise indicated.

## **About Africa Energy**

### **Introduction**

Africa Energy is a Canadian oil and gas company with exploration assets offshore South Africa.

## **Corporate Structure**

### **Incorporation**

The Company was incorporated on April 27, 2010, pursuant to the provisions of the *Business Corporations Act* (Alberta), as amended, under the name 'Denovo Capital Corp.' On April 28, 2010, the Company registered as an extraprovincial company under the BC BCA. On September 20, 2011, the Company continued from the jurisdiction of Alberta into the jurisdiction of British Columbia pursuant to the provisions of the BC BCA. On March 11, 2015, the Company changed its name to 'Africa Energy Corp.'

### **The Company's Offices and Transfer Agent**

Africa Energy's registered and records office is located at Suite 2500 Park Place, 666 Burrard Street, Vancouver, B.C., V6C 2X8.

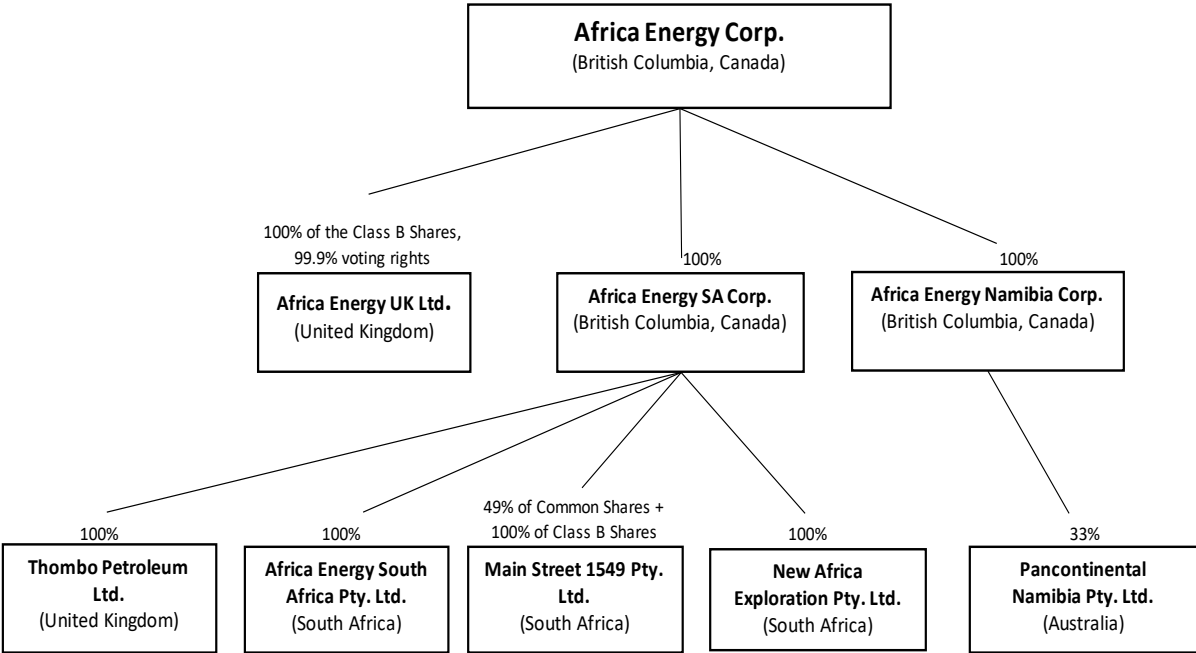
The Company's Shares trade on the TSX-V and on Nasdaq under the trading symbols 'AFE' and 'AEC', respectively. The transfer agent and registrar for the Company's Shares in Canada is Computershare Investor Services Inc., 3<sup>rd</sup> Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9.

### **Employees**

The Company had 3 full time employees as at December 31, 2024.

# Inter-corporate Relationships

The material subsidiaries owned by Africa Energy, as at the date of this AIF, are as set out in the following organizational chart:



## The Company's Business

### General

Africa Energy Corp. is a Canadian oil and gas company with exploration assets in South Africa. The Company is focused on the potential gas condensate development on Block 11B/12B offshore South Africa.

The Board of Directors of Africa Energy may, at its discretion, approve asset or corporate acquisitions or investments that do not conform to the guidelines discussed above based upon the board's consideration of the qualitative and quantitative aspects of the subject properties, including risk profile, technical upside, resource potential, reserve life and asset quality.

### Block 11B/12B

Africa Energy owns 49% of Main Street Common Shares and 100% of the Class B shares of Main Street 1549. The remaining 51% of the Common Shares of Main Street 1549 are held by Arostyle. The Class B shares of Main Street 1549 have preferential entitlement to dividends. Main Street 1549 has a 10% participating interest in and is operator of Block 11B/12B offshore South Africa. Total, Qatar Energy and CNRI hold 45%, 25% and 20%, respectively.

In July 2024, Total provided a notification that it was resigning as operator of the Block 11B/12B JOA. In addition, Total, Qatar Energy and CNRI have provided notice to the joint venture partners that they will withdraw from their 45%, 25% and 20% interest, respectively, in accordance with the Block 11B/12B JOA. Under the Block 11B/12B JOA, the withdrawing parties assign their interest free of charge to each of the non-withdrawing partners in proportion to the interest of non-withdrawing



partners. The withdrawal of the joint venture partners from Block 11B/12B is subject to all relevant regulatory approvals by South African authorities. Main Street 1549 took over as operator of the Block 11B/12B JOA on November 25, 2024.

On December 20, 2024, the Company entered into a non-binding agreement with Arostyle to restructure their joint investment in Main Street 1549. The Parties plan to restructure Main Street 1549 resulting in the Company holding a direct 75% participating interest and Arostyle holding a direct 25% interest in Block 11B/12B. The restructuring of the investment will be subject to regulatory approvals.

Block 11B/12B is located in the Outeniqua Basin approximately 175 kilometers off the southern coast of South Africa. The block covers an area of approximately 19,000 square kilometers with water depths ranging from approximately 200 to 1,800 meters.

On October 28, 2020, the Company announced a significant gas condensate discovery on the Luiperd Prospect on Block 11B/12B. The discovery on the Luiperd Prospect was the second consecutive discovery in Block 11B/12B after the discovery on the Brulpadda Prospect in February 2019.

Reserves and resources have yet to be attributed to Block 11B/12B as the Company has not had any of the discoveries or identified prospects audited or prepared by a qualified reserves evaluator or auditor in accordance with the Canadian Oil and Gas Evaluation Handbook.

Prior to the expiry of the Block 11B/12B Exploration Right on September 7, 2022, the joint venture partnership submitted an application for a Production Right with the Government of the Republic of South Africa. The joint venture partnership elected to enter a Gas Market Development Period, which defers the field development work program for up to a maximum of five years, allowing the joint venture time to confirm the economic viability of the project. As part of its application for the Production Right, the joint venture partnership has proposed to relinquish approximately 37% of the block area. The approval of the Production Right application will not occur until after the Block 11B/12B joint venture receives environmental authorization in respect of the ESIR. Main Street 1549, as the operator, expects to submit the final ESIR in the second quarter of 2025. The Government of the Republic of South Africa has a 10% back-in right, and the joint venture partnership was required to make 10% of the Block 11B/12B Exploration Right available to Historically Disadvantaged South Africans at fair market value. Main Street 1549 fulfilled the requirement for the Block 11B/12B Exploration Right to be held 10% by Historically Disadvantaged South Africans.

South Africa has a tax and royalty fiscal regime. Royalty rates range from 2% to 5% and are calculated on a formula, capped at 5%. Corporate income tax is applicable at a flat rate of 27% for both resident companies and foreign registered branches of non-resident companies. Capital costs can be deducted immediately, and the contractor may recognize a deduction equal to 200% and 150% of its capital investments related to exploration and development activities, respectively. Losses can be carried forward perpetually with no ring-fencing between oil and gas fields. The disposal of exploration and post-exploration assets is subject to capital gains tax with an effective rate of 21.6%. However, qualifying oil and gas companies may make use of special allowances such as 'rollover treatment' and 'participation treatment' that have the potential to eliminate capital gains tax on the disposal of oil and gas assets.

### **Specialized Skill and Knowledge**

The Company requires experienced professionals with specialized skills and knowledge to gather, interpret and process geological and geophysical data, design, drill and complete wells, and numerous additional activities required to explore for, and potentially produce, oil and natural gas. This includes experienced professionals with specialist data analytical skills, mathematical and computer skills, and a solid knowledge of geological information, such as seismic and electromagnetic methods, and rock properties to assist in determining which areas should be explored, and which drilling methods will be most effective.

