CAMAC Energy Incorporated
(Previously Pacific Asia Petroleum Inc.)
(Incorporated and registered in Delaware, United States of America)
Share code on the NYSE MKT: CAK
Share code on the JSE: CME
ISIN: US1317451011
USA ISIN: US1317451011
(“Camac” or “the company”)

ABRIDGED PRE-LISTING STATEMENT

ABRIDGED PRE-LISTING STATEMENT RELATING TO THE LISTING OF CAMAC ON THE JSE LIMITED WITH EFFECT FROM THE COMMENCEMENT OF BUSINESS ON MONDAY, 24 FEBRUARY 2014

This abridged pre-listing statement is not an invitation to the general public to subscribe for or acquire shares in Camac but is issued in compliance with the Listings Requirements of the JSE Limited (“JSE”) for the purposes of providing information to the public with regard to Camac.

The information in this abridged pre-listing statement has been extracted from a full pre-listing statement (“the detailed pre-listing statement”) to be issued by Camac on 14 February 2014, copies of which are available as set out in paragraph 10 below.

1. Introduction

Camac currently has a primary listing of its ordinary shares on the NYSE MKT. As at the date of this abridged pre listing statement, Camac has a market capitalisation of US$ 244.7 million, based on the NYSE MKT closing price of US$1.54 per Camac share. This translates to a market capitalisation of R2.7 billion using the closing exchange rate.

The JSE granted the company a listing of 1 088 396 226 shares, which shares rank pari passu with all shares issued on the NYSE MKT, representing the entire issued ordinary share capital of Camac, in the “Oil and Gas Producers” sector under the abbreviated name “Camac”, share code “CME” and ISIN: US1317451011, with effect from the commencement of
trading on the JSE on Monday, 24 February 2014, as an inward foreign listing with domestic status.

2. Background and History

Camac is a Delaware, U.S.A., corporation, which was incorporated as Gemini Marketing Associates, Inc. in 1979, subsequently changed its name to Pacific Asia Petroleum, Inc. and in 2010 changed its name to Camac Energy Inc. The principal executive offices are located in Houston, Texas, U.S.A. Camac is currently engaged in the exploration, development, and production of oil and gas outside the United States. Current operations are in Nigeria, Kenya and Gambia.

Camac’s exploration and development activities are focused exclusively in sub-Saharan Africa. Camac believes the region possesses some of the world’s most prolific and least developed petroleum systems, attractive fiscal terms, a highly competitive industry cost structure and supportive governments eager to develop their countries’ natural resources. In addition, Camac’s board and management have extensive experience in and a deep understanding of the region. In recent years, Africa has entered a new phase in its petroleum history, with numerous large oil and natural gas discoveries made in formerly unexplored and undeveloped regions in East and West Africa. The exploration of these regions has been historically constrained by industry assessments of political and technical risk. Camac intends to leverage its extensive experience and relationships in Africa, as well as the experience of its management team, to successfully manage these risks and explore for and produce hydrocarbon resources in these regions.

Camac has entered into an acquisition agreement with Allied Energy PLC (“Allied”) and Camac International Nigeria Limited (“Camac (Nigeria”), in terms of which Camac will acquire the remaining 60% participation rights, which are not currently owned by Camac, in a production sharing contract relating to the Oil Mining Leases (“OML”) 120 and 121 (“Blocks OML 120 and 121”) in the Oyo Field in Nigeria (“the Allied Acquisition”). In addition, the Allied Acquisition will include certain other related assets associated with the operations at the Oyo Field. The increase in
Camac’s economic interest in the Oyo Field to 100% is expected to provide additional cash flow to fund Camac’s exploration and development activities. On completion of the Allied Acquisition, the net share of production from the Oyo Field (including Oyo 7 and 8 coming online) is expected to increase from approximately 2 000 Bopd up to more than 14 000 Bopd in the third quarter of 2014. In addition, Camac will have the exclusive ability to explore and develop 1 808 km² of oil and gas prone acreage offshore Nigeria.

