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If you have sold or transferred all your Ordinary Shares you should hand this document together with the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. If you have sold or transferred only part of your holding in Ordinary Shares in the Company, you should retain these documents.

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This document does not constitute an offer to buy, acquire or subscribe for, or the solicitation of an offer to buy, acquire or subscribe for, new Ordinary Shares or an invitation to buy, acquire or subscribe for new Ordinary Shares. This document does not constitute a prospectus for the purposes of the Prospectus Regulation Rules of the Financial Conduct Authority or an admission document for the purpose of the AIM Rules for Companies. The Directors of the Company accept responsibility for the information contained in this document and to the best of their knowledge and belief (having taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

London Stock Exchange PLC has not itself examined or approved the contents of this document. AIM is a market designed primarily for emerging or smaller companies to which a higher degree of investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List and the AIM Rules for Companies are less demanding than those of the Official List. A prospective investor should be aware of the risks of investing in AIM companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an appropriate financial adviser.

ANGLO AFRICAN OIL & GAS PLC

(Incorporated in England and Wales with Registered No. 04140379)

Proposed amendment to the proposed disposal of 80 per cent. of the issued share capital of Anglo African Oil & Gas Congo S.A.U

and

Notice of General Meeting

Your attention is drawn to the letter from the Non-Executive Chair of Anglo African Oil & Gas plc set out on pages 7 to 9 of this Circular, which recommends that you vote in favour of the Resolution to be proposed at the General Meeting referred to below. The General Meeting has been convened by the Directors for the purpose of considering the Proposal set out in this Circular.

Notice of a General Meeting of Anglo African Oil & Gas plc to be held at 12 Berkeley Street, London W1J 8DT at 12.00 noon on 16 April 2020 is set out at the end of this Circular. The enclosed Form of Proxy should, to be valid, be completed and returned in accordance with the instructions printed on it to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, GU9 7DR so as to be received no later than 12.00 noon on 14 April 2020 or 48 hours (excluding any part of a day that is not a working day) before any adjourned meeting. Completion and return of the Form of Proxy will not preclude a Shareholder from attending in person and voting at the General Meeting.

finnCap Ltd, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting for the Company and no one else in connection with the Proposal and will not be responsible to any person other than the Company for providing the regulatory and legal protections afforded to clients of finnCap Ltd nor for providing advice in relation to the contents of this Circular or any matter, transaction or arrangement referred to in it. finnCap Ltd has not authorised the contents of, or any part of, this Circular and no liability whatsoever is accepted by finnCap Ltd for the accuracy of any information or opinion contained in this Circular or for the omission of any information.

Copies of this Circular will be available on the website of Anglo African Oil & Gas plc at www.aaog.com.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Document	2020 25 March
Latest time and date for receipt of Forms of Proxy in respect of the General Meeting	12.00 noon on 14 April
General Meeting	12.00 noon on 16 April

Notes

1. References to times in this Circular are to London time unless otherwise stated.
2. If any of the above times or dates should change, the revised times and/or dates will be notified to Ordinary Shareholders by an announcement on an RNS (and posted on the Company's website) in accordance with the Company's articles of association.

IMPORTANT INFORMATION

Forward looking statements

Certain statements in this Document constitute “forward-looking statements”. Forward-looking statements include statements concerning the plans, objectives, goals, strategies and future operations and performance of the Company and the assumptions underlying these forward-looking statements. The Company uses the words “anticipates”, “estimates”, “expects”, “believes”, “intends”, “plans”, “may”, “will”, “should”, and any similar expressions to identify forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the Company’s actual results, performances or achievements to be materially different from any future results, performances or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future. These forward-looking statements speak only as at the date of this Document. The Company is not obliged, and does not intend, to update or to revise any forward-looking statements, whether as a result of new information, future events or otherwise except to the extent required by any applicable law or regulation. All subsequent written or oral forward-looking statements attributable to the Company, or persons acting on behalf of the Company, are expressly qualified in their entirety by the cautionary statements contained throughout this Document. As a result of these risks, uncertainties and assumptions, a prospective investor should not place undue reliance on these forward-looking statements.

Financial data

Certain figures contained in this Document, including financial, statistical and operating information, have been subject to rounding adjustments. Accordingly, in certain circumstances, the sum of the numbers in a column or row in a table contained in this Document may not conform exactly to the total figure given for that column or row.