The Company's directors are comprised of seasoned veterans with successful track records in the oil and gas industry. An experienced management team with regional and sector experience leads Africa Energy. In addition, the Company has proven technical consultants with experience in various countries in Africa. The Company contracts consultants and other service providers as needed to supplement the skills and knowledge of its employees.

## **Competitive Conditions**

The oil and natural gas industry is intensely competitive in all aspects, including the acquisition of oil and gas interests, the marketing of oil and natural gas, and acquiring or gaining access to necessary drilling and other equipment and supplies. Africa Energy competes with numerous other companies in the search for and acquisition of such prospects and in attracting skilled personnel. Africa Energy's competitors include oil companies that have greater financial resources, staff and facilities than those of Africa Energy and its partners. The Company's ability to discover reserves in the future will depend on its ability to successfully explore its present properties, to select and acquire suitable producing properties or prospects on which to conduct future exploration and to respond in a cost-effective manner to economic and competitive factors that affect the distribution and marketing of oil and natural gas. Africa Energy's ability to successfully bid on and acquire additional property rights, to discover reserves, to participate in drilling opportunities and to identify and enter into commercial arrangements with customers will be dependent upon developing and maintaining close working relationships with its future industry partners and joint operators and its ability to select and evaluate suitable properties and to consummate transactions in a highly competitive environment. The Company strives to be competitive by working with its partners to utilize current technologies to enhance its exploration and development activities.

Oil and natural gas producers are facing increased competition from alternative forms of energy, fuel and related products that could have a material adverse effect on the Company's business, prospects and results of operations.

## **Cyclical Nature of Operations**

The oil and gas industry is cyclical, and the Company's operational results and financial conditions are dependent on prices of oil and gas. Such prices may be volatile as they are determined by certain factors, including weather and the demand for oil and gas.

## **Economic Dependence**

The Company is heavily dependent upon the results obtained under agreements, including exploration and production agreements, joint venture agreements and farmout agreements that it has entered into for the exploration and extraction of hydrocarbons.

## **Environmental Protection**

The Company's oil and gas operations are located in regions where there are numerous environmental regulations including restrictions on where and when oil and gas operations can occur, regulations on the release of substances into groundwater, atmosphere and surface land and the potential routing of pipelines or location of production facilities. All such regulations are strictly followed. The Company could potentially be liable for contamination on properties acquired and it attempts to mitigate the risk of inheriting environmental liabilities by conducting due diligence on these acquisition opportunities. Breaches of environmental regulations in any of the regions in which the Company operates could result in restrictions or cessation of operations and the imposition of fines and penalties.

Environmental protection requirements have not, to date, had a significant effect on the capital expenditures, results of operations and competitive position of the Company. However, environmental regulations are expected to become more stringent in the future and costs associated with compliance are expected to increase. Any penalties or other sanctions imposed on the Company for non-compliance with environmental regulations could have a material adverse effect on the Company's business, prospects and results of operations.

## **Environmental Policies**

Africa Energy is committed to operating its business responsibly. The Company's goal is to create a working environment such that the Company causes no harm to people, and where the Company minimizes its impact on the environment. The Company has established a safety and environmental policy which reflects these goals. The Company manages its business in accordance with certain principles, including aiming to meet or surpass statutory requirements and best practice, and operating the Company's business to ensure proactive risk mitigation. In the event that operational results and safety ever

come into conflict, the Company has a responsibility to choose safety over operational results, and Africa Energy's leadership will support that choice.

## **Social Policies**

The objective of Africa Energy's corporate responsibility strategy is to address the challenge of sustainability – delivering value to its shareholders and providing economic and social benefits to communities while concurrently minimizing its environmental footprint. The Company views its commitment to corporate responsibility as a strategic advantage that enables it to access and effectively manage new business opportunities. Africa Energy is committed to providing a safe, healthy, and transparent environment for employment, production, and sharing of the economic benefits that flow from its regional presence.

Africa Energy is committed to building a legitimate 'social license to operate' in the communities and countries in which it operates. The Company sees this as an essential foundation for its business activity. Africa Energy will therefore enter into dialogue and engagement with key stakeholders, conducted in the spirit of transparency and good faith, at all stages of company activities. Through ongoing stakeholder engagement led by country teams in each of its exploration theatres, community development initiatives reflecting local priorities will be identified and supported across three key areas: community infrastructure, sustainable livelihoods and economic development.

## **Africa Energy's Three-Year History**

### **2022**

On March 3, 2022, the joint venture partnership in Block 2B contracted the Island Innovator semi-submersible rig to drill the Gazania-1 well.

On April 19, 2022, Eco deposited approximately \$20.0 million in escrow to support its capital expenditure requirements for the Gazania-1 well on Block 2B.

On June 21, 2022, Mr. Pascal Nicodeme replaced Mr. Ian Gibbs as a member of the Board of Directors.

On September 7, 2022, prior to the expiry of the Block 11B/12B Exploration Right, the Company and the joint venture partnership submitted an application for a Production Right with the Government of the Republic of South Africa. The joint venture partnership elected to enter a Gas Market Development Period, which defers the field development work program for up to a maximum of five years, allowing the joint venture time to confirm the economic viability of the project.

On September 9, 2022, the Company changed its auditors from PricewaterhouseCoopers LLP to KPMG LLP. The change in auditors was approved by the Company's Board of Directors.

On November 15, 2022, the Company and the joint venture partnership submitted a Production Right application prior to the expiry of the Third Renewal Period of the Block 2B Exploration Right. The Third Renewal Period included an obligation to drill a well, which was satisfied by the drilling of the Gazania-1 exploration well.

On November 18, 2022, the Company and its joint venture partners completed drilling the Gazania-1 exploration well. The well was designed to test the extension of the oil discovered in the A-J1 in 1988. The well was drilled to a total depth of 2,330 meters below sea level and encountered wet gas throughout the main target interval. This confirmed an active petroleum system within the basin, but the well did not encounter commercial hydrocarbons. The well was logged, plugged and abandoned.

On December 23, 2022, the Company entered into a promissory note agreement with Africa Oil for \$2.0 million, Deepkloof Limited for \$2.0 million and Lorito Holdings S.à.r.l. for \$1.0 million. Deepkloof Limited is the largest shareholder of Impact, which owns 36.2% of the common shares of the Company. Africa Oil, Deepkloof Limited and Impact are related parties of the Company. Lorito Holdings S.à.r.l. is a company owned by a trust whose settlor was the late Adolf H. Lundin and is not a related party. The maturity date of the promissory notes was January 31, 2024. The notes accrued interest at a 10% annual

interest rate if repaid by October 31, 2023 or 15% annual interest rate if repaid after October 31, 2023. The promissory notes have no security and are repayable pro rata any time before maturity without penalty.

## **2023**

In May 2023, the Company issued a notice of withdrawal in respect to its participation in Block 2B offshore South Africa.

In June 2023, the Company appointed Robert Nicolella as Chief Executive Officer to replace Garrett Soden. In addition, Mr. Soden was appointed Chairman of the Board on June 22, 2023, following the departure of William Lundin.

On November 7, 2023, the Company amended its existing credit facility, increasing the amount available under the promissory note from \$5.0 million to \$8.3 million and extending the maturity date to March 31, 2025, with AOC, Deepkloof Limited, the Lorito Group. The \$8.3 million amended credit facility is unsecured and the principal and accrued interest are due in full at maturity. The loan carries an annual interest rate of 15% from inception of the original facility.

## **2024**

In June 2024, Garrett Soden resigned and Robert Nicolella joined the Company's Board of Directors.

In July 2024, Total provided a notification that it was resigning as operator of the Block 11B/12B JOA. In addition, Total, Qatar Energy and CNRI have provided notice to the joint venture partners that they will withdraw from their 45%, 25% and 20% interest, respectively, in accordance with the Block 11B/12B JOA. The Company announced that Main Street 1549 did not intend to withdraw from its Participating Interest.

In September 2024, the joint venture partners in respect of Block 11B/12B obtained an extension to the deadline for the submission of the ESIR to May 19, 2025. The approval of the Production Right will not occur until after the Block 11B/12B joint venture receives environmental authorization in respect to the ESIR.

In November 2024, Main Street 1549 formally became the operator of the Block 11B/12B JOA.

In December 2024, the Company entered into a non-binding agreement with Arostyle to restructure their joint investment in Main Street 1549. The Parties plan to restructure Main Street 1549 resulting in the Company holding a direct 75% participating interest and Arostyle holding a direct 25% interest in Block 11B/12B. The restructuring of the investment will be subject to regulatory approvals.

