

Africa Energy Corp.

## **Africa Energy Announces Contemplated Private Placement and Application for Secondary Listing in Stockholm**

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VANCOUVER, April 24, 2018 /CNW/ - **Africa Energy Corp. (TSX VENTURE: AFE)** ("Africa Energy" or the "Company"), an oil and gas exploration company with assets in South Africa and Namibia, announces that it intends to undertake an equity issue, on a private placement basis, of USD 40 million in newly issued common shares of the Company (the "Common Shares") through an accelerated book-building process (the "Private Placement").

The Company retains the right to increase the size of the Private Placement at its discretion based on demand. The Private Placement will be effected on a reasonable commercial basis at a price per share to be determined through a book-building process and in accordance with the policies of the TSX Venture Exchange.

Payment for the Common Shares will be made in cash. The expected gross proceeds from the offering will be used to finance the Company's acquisition, drilling and other joint venture costs for its projects offshore South Africa and offshore Namibia, as well as for general corporate purposes, including listing and transaction costs.

The subscription period begins today on April 24, 2018 and is expected to close on April 25, 2018 at 14:00 hours (CET) (the "Subscription Period"). The Company, together with Pareto Securities AB ("Pareto"), reserves the right to close or extend the Subscription Period at any time and at their sole discretion. If the Subscription Period is extended or shortened, the other dates herein may be revised accordingly. The minimum subscription and allocation per participant in the Private Placement is a number of Common Shares corresponding to no less than EUR 100,000.

The Company's three largest shareholders, Africa Oil Corp., the Lundin family and Chairman of the Board Ashley Heppenstall, in total representing 54.6% of the common shares currently outstanding in the Company, have committed to subscribe for, in aggregate, an amount corresponding to more than their joint pro-rata share of the Private Placement.

The Company also announces that it has applied for a secondary listing of the Company's common shares on Nasdaq First North Stockholm. If the listing application is approved by Nasdaq, the Company's common shares are expected to trade on Nasdaq First North Stockholm under ticker symbol "AEC" starting on or about May 4, 2018.

Completion of the Private Placement will be subject to certain customary conditions including, but not limited to, execution of subscription agreements between Pareto, or the Company, and the subscribers and TSX Venture Exchange approval.

Note that payment obligations in respect of the previously announced transactions for Block 11B/12B offshore South Africa are subject to close and conditional upon, among other standard conditions, TSX Venture Exchange and South African governmental approval, which is expected by July 2018. For the avoidance of doubt, the closing of the Private Placement is not conditional on closing the Block 11B/12B transactions. If closing of the transactions does not occur, the Company will use the funds for general corporate purposes, where the intention is to fund new assets and/or drilling activities.

The allocation of the Common Shares will be determined at the end of the book-building process. The final allocation will be made at the discretion of the Board of Directors in consultation with Pareto.

Pareto has been engaged as manager and bookrunner for the Private Placement. For questions regarding the Private Placement, please contact the Pareto sales desk:

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### **About Africa Energy Corp.**

Africa Energy Corp. is a Canadian oil and gas company listed on the TSX Venture Exchange under ticker symbol "AFE". The Company is part of the Lundin Group of Companies and is actively building an exploration and production portfolio across Africa.

### Important information

*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.*

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*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 statements

*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 closing date of the Private Placement, which are based on assumptions of management.*

*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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