The consideration for the Allied Acquisition will be a combination of cash and Camac ordinary shares. The cash portion of the consideration for the Allied Acquisition will be funded by the private placing of 30% of the issued share capital of Camac with various funds under the management of the Public Investment Corporation ("PIC") for a total of US$270 million ("Private Placing").

### 3. Nature of business

Camac’s well-balanced asset portfolio includes producing assets, near-term development projects, medium-term appraisal opportunities and exploration prospects with significant oil potential, which include:

#### 3.1. Nigeria - OMLs 120 and 121

Blocks OML 120 and 121 lie on the north-western flank of the prolific offshore Niger Delta. The blocks are some 60 km from the Nigerian shoreline, in moderate water depths between 100 and 900 m. The combined total area of the two blocks is 1 808 km². Immediately to the west of OML 120 is OML 133, containing the Erha and Bosi complex of oil and gas fields, reportedly containing 495 MMBbl and 400 MMBbl of recoverable resources, respectively. More widely, OMLs 120 and 121 lie in a regional north-west to south-east fairway of producing fields, including the Abo Field to the north and the Oberan and Bonga Fields to the south. All of the major hydrocarbon discoveries in the vicinity are understood to be in sandstones of Miocene age.

#### 3.2. Kenya
Camac operates four blocks in Kenya, in all cases with a 100% working interest, although the National Oil Company of Kenya has an option to exercise a participating interest of up to 20% following discovery and approval of any development plan.

3.3. Gambia

Camac operates two offshore blocks in Gambia (West Africa), Block A2 and Block A5, with a 100% working interest. Block A2 is 1,282 km² in area and lies immediately north of Block A5, which is 1,383 km² in area. Water depth varies greatly from 50 m in the east, deepening rapidly to approximately 1,000 m in the west. Operations in each block are governed by a petroleum exploration, development and production license with the Republic of Gambia, signed in May 2012.

The initial exploration period for each block runs for a term of four years (to 2016) and carries with it a number of work commitments. Work commitments for the initial period are: a regional geological study; acquisition of 750 km² 3D seismic data; the drilling of one exploration well, and evaluation of the results.

4. Strategy

In the near-term, Camac is focused on the implementation of a disciplined capital programme that will maximise production from the Oyo Field in Nigeria and on increasing reserves and production through accelerated exploration, appraisal and development of the most attractive oil-prone prospects in OMLs 120 and 121. Camac intends to increase overall prospective resources by conducting geological and geophysical work necessary to mature prospects in its blocks in Kenya and Gambia. By employing its competitive advantages, the company seeks to increase net asset value and deliver superior returns to holders of its equity. The company’s business strategy and prospects include the following components:
- grow proved reserves and production through accelerated exploration, appraisal and development;
- apply the experience and expertise of Camac’s technical staff to promote the success of the company’s exploration and development programme;
- accelerate development of discoveries to initial production;
- attract industry partners to reduce costs/risks; and
- identify, acquire and explore additional exploration assets.

5. Prospects

Camac’s portfolio of oil and gas assets, its differential access to opportunities, and the extensive experience of its management in the African oil and gas business, provides investors with exposure to high-value producing assets that are poised for reserve and production growth and industry-coveted exploration opportunities.

Camac’s strategy is to safely and sustainably create shareholder value through near-term oil production and reserve growth in Africa. Camac focuses on high-netback oil projects that deliver near-term value and sustainable cash flow over the long term. The successful implementation of the Allied Acquisition will increase Camac’s economic interest in the Oyo Field, a proven, oil producing asset, to 100%, which is expected to provide additional cash flow to fund the company’s exploration and development programmes. The completion of the Allied Acquisition will result in Camac’s net share of production from the Oyo Field (including Oyo 7 and 8 coming online) is expected to increase from approximately 2 000 Bopd to more than 14 000 Bopd in the third quarter of 2014 and to more than 35 000 Bopd at peak production. In addition, Camac will have the exclusive ability to explore and develop 1 808 km² of oil and gas prone acreage offshore Nigeria.