## **As of the Date of this AIF**

In January 2025, the Company announced the following:

- The Company intends to enter into debt settlement agreements with Deepkloof Limited and the Lorito Group in respect to existing indebtedness under the Company's promissory note, pursuant to which Deepkloof Limited will receive 323,345,000 shares of the Company to settle approximately \$4.5 million of existing indebtedness of the Company and the Lorito Group will receive, in the aggregate, 66,502,000 shares of the Company to settle approximately \$0.9 million of existing indebtedness of the Company;
- The Company intends to complete a non-brokered private placement issuing up to 598,153,000 common shares of the Company at an issue price of Canadian \$0.02 for aggregate gross proceeds of approximately \$8.3 million. The proceeds from the non-brokered private placement will be used to repay approximately \$5.3 million of remaining debt under the promissory notes, for general working capital purposes and to advance the development of the Company's interest in Block 11B/12B offshore South Africa;
- Completion of the debt settlement agreements and the non-brokered private placement, which is expected to occur on or before March 31, 2025, is subject to certain conditions including, but not limited to, the receipt of the shareholder approval and the receipt of all necessary regulatory approvals, including the approval of the TSX Venture Exchange;
- Upon completion of the debt settlement agreements and the non-brokered private placement, Deepkloof Limited is expected to directly own approximately 37% of the Company; and

- The Company has committed to completing a consolidation of the Company's shares on a 5:1 basis within 90 days of closing the debt settlement agreements and the non-brokered private placement.

In February of 2025, the Company filed an environmental application in respect to its Block 11B/12B Production Right application.

## **RISK FACTORS**

The Company is subject to various risks and uncertainties, including, but not limited to, those listed below.

### **Financial Statements Prepared on a Going Concern Basis**

The Company's financial statements have been prepared on a going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. Africa Energy's operations to date have been primarily financed by equity financing. Africa Energy's future operations are dependent upon the identification and successful completion of equity or debt financing, the achievement of profitable operations or partial divestiture and farmout agreements. There can be no assurances that the Company will be successful in completing an equity or debt financing, or a partial divestiture or farmout arrangement, or in achieving profitability. The consolidated financial statements do not give effect to any adjustments relating to the carrying values and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern.

### **Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. Liquidity describes a company's ability to access cash. Companies operating in the upstream oil and gas industry, during the exploration phase, require sufficient cash in order to fulfill their work commitments in accordance with contractual obligations and to be able to potentially acquire strategic oil and gas assets.

The Company will potentially issue debt or equity and enter into farmout agreements with joint venture partners to ensure the Company has sufficient available funds to meet current and foreseeable financial requirements. The Company actively monitors its liquidity to ensure that its cash flows and working capital are adequate to support these financial obligations and the Company's capital programs. The Company will also adjust the pace of its exploration activities to manage its liquidity position.

### **Inflation Risk**

A failure to secure the services and equipment necessary to the Company's operations for the expected price, on the expected timeline, or at all, may have an adverse effect on the Company's financial performance and cash flows. The Company's operating costs could escalate and become uncompetitive due to supply chain disruptions, inflationary cost pressures, equipment limitations, escalating supply costs, commodity prices, and additional government intervention through stimulus spending or additional regulations. The Company's inability to manage costs may impact project returns and future development decisions, which could have a material adverse effect on its financial performance and cash flows.

### **Conflict In Ukraine and The Middle East**

The conflicts in Ukraine and the Middle East have impacted global markets and may continue to result in increased volatility in financial markets and commodity prices and disruption in supply chains. The Company does not have a direct exposure to operations in Ukraine, Middle East or Russia and does not have any business relationships with any sanctioned entities or people. The Company will continue to review all its engagements with new stakeholders to ensure this remains the case.

### **Climate Change Legislation**

Climate change continues to be a global challenge. Cities and countries are increasingly seeking to hold companies financially responsible for changes in climate and the global effects of climate change. Climate change policy is evolving at regional, national and international levels, and political and economic events may significantly affect the scope and timing of climate

change measures that are ultimately put in place in order to promote the reduction of greenhouse gas emissions. The petroleum industry faces scrutiny from individuals and governments, worldwide, that the use of fossil fuels to meet the world's energy demands contributes to the rise of greenhouse gas emissions in the world's atmosphere.

Implementation of strategies by any level of government within the countries in which the Company operates, and whether to meet international agreed limits, or as otherwise determined, for reducing greenhouse gases and to address climate change could have a material impact on the operations and financial condition of the Company. In addition, concerns about climate change have resulted in a number of environmental activists and members of the public opposing the continued exploitation and development of fossil fuels. Given the evolving nature of the debate related to climate change and the control of greenhouse gases and resulting requirements, it is not possible to predict the impact on the Company and its operations and financial condition.

### **Environmental Regulation**

The oil and natural gas industry is subject to environmental regulation pursuant to the local, provincial (or state) and federal legislation, as applicable, within each of the Company's countries of operation. A breach of such legislation may result in the imposition of fines or issuance of clean up orders in respect of the Company or the oil and gas assets, some of which may be material. Furthermore, management of the Company believes the political climate appears to favor new programs for environmental laws and regulation, particularly in relation to the reduction of emissions or emissions intensity, and there is a risk that any such programs, laws or regulations, if proposed and enacted, will contain emission reduction targets which the Company cannot meet, and financial penalties or charges could be incurred as a result of the failure to meet such targets.

Drilling for and production, handling, transporting and disposing of oil and gas and petroleum by- products are subject to extensive regulation under national and local environmental laws. Environmental regulations may impose, among other things, restrictions, liabilities and obligations in connection with water and air pollution control, waste management, permitting requirements and restrictions on operations in environmentally sensitive areas. Environmental protection requirements have not, to date, had a significant effect on the capital expenditures, results of operations and competitive position of the Company. However, environmental regulations are expected to become more stringent in the future and costs associated with compliance are expected to increase. Any penalties or other sanctions imposed on the Company for non-compliance with environmental regulations could have a material adverse effect on the Company's business, prospects and results of operations.

### **International Operations**

Oil and gas exploration, development and production activities in emerging markets are subject to significant political and economic uncertainties which may adversely affect the Company's operations. Uncertainties include, but are not limited to, the risk of war, terrorism, expropriation, civil unrest, nationalization, renegotiation or nullification of existing or future concessions and contracts, the imposition of international sanctions, a change in crude oil or natural gas pricing policies, a change to laws and regulations, a change in taxation policies, and the imposition of currency controls. These uncertainties, all of which are beyond the Company's control, could have a material adverse effect on the Company's business, prospects and results of operations. In addition, if legal disputes arise related to oil and gas concessions acquired by the Company, the Company could be subject to the jurisdiction of courts other than those of Canada. The Company's recourse may be very limited in the event of a breach by a government or government authority of an agreement governing a concession in which the Company acquires an interest. The Company may require licenses or permits from various governmental authorities to carry out future exploration, development and production activities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits when required. To mitigate some of this risk, the Company focuses on operations in stable countries with good commercial terms.

### **Uncertainty of Title**

Although the Company conducts title reviews prior to acquiring an interest in a concession, such reviews do not guarantee or certify that an unforeseen defect in the chain of title will not arise that may call into question the Company's interest in the concession. Any uncertainty with respect to one or more of the Company's concession interests could have a material adverse effect on the Company's business, prospects and results of operations.

## **Different Legal System and Litigation**

The legal system within the countries in which the Company operates differs in various degrees from that of Canada. Rules, regulations and legal principles may differ both relating to matters of substantive law and in respect of such matters as court procedure and enforcement. Almost all material production and exploration rights and related contracts of the Company will be subject to the national or local laws of South Africa and Namibia. This means that the Company's ability to exercise or enforce its rights and obligations will differ from what would have been the case if such rights and obligations were subject to Canadian law and jurisdiction.

The Company's operations are, to a large extent, subject to various complex laws and regulations as well as detailed provisions in concessions, licenses and agreements that often involve several parties. If the Company were to become involved in legal disputes in order to defend or enforce any of its rights or obligations under such concessions, licenses, agreements or otherwise, such disputes or related litigation may be costly and time consuming and the outcome may be highly uncertain. Even if the Company would ultimately prevail, such disputes and litigation may still have a substantially negative effect on the Company's business, assets, financial conditions and its operations.

## **Risks Inherent in Oil and Gas Exploration and Development**

Oil and gas operations involve many inherent risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. The long-term commercial success of the Company depends on its ability to find, acquire, develop and commercially produce oil and natural gas reserves. No assurance can be given that the Company will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, the Company may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participations uneconomic. There is no assurance that expenditures made on future exploration by the Company will result in discoveries of oil or natural gas in commercial quantities or that commercial quantities of oil and natural gas will be discovered or acquired by the Company. It is difficult to project the costs of implementing an exploratory drilling program due to the inherent uncertainties of drilling in unknown formations, the costs associated with encountering various drilling conditions such as over pressured zones and tools lost in the hole, and changes in drilling plans and locations as a result of prior exploratory wells or additional seismic data and interpretations thereof.

