Africa Energy Corp.

Africa Energy Closes Previously Announced Private Placement

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VANCOUVER, BC, Sept. 30, 2020 /CNW/ - **Africa Energy Corp.** (TSXV: AFE) (Nasdaq First North Growth Market: AEC) ("**Africa Energy**" or the "**Company**"), an oil and gas company with exploration assets offshoreSouth Africa and Namibia, announces the successful closing of the equity issue (the "**Private Placement**") of common shares in the Company (the "**Common Shares**") previously announced on September 21, 2020. The TSX Venture Exchange ("**TSXV**") conditionally approved the Private Placement on September 23, 2020. View PDF version

The SEK denominated Private Placement rendered gross proceeds of approximately USD 28 million to the Company through the issuance of 81,667,000 Common Shares at a price of SEK 3.00 (corresponding to approximately CAD 0.45) per share. Following the Private Placement, the Company has 883,940,268 Common Shares outstanding. Payment for the Common Shares was made in cash.

The net proceeds from the Private Placement are expected to be used to finance the increased funding obligations from the ongoing drilling program of up to three exploration wells on Block 11B/12B offshore South Africa resulting from the pending transactions to increase the Company's effective interest in Block 11B/12B from 4.9% to 10% announced on 24 August 2020.

Common Shares issued to Canadian residents will be subject to resale restrictions under Canadian securities laws expiring January 31, 2021. Common Shares issued to residents outside ofCanada pursuant to the Private Placement may not be sold, transferred or otherwise disposed of on the TSXV or, except pursuant to an exemption from prospectus requirements under Canadian securities laws, to any person in Canada or otherwise into Canada until January 31, 2021.

Pareto Securities acted as sole global coordinator and sole bookrunner, and Arctic Securities AS and Fearnley Securities AS acted as co-managers for the Private Placement (the "**Managers**"). Pareto Securities is also acting as Certified Adviser to Africa Energy on Nasdaq First North Growth Market. A brokerage fee on the Private Placement of approximately USD 0.8 million was paid to the Managers.

The Private Placement includes four related parties of the Company: 1) Africa Oil Corp.; 2) Lorito Holdings (Guernsey) Limited, a private corporation owned by a trust whose settlor was the late Adolf H. Lundin; 3) Zebra Holdings and Investments (Guernsey) Limited, a private corporation owned by a trust whose settlor was the late Adolf H. Lundin; and 4) Garrett Soden, the Company's President and CEO (collectively, the "**Related Parties**"). The issuance of Common Shares to the Related Parties constitutes a "related party transaction" as defined under Multilateral Instrument 61–101 ("**MI 61–101**"). The Company has relied on the exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61–101 from the valuation and minority shareholder approval requirements in MI 61–101 in respect of the Related Parties participation in the Private Placement, since neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the Related Parties' investment exceeds 25% of the Company's market capitalization.

About Africa Energy Corp.

Africa Energy Corp. is a Canadian oil and gas company with exploration assets offshoreSouth Africa and Namibia. The Company is listed in Toronto on TSX Venture Exchange (ticker "AFE") and inStockholm on Nasdaq First North Growth Market (ticker "AEC"). Africa Energy is part of the Lundin Group of Companies.

Important information

Africa Energy is obliged to make this information public pursuant to the EU Market Abuse Regulation. The information was submitted for publication through the agency of the contact persons set out above on September 30, 2020 at 10:15 a.m. ET.

The Company's certified advisor on Nasdaq First North Growth Market is Pareto Securities AB, +46 8 402 5000, certifiedadviser.se@paretosec.com.

The information in this press release does not contain or constitute an offer to sell or acquire, a solicitation of an offer to acquire, subscribe or otherwise trade in shares or other securities in Africa Energy.

This press release is not a prospectus for the purposes of Regulation (EG) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the "Prospectus Regulation") and has not been approved by any regulatory authority in any jurisdiction. Africa Energy has not authorized any offer to the public of shares or rights in any member state of the European Economic Area ("EEA") and no prospectus has been or will be prepared in connection with the Private Placement. In any EEA member state, this communication is only addressed to and is only directed at qualified investors in that

member state within the meaning of the Prospectus Regulation.

This press release may not be published or distributed, directly or indirectly in or into the United States or any other jurisdiction where such action is wholly or partially subject to legal restrictions or where such action would require prospectuses, registrations or other actions in addition to what follows from Swedish or Canadian law. Nor may the information in this press release be forwarded, reproduced or disclosed in such a manner that contravenes such restrictions or would require such requirements. Failure to comply with this instruction may result in a violation of applicable securities laws.

No shares will be registered under the United States Securities Act of 1933 ("Securities Act"), as amended, or any U.S. state securities laws or securities legislation in any other state or other jurisdiction in the United States and may not be offered, subscribed, sold or transferred, directly or indirectly within the United States or to the account or benefit of a U.S. person or a person in the U.S. other than pursuant to an exemption from the registration requirements of the Securities Act and in accordance with securities laws in relevant state or other jurisdiction in the United States.

Forward looking statement advisory

Certain statements contained in this press release constitute forward-looking information. These statements relate to future events or the Company's future performance, business prospects or opportunities including, without limitation, statements with respect to the satisfaction of closing conditions and proposed Application Period, which are based on assumptions of management of the Company.

The use of any of the words "will", "expected" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the Company's current belief or assumptions as to the outcome and timing of such future events. These forward-looking statements involve risks and uncertainties relating to, among other things, changes in oil prices, results of exploration and development activities, uninsured risks, regulatory changes, defects in title, availability of materials and equipment, timeliness of government or other regulatory approvals, actual performance of facilities, failure to satisfy the closing conditions of the Private Placement, availability of third party service providers, equipment and processes relative to specifications and expectations and unanticipated environmental impacts on operations. Actual future results may differ materially. Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to the Company. The forward-looking information contained in this release is made as of the date hereof and the Company is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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Additional assets available online: Documents (1)

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