On listing on the JSE, the company will have cash resources, of approximately US$50 million, and approximately US$ 100 million following the second closing of the Private Placing. The company currently generates operating revenue.
In addition to its ongoing working capital requirements, the company must secure sufficient funding for existing commitments and obtain new cash resources sufficient to cover expected expenses.

The company plans to secure the necessary financing through a combination of issuing new equity instruments, obtaining debt financing and entering into joint venture arrangements. The company continuously examines various financing alternatives to address future funding requirements as it is dependent upon the ability to arrange appropriate financing to complete development and continued exploration of its assets.

6. Key strengths

Camac believes that its key strengths detailed below form a strong basis for the company to achieve its targets as well as enhance its market position:

An Africa-centric risk diversified portfolio focused on near-term, low risk oil-production and reserve growth

Camac targeted Africa as a business focus following a multi-year assessment of numerous upstream opportunities across a broad region. Africa’s geological prospectivity and value potential and the ability of the African opportunity slate to generate near-term revenue with long-term upside were key drivers in this decision. Camac has determined that Africa is the region where it can best leverage its strengths to create shareholder value.

Well-defined production and growth plan

Camac’s plan for developing the Oyo Field provides visible, near-term production growth and cash generation opportunities. Current development plans consist of drilling an additional six development wells (Oyo-7 to Oyo-12) in two phases. The phase one development will consist of Oyo-7 and Oyo-8, while phase two will consist of Oyo-9 to Oyo-12. Allied has recently drilled the vertical portion of the next development well in the field, Oyo-7, which is expected to both increase production from the Pliocene reservoir and explore the resource potential in the deeper Miocene reservoir. Phase one of
the Oyo development plan includes the drilling and completion of two development wells, Oyo-7 and Oyo-8, by the end of 2014 with the Camac estimated goal of increasing gross production from the Oyo Field to around 14,000 Bopd. The phase two wells will be brought on production in 2015 and Camac estimates these will increase total field oil production to about 35,000 Bopd.

**Well-defined exploration plan with a risk-reducing farm-down strategy.**

Following the Allied acquisition, Camac has licenses covering more than 40,000 km² of exploration potential in Sub Saharan Africa, with a 100% operating interest in the four exploration blocks in Kenya and the two exploration blocks in Gambia, and a 100% working interest and operatorship of two exploration blocks in Nigeria. In the next five years, it is anticipated that Camac’s exploration programme will include the drilling of nine exploration wells: three in Nigeria, four in Kenya and two in Gambia. Should these prove to be successful, it is anticipated that additional appraisal wells will be drilled in 2016 and 2017.

With high net working interest positions in all of Camac’s exploration acreage, the company can afford to pursue opportunities to farm-down its position prior to exploration drilling to recover past costs and reduce future costs and operating risk.

**Significant upside potential from exploratory assets**

Since entering the African oil and gas business in 2010, Camac has focused on acquiring exploratory licenses in emerging and proven petroleum basins in Sub Saharan Africa. This has led to the assembly of a hydrocarbon asset portfolio of eight licenses with significant upside potential and attractive fiscal terms. In Nigeria, OMLs 120 and 121 offer substantial opportunities for significant value creation as a result of numerous high value exploration prospects. These prospects have a lower risk profile due to their similarity and proximity to several large producing oil fields located on nearby blocks, including Bonga, Erha, Bosi and Erha North, the seismic expression of hydrocarbons, and their location in a well-defined, oil-prone, sand-rich fairway.
Camac’s assets in Kenya and Gambia also offer exploration opportunity. Although previously unexplored, Kenya offshore Block L28 is adjacent to Kenya offshore Block L11B, in which Anadarko Petroleum Corporation recently drilled an exploratory well.