Future oil and gas exploration may involve unprofitable efforts, not only from dry wells, but from wells that are productive but do not produce sufficient net revenues to return a profit after drilling, operating and other costs. Completion of a well does not assure a profit on the investment or recovery of drilling, completion and operating costs. In addition, drilling hazards or environmental damage could greatly increase the cost of operations, and various field operating conditions may adversely affect the production from successful wells. These conditions include delays in obtaining governmental approvals or consents, shut-ins of connected wells resulting from extreme weather conditions, insufficient storage or transportation capacity or other geological and mechanical conditions. While close well supervision and effective maintenance operations can contribute to maximizing production rates over time, production delays and declines from normal field operating conditions cannot be eliminated and can be expected to adversely affect revenue and cash flow levels to varying degrees.

The Company's business is subject to all of the risks and hazards inherent in businesses involved in the exploration for, and the acquisition, development, production and marketing of, oil and natural gas, many of which cannot be overcome even with a combination of experience, knowledge and careful evaluation. The risks and hazards typically associated with oil and gas operations include fire, explosion, blowouts, sour gas releases, pipeline ruptures and oil spills, each of which could result in substantial damage to oil and natural gas wells, production facilities, other property, the environment or personal injury.

## **Risks Associated with Discovering Oil and Gas**

While the Company has made discoveries, there is no certainty that any additional resources will be discovered. Once discovered, there is no certainty that the discovery will be commercially viable to produce any portion of the resources. The portion of the Company's portfolio which include leads require additional data to fully define their potential and significant changes to the resource estimates will occur with the incorporation of additional data and information.

## **Risk Associated with Estimates**

In the event of a discovery, basic reservoir parameters, such as porosity, net hydrocarbon pay thickness, fluid composition and water saturation, may vary from those assumed by the Company's independent third-party resource evaluator affecting the volume of hydrocarbon estimated to be present. Other factors such as the reservoir pressure, density and viscosity of the oil and solution gas/oil ratio will affect the volume of oil that can be recovered. Additional reservoir parameters such as permeability, the presence or absence of water drive and the specific mineralogy of the reservoir rock may affect the efficiency of the recovery process. Recovery of the resources may also be affected by well performance, reliability of production and process facilities, the availability and quality of source water for enhanced recovery processes and availability of fuel gas. There is no certainty that certain interests are not affected by ownership considerations that have not yet come to light.

## **Well-Flow Test Results**

Drill stem tests are commonly based on flow periods of 1 to 5 days and build up periods of 1 to 3 days. Pressure transient analysis has not been carried out on all well tests and the results should therefore be considered as preliminary. Well test results are not necessarily indicative of long-term performance or of ultimate recovery.

## **Capital Requirements**

To finance its future acquisition, exploration, development and operating costs, the Company may require financing from external sources, including from the issuance of new shares, issuance of debt or execution of working interest farm-out agreements. There can be no assurance that such financing will be available to the Company or, if available, that it will be offered on terms acceptable to the Company. If additional financing is raised through the issuance of equity or convertible debt securities, control of the Company may change and the interests of shareholders in the net assets of the Company may be diluted. If unable to secure financing on acceptable terms, the Company may have to cancel or postpone certain of its planned exploration and development activities which may ultimately lead to the Company's inability to fulfil the minimum work obligations under the terms of its various exploration agreements. Availability of capital will also directly impact the Company's ability to take advantage of acquisition opportunities. Concerns around climate change have resulted in some lenders and investors moving away from financing oil and gas activities, and the Company may find access to capital limited, or made contingent upon environmental performance standards.

## **Shared Ownership and Dependency on Third Parties and Joint Venture Partners**

The Company's operations may, to varying degrees, be conducted together with one or more partners through contractual arrangements. In such instances, the Company may be dependent on, or affected by, the due performance of its partners. If a partner fails to perform, the Company may, among other things, risk losing rights or revenues or incur additional obligations or costs in order to itself perform in place of its partners. The Company and its partners may also, from time to time, have different opinions on how to conduct certain operations or on what their respective rights and obligations are under a certain agreement. If a dispute were to arise with one or more partners relating to a project, such dispute may have significant negative effects on the Company's operations relating to such project.

In respect to the Company's participating interest in Block 11B/12B, the Company is reliant on third parties, including its joint venture partners to fund their obliged proportion of expenditures. In the event that the joint venture partners cannot fund obligations in the future, as required by the applicable joint operating agreements and farmout agreements, the Company may, among other things, risk losing its participating interest.

## **Risks Relating to Concessions, Licenses and Contracts**

The Company's operations are based on a relatively small number of concession agreements, licenses and contracts. The rights and obligations under such concessions, licenses and contracts may be subject to interpretation and could also be affected by, among other things, matters outside the control of the Company. In case of a dispute, it cannot be certain that the view of the Company would prevail or that the Company otherwise could effectively enforce its rights which, in turn, could have significantly negative effects on the Company. In addition, if the Company or any of its partners were deemed not



to have complied with their duties or obligations under a concession, license or contract, the Company's rights under such concessions, licenses or contracts may be relinquished in whole or in part.

### **Risks Relating to South African Regulations**

Many of the Company's holdings are in South Africa and are subject to South African laws and regulations, such as the Liquid Fuels Charter made November 2, 2000, and the Mineral and Petroleum Resources Development Act, 2002, the primary legislation governing the upstream hydrocarbons sector in South Africa (the "MPRDA"). The Liquid Fuels Charter requires the holder of certain exploration rights and licenses to make sincere attempts to find a suitable partner who is a Historically Disadvantaged South African and to make available to such partner not more than a 1/10th undivided interest share in the right or license at fair market value. The terms of, and application of, these black empowerment policies and other laws and regulations in South Africa may be subject to change and interpretation, which may impact the Company's holdings in South Africa. In addition, the Upstream Petroleum Resources Development Act, No. 23 of 2024 (the "Upstream Act") was signed by the President of South Africa on 25 October 2024 and published in South Africa's Government Gazette on 29 October 2024. The Upstream Act, which only comes into effect on a date fixed by the President by further proclamation in the Government Gazette, will replace the MPRDA and will govern the extraction and production of hydrocarbon resources in South Africa. The Upstream Act proposes, among other things, to increase the State back-in right from 10% to 20%. The Upstream Act also proposes a number of amendments to the general administration right/concessions in the current MPRDA, which may impact the Company's holdings in South Africa once it becomes effective. In this regard, the Upstream Act introduces the concept of a petroleum right which will govern both exploration and production phases. The Upstream Act provides that pending applications submitted under the MPRDA, and prior to the Upstream Act coming into effect, must be finalized in terms of the MPRDA. Therefore, the Block 11B/12B Production Right application which is presently under consideration will be finalized under the MPRDA notwithstanding the coming into effect of the Upstream Act, and if the Production Right is granted prior to the coming into effect of the Upstream Act, the holders will then be issued with a Production Right under the MPRDA and have a five year period within which to convert such Production Right to a petroleum right.

Main Street 1549 was certified as a Black Empowered Entity at the date it closed its farmin agreements with each of Total and CNRI to acquire an aggregate 10% participating interest in the Block 11B/12B Exploration Right

### **Availability of Equipment and Personnel**

The Company's oil and natural gas exploration and development activities will be dependent on the availability of drilling and related equipment and qualified staff in the particular areas where such activities are or will be conducted. The Company and its partners propose to lease all the drilling rigs required for its exploration and development activities. There are significant logistical obstacles associated with transporting such drilling rigs. Shortages of such equipment or personnel may affect the availability of such equipment to the Company and may delay the Company's exploration and development activities and result in lower production.

### **Reliance on Key Personnel**

There are significant logistical and safety obstacles associated with placing key personnel in South Africa, where the Company is focused. The loss of the services of such key personnel could have a material adverse effect on the Company's business, prospects and results of operations. The Company does not propose to obtain key person insurance in respect of the lives of any key personnel. In addition, competition for qualified personnel in the oil and gas industry is intense and there can be no assurance that the Company will be able to attract and retain the skilled personnel necessary for operation and development of its business. Success of the Company is largely dependent upon the performance of its management and key personnel.

### **Prices, Markets and Marketing of Crude Oil and Natural Gas**

Oil and natural gas are commodities whose prices are determined based on world demand, supply and other factors, all of which are beyond the control of the Company. World prices for oil and natural gas have fluctuated widely in recent years. Any material decline in prices could have an adverse effect on the Company's business and prospects.

## **Early Stage of Development**

The Company has conducted oil and gas exploration activities for a relatively short period. There is limited financial, operational and other information available with which to evaluate the prospects of the Company. There can be no assurance that the Company's operations will be profitable in the future or will generate sufficient cash flow to satisfy its working capital requirements.