DEFINITIONS

The following definitions apply throughout this Circular unless the context requires otherwise:

“AAOG Congo”	Anglo African Oil & Gas Congo S.A.U. a société anonyme unipersonnelle registered in the Republic of the Congo under the RCCM number CG/PNR 11 B 2623 which has its registered office at Site de Tilapia, Route nationale No 5, Departement du Kouilou, BP 1753 Pointe-Noire, the Republic of the Congo
“AIM Rules”	the AIM Rules for Companies, whose securities are admitted to trading on AIM, as published by the London Stock Exchange from time to time
“AIM”	the market of that name operated by the London Stock Exchange
“Board” or “Directors”	Philip James Beck, Dexter Ferreira, Tania Maciver and Sarah Cope
“Circular” or “Document”	this document, containing details of the Proposal
“Company” or “AAOG”	Anglo African Oil & Gas plc, a company registered in England and Wales with registered number 04140379
“Completion”	completion of the Disposal
“December 2019 Circular”	the shareholder circular dated 27th December 2019 and issued by the Company in relation to, amongst other things, the Disposal
“Deed of Variation”	the conditional deed of variation to the SPA dated 23rd March 2020
“Disposal”	the proposed sale of 80 per cent. of the issued share capital of AAOG Congo to Zenith
“FCA”	the Financial Conduct Authority
“Form of Proxy”	the form of proxy accompanying the Circular for use at the General Meeting
“General Meeting”	the General Meeting of Ordinary Shareholders convened for 12.00 noon on 16 April 2020
“London Stock Exchange”	London Stock Exchange PLC
“Ordinary Shareholders”	holders of Ordinary Shares
“Ordinary Shares”	ordinary shares of £0.001 par value in the capital of the Company
“Proposal”	the proposal set out in this Circular, whereby Ordinary Shareholders are being asked to consider, and if thought fit, approve the amendments to the terms of the Disposal pursuant to the Deed of Variation and pass the Resolution
“Resolution”	the resolution set out in the Notice of General Meeting contained within the Circular
“SPA”	the conditional sale and purchase agreement dated 24th December 2019 between Zenith and the Company in respect of the Disposal

“Zenith” or the “Purchaser”	Zenith Energy Ltd, a company existing under the laws of British Columbia, Canada
“Zenith Loan Agreement”	the conditional loan agreement dated 5th January 2020 entered into between the Company and Zenith for the provision of a £250,000 loan
“Zenith Put and Call Option Agreement”	the put and call option agreement dated 20th January 2020 entered into between the Company and Zenith which granted put and call options over the Company’s residual holding of 20 per cent. in AAOG Congo following completion of the Disposal

Letter from the Non-Executive Chair

Anglo African Oil & Gas plc

(Incorporated in England and Wales with Registered No. 04140379)

Directors:

Sarah Cope, *Non-Executive Chair*
Philip James Beck, *Non-Executive Director*
Dexter Ferreira, *Non-Executive Director*
Tania Maciver, *Non-Executive Director*

Registered Office:

27/28 Eastcastle Street
London
W1W 8DH

25 March 2020

To Ordinary Shareholders, holders of options and those with information rights

Proposed amendment to the proposed Disposal of 80 per cent. of the issued share capital of Anglo African Oil & Gas Congo S.A.U and Notice of General Meeting

Introduction

In the December 2019 Circular, the Company set out the full details of the proposed Disposal, which the Ordinary Shareholders approved at the general meeting of the Company held on 13th January 2020, by passing the resolutions proposed at that meeting.

This Circular is being issued to the Ordinary Shareholders, holders of options and those with information rights, in order to provide the details of a proposed change to the amount of the consideration and the mechanism by which the consideration payable by Zenith on completion of the Disposal is to be settled, which will necessitate an amendment to the SPA by virtue of the Deed of Variation.

This Circular also explains why the Directors consider the Proposal is in the best interests of the Company and its Ordinary Shareholders as a whole and why they recommend that Ordinary Shareholders should vote in favour of the Resolution to be proposed at the General Meeting.

A notice convening a General Meeting for 12.00 noon on 16 April 2020 at 12 Berkeley Street, London W1J 8DT to consider the Resolution is set out at the end of this Circular.

The Proposal

The Company entered into a conditional sale and purchase agreement dated 24th December 2019 (“**SPA**”) with Zenith for the sale of an 80 per cent. interest in AAOG’s wholly owned subsidiary AAOG Congo which holds a 56 per cent. interest in Tilapia in the Republic of the Congo (“**Disposal**”).