**Oil-weighted asset portfolio in key strategic regions**

The producing and prospective component of Camac’s portfolio of assets consists primarily of oil discoveries and prospects. Oil comprises approximately 68% of the resources that are associated with OMLs 120 and 121 in Nigeria. The Oyo Field produces light, sweet crude and commands a premium to Dated Brent, its reference commodity price. While the composition of any hydrocarbons that may exist in Camac’s blocks in Kenya and Gambia is unknown at present, Camac plans to target those prospects that are more likely to contain oil as opposed to natural gas. It is anticipated that global petroleum supply and demand fundamentals will continue to provide a strong market for Camac’s oil, and therefore the company will continue to target oil exploration and development opportunities. Furthermore, Camac’s geographic location in both West Africa and East Africa will enable broad access to the major consuming markets of North America, Asia and Europe, providing marketing flexibility. The ability to supply oil to global markets with reasonable transportation costs reduces localised supply/demand risks often associated with various international oil markets.

**Proven ability to acquire attractive exploration assets**

Camac’s management team, led by Dr Kase Lawal, its Chairman and Chief Executive Officer, has been successful in acquiring substantial exploration acreage positions in Nigeria, Kenya and Gambia. This success has been achieved despite competition from other exploration companies, many of which possess financial resources greater than those of Camac. Camac’s business development efforts are ongoing and it is anticipated that additional exploration blocks on both the East and West coasts of Africa will be added during the next 12 months to further enhance the portfolio.
Experienced management and technical team with decades of experience in Africa

Camac is led by an experienced management team with a track record of successful exploration and development and public shareholder value creation. The management team's average experience in the energy industry is over 20 years. Dr. Kase Lawal is a Nigerian native with over 26 years of experience in conducting business in Nigeria and throughout sub-Saharan Africa. The unique experience, industry relationships, and technical expertise of Camac’s board and management have been critical to its success and are core competitive strengths.

Furthermore, the management team has considerable experience in managing the political risks present when operating in developing countries, including working with the host governments to achieve mutually beneficial results, while at all times protecting the company’s rights and asserting investors’ interests. Each of the executive officers previously served as an executive officer of an international oil and gas company that was invested in a developing oil and gas market.

7. Purpose for listing

The main purposes of the listing are to:

- facilitate the Private Placing at a listed company level;
- provide Camac with an additional source from which permanent capital can be obtained, if required, to fund the group’s expansion programme and working capital requirements and to facilitate future growth;
- enhance South African investor and general public awareness of the company and its activities, thereby enlarging Camac’s investor base and increasing trade in its shares;
- have the flexibility of JSE listed shares in order to allow Camac to take advantage of potential South African and African acquisition opportunities; and
- facilitate direct investment by South African residents in Camac.
8. Details of Directors and Management of Camac

The details of the current directors of Camac are set out below:

<table>
<thead>
<tr>
<th>Full name, age and Nationality</th>
<th>Business address</th>
<th>Designation/ Function</th>
</tr>
</thead>
<tbody>
<tr>
<td>DR. KASE LUKMAN LAWAL (58)</td>
<td>1330 Post Oak Boulevard, Suite 2250, Houston, Texas, 77056</td>
<td>Chairman and Chief Executive Officer</td>
</tr>
<tr>
<td>(American)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>DR. LEE PATRICK BROWN (75)</td>
<td>2204 Potomac, Unit C Houston, TX 77057</td>
<td>Camac – non-executive director</td>
</tr>
<tr>
<td>(American)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>WILLIAM J. CAMPBELL (54)</td>
<td>CB Energy, LLC 820 Gessner, Suite 1460 Houston, TX 77024</td>
<td>Camac – non-executive director</td>
</tr>
<tr>
<td>(American)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>J. KENT FRIEDMAN (69)</td>
<td>Haynes and Boone, LLP One Houston Centre, 1221 McKinney Street, Suite 2100, Houston, TX 77010</td>
<td>Camac – non-executive director</td>
</tr>
<tr>
<td>(American)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>JOHN HOFMEISTER (65)</td>
<td>1302 Waugh Drive, No. 940 Houston, TX 77019</td>
<td>Camac – non-executive director</td>
</tr>
<tr>
<td>(American)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>IRA WAYNE McCONNELL (60)</td>
<td>McConnell &amp; Jones LLP 3040 Post Oak Boulevard, Suite 1600, Houston, TX 77056</td>
<td>Camac – non-executive director</td>
</tr>
<tr>
<td>(American)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>HAZEL R. O’LEARY (75)</td>
<td>99 High Bluff Road Hilton Head Island, SC 29926</td>
<td>Camac – non-executive director</td>
</tr>
<tr>
<td>(American)</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