## **Current Global Financial Conditions**

Global financial conditions have always been subject to volatility. Access to public financing may be negatively impacted by sovereign debt concerns, as well as concerns over global growth rates and conditions. These factors may impact the ability of the Company to obtain equity or debt financing in the future, and, if obtained, on terms favourable to the Company. Increased levels of volatility and market turmoil can adversely impact the Company's operations and the value and price of the Shares could be adversely affected.

## **Global Health Emergency**

The demand for oil and natural gas could be affected by global health emergencies, as was the case with COVID-19. Travel restrictions and business closures as a result of containment efforts have had a significantly negative impact on the demand for oil and oil-based products, oil prices, jet fuel consumption, and global economic growth, as well as a significant impact on logistics and operations.

## **Foreign Currency Exchange Rate Risk**

The Company is exposed to changes in foreign exchange rates as expenses in international subsidiaries, oil and gas expenditures, or financial instruments may fluctuate due to changes in rates. The Company's exposure is partially offset by sourcing capital projects and expenditures in US dollars. Africa Energy had no forward exchange contracts in place as at December 31, 2024.

## **Credit Risk**

Credit risk is the risk of loss if counterparties do not fulfill their contractual obligations. The majority of the Company's credit exposure relates to amounts due from its joint venture partners. The risk of the Company's joint venture partners defaulting on their obligations per their respective joint operating and farmout agreements is mitigated as there are contractual provisions allowing the Company to default joint venture partners who are non-performing and reacquire any previous farmed out working interests.

## **Conflict of Interests**

Certain of the directors of the Company are also directors or officers of other companies, including oil and gas companies, the interests of which may, in certain circumstances, come into conflict with those of the Company. Those officers and directors will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest.

The BC BCA provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director must disclose their interest in such contract or agreement. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BC BCA.

## **Anti-Bribery and Anti-Corruption Laws**

The Company is subject to anti-bribery and anti-corruption laws, including the Corruption of Foreign Public Officials Act (Canada). Failure to comply with these laws could subject the Company to, among other things, reputational damage, civil or criminal penalties, other remedial measures and legal expenses which could adversely affect the Company's business, results in operations, and financial condition. To mitigate this risk, the Company has an anti-corruption policy in place for its

personnel, and consultants. In addition, Company personnel regularly complete an anti-bribery and anti-corruption compliance training program. However, it may not be possible for the Company to ensure compliance with anti-bribery and anti-corruption laws in every jurisdiction in which its directors, employees, agents, sub-contractors or joint venture partners are located or may be located in the future.

### **Information Systems**

Africa Energy has become increasingly dependent upon the availability, capacity, reliability and security of the Company's information technology (IT) infrastructure and its ability to expand and continually update this infrastructure, to conduct daily operations. It depends on various IT systems to estimate resources and reserve quantities, process and record financial and operating data, analyze seismic and drilling information, and communicate with employees and third-party partners. The Company's IT systems are increasingly integrated in terms of geography, number of systems, and key resources supporting the delivery of IT systems. The performance of key suppliers is critical to ensure appropriate delivery of key services. Any failure to manage, expand and update the IT infrastructure, any failure in the extension or operation of this infrastructure, or any failure by key resources or service providers in the performance of their services could materially and adversely affect the Company's business.

The ability of the IT function to support the Company's business in the event of a disaster such as fire, flood or loss of any of the office locations and the ability to recover key systems from unexpected interruptions cannot be fully tested. There is a risk that, if such an event actually occurs, the Company's continuity plan may not be adequate to immediately address all repercussions of the disaster. In the event of a disaster affecting a data center or key office location, key systems may be unavailable for a number of days, leading to inability to perform some business processes in a timely manner.

Unauthorized access to these systems by employees or third parties could lead to corruption or exposure of confidential, fiduciary or proprietary information, interruption to communications or operations or disruption to the Company's business activities or its competitive position. Further, disruption of critical IT services, or breaches of information security, could have a negative effect on the Company's operational performance and its reputation.

The Company applies technical and process controls in line with industry-accepted standards to protect information, assets and systems; however, these controls may not adequately prevent cyber-security breaches. There is no assurance that the Company will not suffer losses associated with cyber-security breaches in the future and may be required to expend significant additional resources to investigate, mitigate and remediate any potential vulnerabilities.

### **Limitation of Legal Remedies**

Securities legislation in certain of the provinces and territories of Canada provides purchasers with various rights and remedies when a reporting issuer's continuous disclosure contains a misrepresentation, and ongoing rights to bring actions for civil liability for secondary market disclosure. Under the legislation, the directors would be liable for a misrepresentation. It may be difficult for investors to collect from the directors who are resident outside Canada on judgments obtained in courts in Canada predicated on the purchaser's statutory rights and on other civil liability provisions of Canadian securities legislation.

### **Issuance of Debt**

From time to time, the Company may enter into transactions to acquire assets or the shares of other organizations. These transactions may be financed in whole or in part with debt, which may increase the Company's then-existing debt levels above industry standards for oil and natural gas companies of similar size. Depending on future exploration and development plans, the Company may require additional equity and/or debt financing that may not be available or, if available, may not be available on favorable terms. The Company's articles do not limit the amount of indebtedness that the Company may incur. The level of the indebtedness that the Company may have from time to time could impair the Company's ability to obtain additional financing on a timely basis to take advantage of business opportunities that may arise.

## **Risks Relating to the Africa Energy Shares**

### Significant Shareholder

Impact owns 509,092,771 Shares in the Company, representing approximately 36.2% of the voting Africa Energy Shares. Impact's interest in the Company will allow Impact to significantly affect substantially all the actions that may be taken by the shareholders of the Company, including the election of directors. As long as Impact maintains a significant interest in the Company, it is likely that Impact will be able to exercise significant influence on the ability of the Company to, among other things, amend the articles of the Company or enter into a change in control transaction that might otherwise be beneficial to its shareholders. Impact may also discourage acquisition bids for the Company. There is a risk that the interests of Impact will not be aligned with the interests of other shareholders.

Africa Oil owns 276,982,414 Shares in the Company, representing approximately 19.7% of the voting Africa Energy Shares. Africa Oil also holds a significant shareholding in Impact, which may result in direct and indirect control of Africa Energy.

Following the completion of the debt settlement agreements and the non-brokered private placement, which is expected to occur on or before March 31, 2025, Deepkloof Limited is expected to directly own approximately 37% of the Company. If Deepkloof Limited maintains this significant interest it is likely that it will be able to exercise significant influence on the ability of the Company to, among other things, amend the articles of the Company or enter into a change in control transaction that might otherwise be beneficial to its shareholders. Deepkloof Limited may also discourage acquisition bids for the Company. There is a risk that the interests of Deepkloof Limited will not be aligned with the interests of other shareholders.

### Share Price Volatility

The market price for the Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control, including the following:

- actual or anticipated fluctuations in the Company's results of operations;
- recommendations by securities research analysts;
- changes in the economic performance or market valuations of other companies that investors deem comparable to the Company;
- the loss of executive officers and other key personnel of the Company;
- sales or perceived sales of large volume of Shares;
- significant acquisitions or business combinations, strategic partnerships or joint ventures; and
- commitments by or involving the Company or its competitors; and trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Company's business segments or target markets.

Financial markets can experience significant price and volume fluctuations that may particularly affect the market prices of equity securities of companies and that may be unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Africa Energy Shares may decline even if the Company's operating results, underlying asset values or prospects have not changed. These factors, as well as other related factors, may cause decreases in asset values, which may result in impairment losses.

### Selling Off of Shares

The market price for Africa Energy Shares may be volatile, and subject to some fluctuations. To the extent that any issued and outstanding Africa Energy Shares are sold into the market, there may be an oversupply of the Africa Energy Shares and an undersupply of purchasers. If this occurs the market price for the Africa Energy Shares may decline significantly and investors may be unable to sell their Africa Energy Shares at a profit, or at all.

## Dilution

Issuances of additional Shares of Africa Energy (for example in the event the Company requires additional funds to finance further exploration, development and production activities, or to take advantage of unanticipated opportunities) including, but not limited to some form of convertible debentures, will result in a dilution of the equity and voting interests of any persons who are shareholders of the Company. Since the Company's capital needs depend on market conditions and other factors beyond its control, it cannot predict or estimate the amount, timing or nature of any such future offering of securities.

On October 22, 2020, the Company completed a definitive agreement with Arostyle that resulted in amendments to the Main Street SHA. The amendments to the Main Street SHA provide that either Africa Energy or Arostyle has the right to trigger the sale of the Block 11B/12B Participating Interest to a wholly-owned subsidiary of Africa Energy. The Arostyle Option is exercisable by either party upon commencement of demobilization after completion of the Luiperd-1X well and will be subject to receiving all required regulatory approvals and joint venture partner consents and waivers. Exercise of the Arostyle Option would result in Arostyle being issued 64,455,916 Africa Energy Shares.

