

**NORTON ROSE FULBRIGHT**

23 October 2015

By Facsimile: 1300 135 638

Company Announcements
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Norton Rose Fulbright Australia
ABN 32 720 868 049
Level 21, ONE ONE ONE
111 Eagle Street
BRISBANE QLD 4000
AUSTRALIA

Tel +61 7 3414 2888
Fax +61 7 3414 2999
GPO Box 407, Brisbane QLD 4001
DX 114 Brisbane
nortonrosefulbright.com

Direct line
+61 7 3414 2227

Email
dawn.carey@nortonrosefulbright.com

Your reference: **Our reference:**
2776179

Dear Sir/Madam

Notice of ceasing to be a substantial holder - Azonto Petroleum Ltd ACN 117 227 086 (Azonto)

We act on behalf of the IFC African, Latin American and Caribbean Fund, LP.

In accordance with section 671B of the *Corporations Act 2001* (Cth), enclosed is a 'Notice of ceasing to be a substantial holder' (ASIC Form 605) in respect of the recent change in security interest ownership by the International Finance Corporation in Azonto.

Yours faithfully



Dawn Carey
Senior Associate
Norton Rose Fulbright Australia

APAC-#28638527-v1

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Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Azonto Petroleum Ltd (APY)

ACN/ARSN ACN 117 227 086

1. Details of substantial holder (1)

Name IFC African, Latin American and Caribbean Fund, LP

ACN/ARSN (if applicable) _____

The holder ceased to be a substantial holder on

21/10/2015

The previous notice was given to the company on

03/10/2013

The previous notice was dated

03/10/2013

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
21/10/2015	IFC African, Latin American and Caribbean Fund, LP	Decrease in combined share ownership with associate to below 5% due to associate's disposal of shares.	N/A	31,853,634 ORD.	31,853,634. Decrease from 5.5% to 2.75% interest in voting securities.

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
International Finance Corporation	Associates by virtue of acting in concert

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
IFC African, Latin American and Caribbean Fund, LP	2121 Pennsylvania Avenue N.W., Washington, D.C. 20433, United States
International Finance Corporation	2121 Pennsylvania Avenue N.W., Washington, D.C. 20433, United States

Signature

(for) DeLanson D. Crist
Global Head, Extractive Industries
International Finance Corporation

print name

capacity

sign here

date

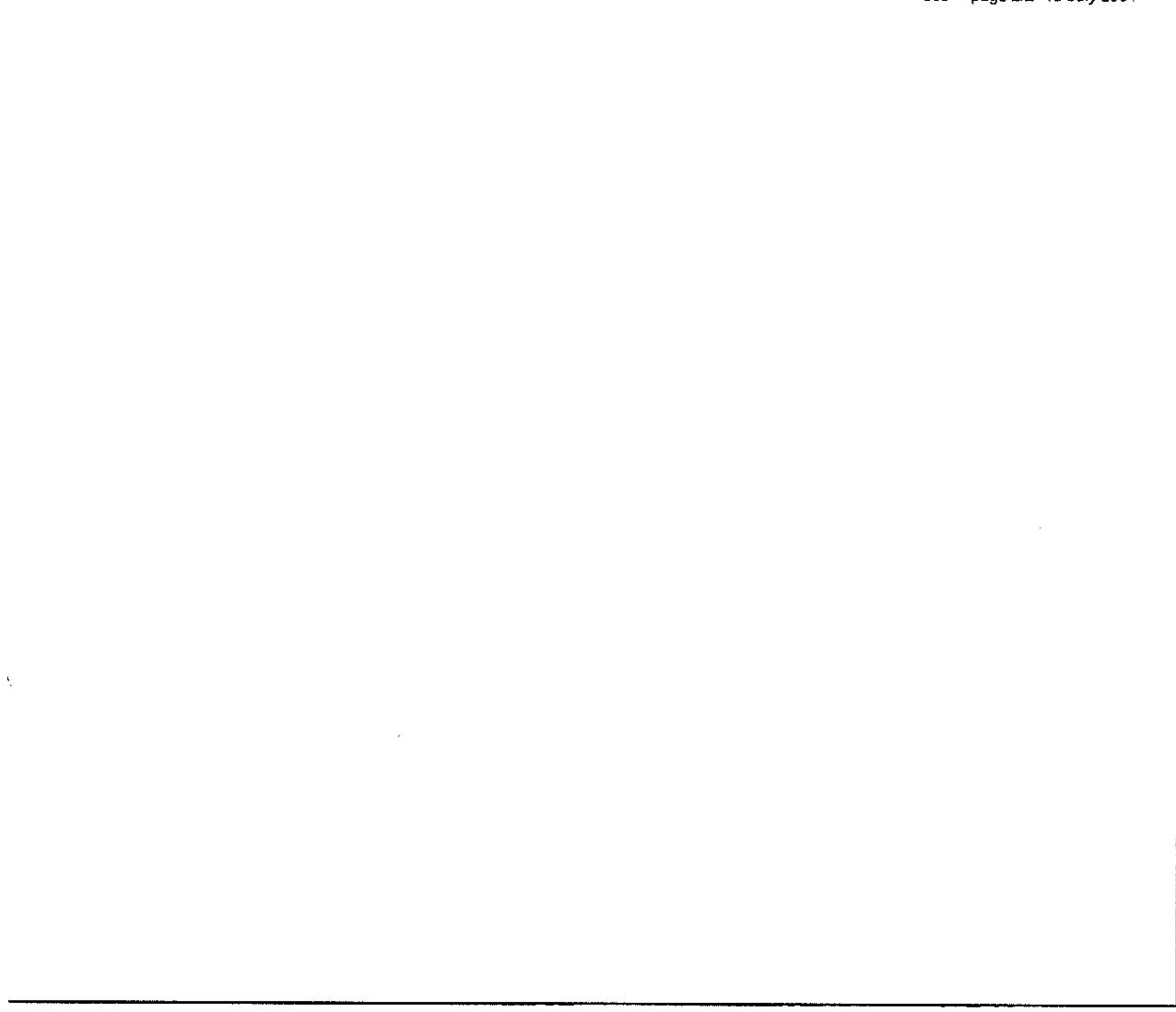
10/20/2015

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DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

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Yours faithfully



Dawn Carey
Senior Associate
Norton Rose Fulbright Australia

APAC-#28635207-v1

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Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Azonto Petroleum Ltd (APY)

ACN/ARSN ACN 117 227 086

1. Details of substantial holder (1)

Name International Finance Corporation
ACN/ARSN (if applicable) _____

The holder ceased to be a substantial holder on 21/10/2015
The previous notice was given to the company on 03/10/2013
The previous notice was dated 03/10/2013

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
21/10/2015	International Finance Corporation	Decrease	\$191,121.80	31,853,634 ORD	31,853,634

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
IFC African, Latin American and Caribbean Fund, LP	Associates by virtue of acting in concert

4. Addresses

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Name	Address
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IFC African, Latin American and Caribbean Fund, LP	2121 Pennsylvania Avenue N.W., Washington, D.C. 20433, United States

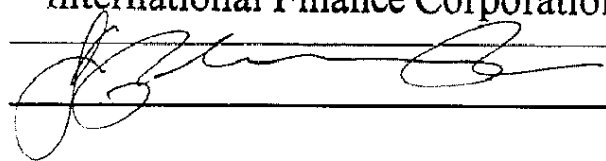
Signature

(for) DeLanson D. Crist
Global Head, Extractive Industries
International Finance Corporation

print name

capacity

sign here



date 10/10/2015

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DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.