The details of the management of Camac are set out below:

<table>
<thead>
<tr>
<th>Full name, age and nationality</th>
<th>Business address</th>
<th>Function in Camac group</th>
</tr>
</thead>
<tbody>
<tr>
<td>NICOLAS J. EVANOFF (50)</td>
<td>1330 Post Oak Boulevard, Suite 2250, Houston, Texas, 77056</td>
<td>Snr Vice President, General Counsel and Secretary</td>
</tr>
<tr>
<td>Full name, age and nationality</td>
<td>Business address</td>
<td>Function in Camac group</td>
</tr>
<tr>
<td>-------------------------------</td>
<td>------------------</td>
<td>-------------------------</td>
</tr>
<tr>
<td>BABATUNDE OMIDELE (58)</td>
<td>1330 Post Oak Boulevard, Suite 2250, Houston, Texas, 77056</td>
<td>Snr Vice President, Exploration and Production</td>
</tr>
<tr>
<td>(American)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>EARL W. MCNIEL (54)</td>
<td>1330 Post Oak Boulevard, Suite 2250, Houston, Texas, 77056</td>
<td>Snr Vice President and Chief Financial Officer</td>
</tr>
<tr>
<td>(American)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>HEIDI WONG (54)</td>
<td>1330 Post Oak Boulevard, Suite 2250, Houston, Texas, 77056</td>
<td>Snr Vice President and Chief Administration Officer</td>
</tr>
<tr>
<td>(American)</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

9. Major shareholders

The major ordinary shareholders of Camac are as follows:

Prior to the transactions:

Camac Energy Holdings Limited 89 655 711 (1) 57%

Post the transactions:

Camac Energy Holdings Limited 715 748 581 (1) 57%
PIC 376 884 422 30%

1) Includes all Camac shares held directly by Camac Holdings and its subsidiaries, but excluding all Camac shares held by Dr. Kase Lawal or his family members individually.

Each shareholder disclosed above was, directly, beneficially interested in 5% or more of the issued ordinary share capital of Camac at the last practicable date.

10. Share capital

Camac’s authorised and issued share capital at the date of listing will be as follows:
Authorised
2,500,000,000 ordinary shares with a par value of $0.001
50,000,000 preference shares with a par value of $0.001

Issued
*1,276,838,437 ordinary shares with a par value of $0.001
No preference shares with a par value of $0.001

* includes
- 227,996,378 Camac shares issued by means of pro rata capitalisation issue to all Camac shareholders on the date of the issuance of the stock dividend;
- 497,454,857 Camac shares issued to Allied and Allied affiliates as part of the purchase price for Allied acquisition;
- 376,884,422 Camac shares issued to PIC in terms of the Private Placement; and
- 15,598,139 Camac shares issued to holders of options and warrants pursuant to anti-dilution provisions triggered by the stock dividend.

Camac does not have any shares held in treasury.

11. Copies of the pre-listing statement

Copies of the detailed pre listing statement will be available for inspection at the registered offices of Camac’s corporate advisor and sponsor, Sasfin Capital, 29 Scott Street, Waverley, Johannesburg in South Africa at any time during business hours on weekdays (official public holidays in South Africa excluded) from Friday, 14 February 2014 until Monday, 24 February 2014 both days inclusive, and will be uploaded onto Camac’s website (www.camacenergy.com) from Friday, 14 February 2014.
14 February 2014

Corporate Advisor and Sponsor
Sasfin Capital (a division of Sasfin Bank Limited)

South African Attorneys
Edward Nathan Sonnenbergs

Reporting Accountant
Grant Thornton (SA)

Competent Person
Gaffney, Cline and Associates