On November 7, 2023, the Company amended its existing credit facility, increasing the amount available under the promissory note from \$5.0 million to \$8.3 million and extending the maturity date to March 31, 2025, with the Lorito Group, AOC and Deepkloof Limited. The \$8.3 million amended credit facility is unsecured and the principal and accrued interest are due in full at maturity. The loan carries an annual interest rate of 15% from inception of the original facility. In the event that the Company cannot reasonably fulfill its obligations under this credit facility at maturity, each of the Lenders have the ability to convert the Company's obligations due to them into common shares of Africa Energy Shares.

In January 2025, the Company has announced its intention to enter into debt settlement agreements and complete a non-brokered private placement, as discussed in more detail in section, Africa Energy's Three-Year History. Completion of this transaction is expected to increase the number of Africa Energy Shares by 988 million, or approximately 70%, resulting in significant dilution to the existing shareholders.

Africa Energy Shares continue to bear the risk of any future issuance of additional Shares of Africa Energy reducing the market price of the Africa Energy Shares and diluting their shareholdings in the Company.

## Risks Related to Illiquid Trading

Africa Energy Shares are listed on the TSX-V, the Company's primary listing of its Shares, and on Nasdaq, the Company's secondary listing of its Shares. There can be no assurance that an active trading market will develop for the Company's Shares, or if developed, that such a market will be sustained at the current trading price of Africa Energy Shares. Should active and liquid trading not be sustained, holders of Africa Energy Shares may experience difficulties in selling those Shares, either momentarily, or completely.

## **Industry Regulatory**

Existing regulations in the oil industry, and changes to such regulations, may present regulatory and economic barriers to the purchase and use of certain products, which may significantly reduce the Company's revenues.

## **Geopolitical Risk**

The marketability and price of oil and natural gas is and will continue to be affected by political events throughout the world that cause disruptions in the supply of oil. Conflicts, or conversely peaceful developments, arising outside of Canada, including changes in political regimes or parties in power, may have a significant impact on the price of crude oil and natural gas. The level of geo-political risk escalates at certain points in time. While the specific impact on the global economy would depend on the nature of the event, in general, any major event could result in instability and volatility. Current areas of concern include the global uncertainty and market repercussions due to Russia's military invasion of Ukraine, the Israel-Hamas war and rising civil unrest and activism globally. Beginning in November 2021, Russia began to amass troops along the Ukrainian border, heightening military tensions in Eastern Europe. In February 2022, Russia sent troops into pro-Russian separatist

regions in Ukraine. Ongoing military tensions between Russia and Ukraine have the potential to threaten the supply of oil and gas from the region. The long-term impacts of the tension between these nations remains uncertain.

### **Insurance Risk**

The Company's involvement in oil and gas operations may result in the Company becoming subject to liability for pollution, blow-outs, property damage, personal injury or other hazards. While the Company obtains insurance in accordance with industry standards to address such risks, the nature of the risks facing the oil and gas industry is such that liabilities might exceed policy limits, the liabilities and hazards might not be insurable, or the Company might elect not to insure itself against such liabilities due to high premium costs or other reasons. The payment of such uninsured liabilities would reduce the funds available to the Company. The occurrence of a significant event that the Company is not fully insured against, or the insolvency of an insurer, could have a material adverse effect on the Company's business, financial condition, and results of operations. There can be no assurance that insurance will be available in the future.

## **Africa Energy's Securities**

### **The Africa Energy Shares**

Africa Energy Shares entitle its shareholders to receive notice of and to attend at all meetings of Africa Energy's shareholders. Each Share entitles the holder to one vote, either in person or by proxy, on any resolution to be passed at such shareholders' meeting. The holders of Africa Energy Shares are also entitled to dividends if, as and when declared by the Board of Directors of the Company. Upon the liquidation, dissolution or winding up of the Company, the holders of Shares are entitled to receive the remaining assets of the Company available for distribution to the shareholders.

As of December 31, 2024, the Company had 1,407,812,249 Shares issued and outstanding. The Company has unlimited authorized capital of Shares without par value, and without special rights or restrictions attached, of which 1,407,812,249 Shares were issued and outstanding as fully paid and non-assessable as at the date of this AIF.

Upon completion of the debt settlement and non-brokered private placement transactions, expected to occur on or before March 31, 2025, the number of issued and outstanding Africa Energy Shares is expected to increase by approximately 988 million.

The Company has not paid any dividends since its inception and does not have a dividend policy in place, which would require approval of the Company's Board.

## Market for Securities

### Price Ranges and Trading Volume - Canada

Africa Energy's primary listing of its Shares is on the TSX-V under the trading symbol 'AFE.' The following table sets out the price ranges and volume traded of the Company's Shares on the TSX-V for the year ended December 31, 2024:

Month	High (CAD\$)	Low (CAD\$)	Volume
Jan-24	0.125	0.09	643,929
Feb-24	0.1	0.085	986,149
Mar-24	0.095	0.08	1,182,454
Apr-24	0.095	0.065	1,931,042
May-24	0.105	0.085	1,737,986
Jun-24	0.095	0.085	368,926
Jul-24	0.075	0.03	10,053,322
Aug-24	0.04	0.03	905,744
Sep-24	0.035	0.025	1,264,448
Oct-24	0.03	0.02	877,995
Nov-24	0.025	0.02	1,229,657
Dec-24	0.03	0.02	516,184

### Price Ranges and Trading Volume - Sweden

Africa Energy's secondary listing of its Shares is on Nasdaq under the trading symbol 'AEC.' The following table sets out the price ranges and volume traded of the Company's Shares on Nasdaq for the year ended December 31, 2024:

Month	High (SEK)	Low (SEK)	Volume
Jan-24	0.85	0.726	15,678,858
Feb-24	0.782	0.665	10,889,205
Mar-24	0.761	0.576	18,872,655
Apr-24	0.809	0.476	42,587,236
May-24	0.825	0.647	34,327,029
Jun-24	0.755	0.645	12,181,904
Jul-24	0.605	0.15	230,163,467
Aug-24	0.3	0.214	24,476,554
Sep-24	0.228	0.19	29,210,462
Oct-24	0.204	0.157	37,444,108
Nov-24	0.22	0.161	45,530,926
Dec-24	0.22	0.19	19,717,857

## PRIOR SALES

### Stock Options

The table below summarizes the stock options that were issued by the Company in 2024:

Date of Issuance		Expiry Date	Number of Options	Exercise Price
November 18, 2024		1/3 – May 18, 2027	38,100,000	\$0.05
		1/3 – May 18, 2028		
		1/3 – May 18, 2029		

## The Directors and Officers of Africa Energy

### The Directors

The table below states the name, province or state and country of residence of each of the directors of Africa Energy, their respective principal occupations during the last five years, and the period during which each has served as a director of Africa Energy.

Director <i>Name, Province/State, Country</i>	Principal Occupation <i>Past Five Years</i>	Director Since <sup>(1)</sup>
<b>Robert Nicolella</b> <sup>(9)</sup> Cape Town, South Africa	Since 2023, Chief Executive Officer of Africa Energy Corp. Mr. Nicolella has been an executive director and a financial director of Hosken Consolidated Investments Limited since 2019. He joined Hosken Consolidated Investments Limited in 2011 to develop their property investments.	2024
<b>Siraj Ahmed</b> <sup>(3) (6)</sup> Cupar, United Kingdom	Since 2018, Chief Executive Officer of Impact, an oil and gas company with a focus in Africa. Prior to that, General Counsel at Impact since 2014. Mr. Ahmed started his career in the legal profession at international law firm, Linklaters LLP.	2021
<b>Johnny Copelyn</b> <sup>(4)</sup> Cape Town, South Africa	Since 1997, CEO of Hosken Consolidated Investments Limited, an investment holding company, and the chair of various of its subsidiaries including Tsogo Sun Gaming Ltd., Tsogo Sun Hotels Ltd., eMedia Holdings, and Deneb Investments Limited. Mr. Copelyn is the Non-Executive Chairman of Impact. He was also an ANC Member of Parliament in the first democratic parliament of South Africa from 1994 to 1997 and the General Secretary of the SA Clothing and Textile Workers Union for many years before that. Professionally he is an attorney.	2020
<b>Pascal Nicodeme</b> <sup>(2) (5) (7) (9)</sup> London, United Kingdom	In March 2025, appointed non-executive director of Africa Oil Corp., an oil and gas company with a focus in Africa. Chief Financial Officer of Africa Oil Corp. from 2022 to March 2025. Mr. Nicodeme joined NewAge in 2015 as CFO and was appointed interim CEO in 2019 until he joined Africa Oil Corp in 2022. Mr. Nicodeme started his career as a field geophysicist for Total and eventually joined the banking industry and held management positions in the Reserve Based Lending and Project Finance and Advisory team of several banking institutions, including Natixis, Credit Agricole CIB and Standard Chartered Bank.	2022



**Keith C. Hill** <sup>(3)</sup> <sup>(5)</sup> <sup>(7)</sup> <sup>(8)</sup>  
Florida, USA

Currently retired. President and Chief Executive Officer of Africa Oil Corp. from 2009 to 2023, and a director of Africa Oil Corp. from 2009 to March 2025. Mr. Hill is a director of ShaMaran Petroleum Corp., TAG Oil Ltd. and ECO Atlantic Oil & Gas Ltd. Mr. Hill was formerly Chairman and director of Petro Vista Energy Corp., director of Tyner Resources Ltd., President and Chief Executive Officer of Pearl Exploration and Production Ltd. (now International Petroleum Corporation), Valkyries Petroleum Corp. and Bayou Bend Petroleum (now ShaMaran Petroleum Corp.).