Pursuant to the terms of the SPA, the consideration to be payable by Zenith on completion of the Disposal was the payment of £1 million, of which £500,000 was to be paid in cash, payable in six equal monthly instalments with the first instalment payable on the date of Completion followed by five further equal monthly instalments thereafter, and the balance of £500,000 of the consideration was to be settled by way of the issue of ordinary shares in Zenith, the number of such ordinary shares to be calculated at the Volume Weighted Average Price of a Zenith share for a period of 14 trading days prior to Completion (“**Consideration Shares**”).

The Company and Zenith have entered into the Deed of Variation, which is conditional only upon the Resolution being passed at the General Meeting. The key terms of the Deed of Variation provide that the consideration amount, payable on completion of the Disposal, shall be altered to £800,000, which is to be paid in cash only, in ten equal monthly instalments, with the first payment to be paid on Completion. This change to the amount of the consideration and the mechanism by which it is to be settled is conditional only on the passing of the Resolution at the General Meeting. Otherwise, the terms of the SPA, as detailed in the December 2019 Circular, remain the same.

As previously announced, Completion remains conditional on certain regulatory approvals being obtained in the Republic of the Congo. If such approvals are received before the date of the General Meeting, Completion will take place following the General Meeting, however, to the extent the regulatory approvals are received after the General Meeting, Completion will take place following receipt of the regulatory approvals. The Company will issue an appropriate announcement in due course.

It should be noted that if the Resolution is not passed at the General Meeting, the Deed of Variation will not come into effect. Consequently, the Disposal will proceed under the original terms of the SPA.

It should also be noted that the Company has terminated the Zenith Loan Agreement and the Zenith Put and Call Option Agreement.

Fundamental Change of Business

Given that the Disposal is deemed a fundamental change of business under the AIM Rules, the Directors believe that the execution of the Deed of Variation, which varies the terms of the Disposal as previously approved by Ordinary Shareholders at the general meeting of the Company held on 13th January 2020, requires the further approval of Ordinary Shareholders. The Proposal requires the approval of more than 50 per cent. of the Ordinary Shares voted at the General Meeting. Notice of the General Meeting is set out at the end of this document.

AIM Rule 15

Ordinary Shareholders are reminded that, in accordance with AIM Rule 15, the Disposal constitutes a fundamental change of business of the Company. On Completion, the Company shall cease to own, control or conduct all or substantially all, of its existing trading business, activities or assets.

Following Completion, the Company will therefore become an AIM Rule 15 cash shell and as such will be required to make an acquisition or acquisitions which constitutes a reverse takeover under AIM Rule 14 (including seeking re-admission as an investing company (as defined under the AIM Rules)) on or before the date falling six months from Completion or be re-admitted to trading on AIM as an investing company under the AIM Rules (which requires the raising of at least £6 million) failing which, the Company's Ordinary Shares would then be suspended from trading on AIM pursuant to AIM Rule 40. Admission to trading on AIM would be cancelled six months from the date of suspension should the reason for the suspension not have been rectified.

General Meeting

A notice convening a General Meeting for 12.00 noon on 16 April 2020 at 12 Berkeley Street, London W1J 8DT to consider the Resolution as set out at the end of this Circular.

The Resolution seeks to approve the sale by the Company of 80 per cent. of AAOG Congo to Zenith in accordance with the SPA as amended by the Deed of Variation.

The health of the Company's Ordinary Shareholders, as well as its employees, is of paramount importance. In view of the UK Government placing restrictions on travel because of the Coronavirus (Covid-19) situation, Ordinary Shareholders will not be permitted to attend the General Meeting in person. The Company's articles of association allow for General Meetings to be conducted via electronic means. Accordingly, the General Meeting will be quorate provided two shareholders attend either electronically or by proxy. Therefore, details of how Ordinary Shareholders can join by electronic means will be detailed on the Company's website in due course. The Board encourages Ordinary Shareholders to monitor the Company's website (<http://www.aaog.com>) and regulatory news services for any updates in relation to the General Meeting that may need to be provided. In the meantime, the Board encourages Ordinary Shareholders to submit their Form of Proxy as early as possible by post or email as detailed in the notes to the Form of Proxy.

Action to be taken

Ordinary Shareholders will find a Form of Proxy enclosed for use at the General Meeting and are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible.

To be valid, completed Forms of Proxy must be received by the Company's registrars, Share Registrars Limited of The Courtyard, 17 West Street, Farnham, GU9 7DR, not later than 12.00 noon on 14 April 2020, being 48 hours before the time appointed for holding the General Meeting.