2011

Notes:

- (1) The term of office of each of the directors will expire at the 2025 annual general meeting of the Company's shareholders.
- (2) Audit Committee Chair
- (3) Audit Committee Member
- (4) Compensation Committee Chair
- (5) Compensation Committee Member
- (6) Corporate Governance and Nominating Committee Chair
- (7) Corporate Governance and Nominating Committee Member
- (8) Reserves Committee Chair
- (9) Reserves Committee Member

## The Executive Officers

The table below states the name, province or state and country of residence of each of the executive officers of Africa Energy, their respective positions and offices held with the Company, and their principal occupations during the five preceding years.

Executive Officers <i>Name, Province/State, Country</i>	Positions with Africa Energy and Principal Occupations <i>Past Five Years</i>
<b>Robert Nicolella</b> Cape Town, South Africa	Chief Executive Office of the Company since June 2023. Mr. Nicolella is an executive and financial director of Hosken Consolidated Investments Limited (HCI), a company listed on the Johannesburg Stock Exchange (JSE), since 2019. He serves on the boards of a number of JSE listed subsidiaries of HCI, including Southern Sun and Frontier Transport Holdings. Prior to joining HCI in 2011 he was employed by Investec Bank Limited for seventeen years, most notably in the capacity as Head of Corporate Banking and subsequently Head of Private Banking for the Western Cape.
<b>Jeromie Kufflick</b> Alberta, Canada	Chief Financial Officer of the Company since 2011. Mr. Kufflick was the former Controller for Africa Oil Corp.

## Security Holdings

As at the date of this AIF, the directors and executive officers of the Company, as a group, beneficially own, or control or direct, directly or indirectly, 3,870,833 Shares of Africa Energy, representing approximately 0.3% of the issued and outstanding Shares of the Company. This security holding information was obtained from publicly disclosed information and has not been independently verified by the Company.

## Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Other than as disclosed below, no director, executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company (as applicable):

### a) Corporate

- a. No director or executive officer of the Company is, as at the date of the AIF, or has within the ten (10) years before the date of the AIF, been a director, chief executive officer, or chief financial officer of any company (including Africa Energy) that was the subject of a cease trade or an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation that was in

- effect for a period of more than thirty (30) consecutive days that was issued (A) while that individual was acting in such capacity; or (B) after that individual ceased to act in that capacity and which resulted from an event that occurred while that person was acting in such capacity; or
- b. No director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company is, as at the date of the AIF, or has within the ten (10) years before the date of the AIF, been a director or executive officer of any company (including Africa Energy) that 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 (A) while that person was acting in such capacity, or (B) within a year of that person ceasing to act in that capacity; or
- b) Personal
- a. No director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, is at the date of this AIF, or has, within the ten (10) years before the date of the AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold that person's assets; or
  - b. No director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company is, or has been the subject of any penalties or sanctions (A) 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 (B) imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor in making an investment decision.

The foregoing information, not being within the knowledge of the Company, has been furnished by the respective directors and executive officers.

### **Conflicts of Interest**

The Company's, or its subsidiaries', directors and officers may serve as directors or officers of other companies or have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation, or the terms of such participation. From time to time, several companies may participate in the acquisition, exploration and development of natural resource properties, thereby allowing for their participation in larger programs, the involvement in a greater number of programs or a reduction in financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In accordance with the laws of Canada, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether the Company will participate in a program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and the financial position at that time.

The directors and officers of the Company are aware of the existence of laws governing the accountability of directors and officers for corporate opportunity and requiring disclosure by the directors of conflicts of interest and the Company will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors and officers. All such conflicts will be disclosed by such directors or officers in accordance with the BC BCA and they will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law. Other than as disclosed below, the directors and officers of the Company are not aware of any such conflicts of interest in any existing or contemplated contracts with or transactions involving Africa Energy.

## External Auditor Service Fees (By Category)

The following table discloses the fees billed to the Company by its external auditor during the last two fiscal years:

Financial Year Ending	Audit Fees <sup>(1)</sup>	Audit Related Fees <sup>(2)</sup>	Tax Fees <sup>(3)</sup>	All Other Fees <sup>(4)</sup>
December 31, 2024	88,699	29,466	16,484	2,300
December 31, 2023	69,411	30,776	19,832	9,016

Notes:

<sup>(1)</sup> Aggregate billed for audit services.

<sup>(2)</sup> Aggregate billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and that are not disclosed in (1). Includes the review of the Company's interim consolidated financial statements and specified audit procedures not included as part of the audit of the consolidated financial statements.

<sup>(3)</sup> Aggregate billed for tax compliance, tax advice, and tax planning, including the preparation of the Company's tax return preparation.

<sup>(4)</sup> Aggregate billed other than the services reported under (1)(2), and (3) above.

## LEGAL PROCEEDINGS AND REGULATORY ACTIONS

### Legal Proceedings

Neither the Company nor its material subsidiaries and material properties are currently subject to any material legal proceedings or regulatory actions. The Company is not aware of any material legal proceedings contemplated in respect of the Company or its properties.

### Regulatory Actions

No penalties or sanctions were imposed by a court relating to securities legislation or by a securities regulatory authority during the Company's recently completed financial year, nor were there any other penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision, nor were any settlement agreements entered into before a court relating to securities legislation or with a securities regulatory authority during the Company's recently completed financial year.

## Interest of Management and Others in Material Transactions

No director or executive director of the Company, or person or company that beneficially owns, directly or indirectly, or exercises control or direction over, more than 10% of the Company's Shares, nor any associate or affiliate of any such person, has any material interest, direct or indirect, in any transaction within the three most recently completed financial years of the Company, or during the current financial year, that has materially affected or will materially affect the Company, other than as described below.

Africa Oil currently holds 19.7% of the outstanding Shares of the Company. Africa Oil and the Company have an existing general services agreement for the provision of administrative services from Africa Oil to the Company. In addition, the Company has entered into a consulting services agreement with Africa Oil for the provision of technical and administrative services related to Africa Oil's interest in Block 3B/4B offshore South Africa from the Company to Africa Oil.

On December 23, 2022, the Company entered into a promissory note agreement with Africa Oil for \$2.0 million, Deepkloof Limited for \$2.0 million and Lorito Holdings S.à.r.l. for \$1.0 million. Deepkloof Limited is the largest shareholder of Impact, which owns 36.2% of the common shares of the Company. Africa Oil, Deepkloof Limited and Impact are all related parties of the Company.

On November 7, 2023, the Company amended its existing credit facility, increasing the amount available under the promissory note from \$5.0 million to \$8.3 million and extending the maturity date to March 31, 2025 with the Lorito Group, Africa Oil and Deepkloof Limited. On December 31, 2024, the full amount of \$8.3 million was advanced to the Company.

## **Material Contracts**

Africa Energy does not have any contracts that are material to the Company and that were entered into between January 1, 2024, to the date of this AIF filed on the SEDAR website.

## **Names and Interests of Experts**

There is no person or company whose profession or business gives authority to a statement made by such person or company and who is named as having prepared or certified a statement, report or valuation described or included in a filing, or referred to in a filing made under NI 51-102 by the Company during the current financial year other than MNP LLP, Africa Energy's auditors. MNP, the Company's auditors, are independent in accordance with the auditor's rules of professional conduct in Alberta.

In addition, none of the aforementioned persons or companies, nor any director, officer or employee of any of the aforementioned persons or companies, is or is expected to be elected, appointed or employed as a director, officer or employee of Africa Energy or any associate or affiliate of Africa Energy.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company may be found on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).

In particular, additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities, options to purchase securities and interests of insiders in material transactions, where applicable, is contained in the Company's information circular for its most recent annual meeting of securityholders that involved the election of directors.

Additional financial information is provided in the Company's audited consolidated financial statements and corresponding MD&A as at and for the year ended December 31, 2024.

Additional information relating to the Company's oil and gas activities is provided in the Company's NI 51-101 filings for the year ended December 31, 2024.

**AFRICA ENERGY CORP.**

(the “Reporting Issuer” or, “Africa Energy” or the “Company”)

**FORM NI 51-101F1  
STATEMENT OF RESERVES DATA AND  
OTHER OIL AND GAS INFORMATION  
For fiscal year ended December 31, 2024**

*(This is the form referred to in item 1 of National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities (“NI 51-101”). Terms for which a meaning is given in NI 51-101 have the same meaning in this Form 51-101F1.)*

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<b>PART 1</b>	<b>DATE OF STATEMENT</b>	Page 1
<b>PART 2</b>	<b>DISCLOSURE OF RESERVES DATA</b>	None – not included
<b>PART 3</b>	<b>PRICING ASSUMPTIONS</b>	None – not included
<b>PART 4</b>	<b>CHANGES IN RESERVES AND FUTURE NET REVENUE</b>	None – not included
<b>PART 5</b>	<b>ADDITIONAL INFORMATION RELATING TO RESERVES DATA</b>	None – not included
<b>PART 6</b>	<b>OTHER OIL AND GAS INFORMATION</b>	Page 1
Form 51-101F2	Report on Reserves Data by Independent Qualified Reserves Evaluator or Auditor	Not required – no reserves
Form 51-101F3	Report of Management and Directors on Oil and Gas Disclosure	Filed separately

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**PART 1            DATE OF STATEMENT**

**Item 1.1           Relevant Dates**

1. The date of this report and statement is March 27, 2025
2. The effective date of information provided in this statement is as of the Company’s most recently completed fiscal year ended: December 31, 2024

**PART 6            OTHER OIL AND GAS INFORMATION**

**Item 6.1           Oil and Gas Properties and Wells**

The Company, or one of its wholly-owned subsidiaries, holds an interest in the following assets:

1. 49% of the common shares and 100% of the Class B shares of Main Street 1549 Proprietary Limited (“Main Street 1549”), which holds a 10% participating interest in Block 11B/12B offshore the Republic of South Africa (“Block 11B/12B”). The remaining 51% of the common shares of Main Street 1549 are held by Arostyle Investments (RF) (Proprietary) Limited. Block 11B/12B is operated by Africa Energy. Total E&P South Africa BV, Qatar Petroleum International Upstream LLC and CNR International (South Africa) Limited hold 45%, 25% and 20% participating interest, respectively. The investment in Main Street 1549 is treated as an equity investment and a financial asset for accounting purposes.
2. In July 2024, Total E&P South Africa BV provided a notification that it was resigning as operator of the Block 11B/12B JOA. In addition, Total E&P South Africa BV, Qatar Petroleum International Upstream LLC and CNR International (South Africa) Limited have provided notice to the joint venture partners that they will withdraw from their 45%, 25% and 20% interest, respectively, in accordance with the Block 11B/12B JOA. Under the Block

11B/12B JOA, the withdrawing parties assign their interest free of charge to each of the non-withdrawing partners in proportion to the interest of non-withdrawing partners. The withdrawal of the joint venture partners from Block 11B/12B is subject to all relevant regulatory approvals by South African authorities. Main Street 1549 took over as operator of the Block 11B/12B JOA on November 25, 2024.

## ITEM 6.2 PROPERTIES WITH NO ATTRIBUTED RESERVES

The Company does not have any properties with attributed reserves.

Block 11B/12B is located in the Outeniqua Basin approximately 175 kilometers off the southern coast of South Africa. The block covers an area of approximately 19,000 square kilometers with water depths ranging from approximately 200 to 1,800 meters.

On October 28, 2020, the Company announced a significant gas condensate discovery on the Luiperd Prospect in Block 11B/12B. The discovery on the Luiperd Prospect was the second consecutive discovery in Block 11B/12B, with the first discovery on the Brulpadda Prospect in February 2019 (see more details on the Company's activities in Block 11B/12B in the section below, Item 6.7 Exploration and Development Activities).

Reserves and resources have yet to be attributed to Block 11B/12B as the Company has not had any of the identified prospects audited or prepared by a qualified reserves evaluator or auditor in accordance with the Canadian Oil and Gas Evaluation Handbook.

Prior to the expiry of the Block 11B/12B Exploration Right on September 7, 2022, the Block 11B/12B joint venture partnership submitted an application for a Production Right with the Government of the Republic of South Africa. The joint venture partnership elected to enter a Gas Market Development Period, which defers the field development work program for up to a maximum of five years, allowing the joint venture time to confirm the economic viability of the project. As part of its application for the Production Right, the joint venture partnership has proposed to relinquish approximately 37% of the block area. The approval of the Production Right application will not occur until after the Block 11B/12B joint venture receives environmental authorization in respect of the Environmental Social Impact Report. Main Street 1549, as the operator, expects to submit the final ESIR in the second quarter of 2025. The Government has a 10% back-in right, and the joint venture partnership was required to make 10% of the Block 11B/12B Exploration Right available to Historically Disadvantaged South Africans at fair market value. Main Street 1549 is a Black Empowered Entity and fulfilled the requirement for the Block 11B/12B Exploration Right to be held 10% by Historically Disadvantaged South Africans.

### ITEM 6.2.1 SIGNIFICANT FACTORS OR UNCERTAINTIES RELEVANT TO PROPERTIES WITH NO ATTRIBUTED RESERVES

As at the effective date of this report, reserves have yet to be attributed to the Company's interest in Block 11B/12B. Resources have not been attributed to Block 11B/12B as the Company has not had the resources audited or prepared by an independent qualified reserves evaluator or auditor in accordance with the Canadian Oil and Gas Evaluation Handbook.

## ITEM 6.3 FORWARD CONTRACTS

The Company is not party to any agreements relating to the transportation or marketing of oil and gas.

## ITEM 6.5 TAX HORIZON

The Company was not required to pay income taxes during 2024. Given the Company is in the exploration stage and does not currently have reserves, no reasonable estimate may be made as to when the Company will be required to pay income taxes in the future.

## ITEM 6.6 COSTS INCURRED

In 2024, the Company incurred the following costs:

1. The Company increased its investment in Main Street 1549 in 2024 (Block 11B/12B) by \$0.2 million, consisting of Main Street 1549 Class B share subscriptions.

#### ITEM 6.7 EXPLORATION AND DEVELOPMENT ACTIVITIES

In 2024, the Company performed the following exploration activities:

1. Block 11B/12B

The Block 11B/12B joint venture has applied for the Production Right and is contemplating an early production system (“EPS”) for a phased development of the Paddavissie Fairway. The EPS would provide first gas and condensate production from the Luiperd discovery and would accelerate the Block 11B/12B development timeline by utilizing nearby infrastructure on the adjacent block in order to supply natural gas to customers in Mossel Bay. The Block 11B/12B joint venture is currently finalizing an Environmental Social Impact Report to be submitted in the second quarter of 2025.

#### ITEM 6.8 PRODUCTION ESTIMATES

The Company is unable to estimate production or future net revenue from its oil and gas activities as of December 31, 2024.

#### ITEM 6.9 PRODUCTION HISTORY

The Company had no oil and gas production history as of December 31, 2024.

## SCHEDULE 2

### FORM NI 51-101F3

#### *Report of Management and Directors on Oil and Gas Disclosure*

*This is the form referred to in item 3 of section 2.1 of National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities ("NI 51-101"). Terms to which a meaning is ascribed in NI 51-101 have the same meaning in this form.*

#### Report of Management and Directors on Reserves and Other Information

The Reserves Committee of the board of directors of Africa Energy Corp. (the "Company") has reviewed the oil and gas activities of the Company and has determined that the Company has no reserves as of December 31, 2024.

An independent qualified reserves evaluator or qualified reserves auditor has not been retained to evaluate the Company's reserves data. No report of an independent qualified reserves evaluator or qualified reserves auditor will be filed with securities regulatory authorities with respect to the financial year ended on December 31, 2024.

The Reserves Committee of the board of directors has reviewed the Company's procedures for assembling and reporting other information associated with oil and gas activities and has reviewed that information with management. The board of directors has, on the recommendation of the Reserves Committee, approved:

- (a) The content and filing with securities regulatory authorities of Form 51-101F1 containing information detailing the Company's oil and gas activities; and
- (b) The content and filing of this report.

/s/ Robert Nicolella

Robert Nicolella, Chief Executive Officer

/s/ Jeromie Kufflick

Jeromie Kufflick, Chief Financial Officer

/s/ Keith Hill

Keith Hill, Director

Date: March 27, 2025