Ordinarily, Ordinary Shareholders are entitled to appoint a proxy to attend and to exercise all or any of their rights to vote and to speak at the General Meeting instead of the Ordinary Shareholder. However, in view of the ongoing COVID-19 pandemic, the Company is encouraging Ordinary Shareholders to appoint the Chair as their proxy (either electronically or by post) with their voting instructions as Ordinary Shareholders or their proxies will not be allowed to attend the General Meeting in person. The deadline for doing this is stipulated above and also set out in the Form of Proxy. The Company is taking these precautionary measures to safeguard its Ordinary Shareholders' and employees' health and make the General Meeting as safe and efficient as possible.

Recommendation

Ordinary Shareholders will be well aware of the current turmoil in the public markets and the precipitous recent fall of the price of oil brought on by the ongoing Covid-19 pandemic and the trade war between Russia and Saudi Arabia. These events have caused uncertainty around the world and for companies to seek to retain and accrete cash wherever possible. Moreover, they have caused global share prices to fall and both Zenith and AAOG have felt the impact of this. At present, if the Disposal was to proceed without amendment, AAOG would own approximately 20 per cent. of the issued share capital of Zenith and would be forced to retain such shares for at least six months. Exacerbated by the current uncertainty in the markets, there is no certainty that AAOG would be able to sell such a large stake in Zenith in an acceptable timeframe or at a price equal to the issue price.

Taking account of all these factors, the Board believes it is in the best interests of its Ordinary Shareholders to remove any uncertainty related to the value of the Consideration Shares and instead to receive a certain cash payment pursuant to the Disposal. The Deed of Variation allows for that and accordingly, the Directors consider that the Resolution set out in the notice convening the General Meeting is in the best interest of the Company and its Ordinary Shareholders as a whole and unanimously recommends that its Ordinary Shareholders vote in favour of the Proposals as they intend to do in respect of the Ordinary Shares held by them.

Forum Energy Services Limited has given an irrevocable undertaking to vote in favour of the Resolution at the General Meeting in respect of its registered holding in the Ordinary Shares amounting in aggregate to 94,041,011 Ordinary Shares, representing 21.87 per cent. of the Company's Ordinary Shares in issue on 23 March 2020 (being the latest practicable date prior to the publication of this Circular).

Yours faithfully,

Sarah Cope
Non-Executive Chair

For and on behalf of the Board
Anglo African Oil & Gas plc

ANGLO AFRICAN OIL & GAS PLC

(Incorporated in England and Wales with Registered No. 04140379)

(the “**Company**”)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the members of the Company will be held at 12.00 noon on 16 April 2020 at 12 Berkeley Street, London W1J 8DT for the purposes of considering and, if thought fit, passing the following resolution, which will be proposed as an ordinary resolution as noted below.

ORDINARY RESOLUTION

THAT the sale by the Company of 80 per cent. of the issued share capital of Anglo African Oil & Gas Congo S.A.U. to Zenith Energy Ltd which is to be undertaken in accordance with the terms of the deed of variation dated 23 March 2020 which varies the share purchase agreement dated 24 December 2019 as referred to in the circular to ordinary shareholders of the Company dated 25 March 2020, be approved.

Sarah Cope

Non-Executive Chair

for and on behalf of the Board

Date: 25 March 2020

Registered Office:

27/28 Eastcastle Street, London

W1W 8DH

NOTES TO THE NOTICE OF GENERAL MEETING

Entitlement to attend and vote

1. The right to vote at the meeting is determined by reference to the register of members. Only those ordinary shareholders registered in the register of members of the Company as at close of business on 14 April 2020 (or, if the meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting. However, in light of the Coronavirus pandemic situation, ordinary shareholders and their proxies will not be allowed to attend the meeting.

Proxies

2. An ordinary shareholder is ordinarily entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be an ordinary shareholder of the Company. However, in light of the Coronavirus pandemic ordinary shareholders are urged to appoint the Chair of the meeting as his or her proxy as given the Coronavirus situation, ordinary shareholders and their proxies will not be allowed to attend the meeting in person.
3. A proxy may only be appointed in accordance with the procedures set out in these notes and the notes to the Form of Proxy.
4. A Form of Proxy is enclosed.
5. To be valid, a Form of Proxy must be received by emailing a scanned copy of the signed proxy form to voting@shareregistrars.uk.com, by post or (during normal business hours only) by hand at the offices of the Company's registrar, Share Registrars Limited at The Courtyard, 17 West Street, Farnham, GU9 7DR, no later than 12.00 noon on 14 April 2020 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).

Corporate representatives

6. An ordinary shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same ordinary shares. However, in light of the Coronavirus, Corporate Representatives will not be permitted entry to the General Meeting and therefore Corporations are urged to complete and return their form of proxies.

