

ADDAX PETROLEUM CORPORATION

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1 Name and Address of Reporting Issuer:

Addax Petroleum Corporation (“**Addax Petroleum**” or the “**Corporation**”)
16, avenue Eugène-Pittard
1206, Geneva, Switzerland

Registered Office Address:
3400, 350 – 7th Avenue S.W.
Calgary, Alberta T2P 3N9
Canada

ITEM 2 Date of Material Change:

February 4, 2009

ITEM 3 News Release:

A news release was issued by the Corporation on February 4, 2009 through CNW Group. The news release was also filed on SEDAR.

ITEM 4 Summary of Material Change:

On February 3, 2009, the Corporation accepted an engineering report dated January 29, 2009 prepared by Netherland, Sewell & Associates, Inc., independent oil and natural gas reservoir engineers (“**NSAI**”), evaluating the Corporation’s crude oil reserves effective as at December 31, 2008, using guidelines outlined in the Canadian Oil and Gas Evaluation Handbook and in accordance with National Instrument 51-101 – *Standards of Disclosure for Oil and Gas Activities* (“**Reserve Report**”). The results of the NSAI Report indicate that the Corporation’s gross working interest proved plus probable reserves based on forecast prices and costs have increased 20 per cent over volumes estimated by NSAI in their reserve report dated January 11, 2008 effective December 31, 2007.

ITEM 5 Full Description of Material Change:

Please see the attached Schedule “A”.

ITEM 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Not applicable.

ITEM 7 Omitted Information:

Not applicable.

ITEM 8 Executive Officer:

Mr. David Codd
Chief Legal Officer and Corporate Secretary
+41 22 702 9525

ITEM 9 Date of Report:

February 4, 2009

Reader Advisory: Forward-Looking Information

Certain statements contained in this Material Change Report, including statements related to future capital expenditures, financing and capital activities, business strategy and goals, future commodity prices, reserves and resources estimates, drilling plans, development plans and schedules, future seismic activity, production levels and sources of growth thereof, results of exploration activities and dates that areas may come on-stream, royalties payable, contingent liabilities and government approvals, statements that contain words such as “may”, “will”, “would”, “could”, “should”, “anticipate”, “believe”, “intend”, “expect”, “plan”, “estimate”, “budget”, “outlook”, “propose”, “project”, and statements relating to matters that are not historical fact constitute forward-looking information within the meaning of applicable Canadian securities legislation.

Forward-looking information is subject to known and unknown risks and uncertainties attendant with oil and gas operations, and other factors, which include, but are not limited to: imprecision of reserves and resources estimates; ultimate recovery of reserves; commodity prices; general economic, market and business conditions; industry capacity; competitive action by other companies; refining and market margins; the ability to produce and transport crude oil and natural gas to markets; weather and climate conditions; results of exploration and development drilling and other related activities; fluctuation in interest rates and foreign currency exchange rates; ability of suppliers to meet commitments; actions by governmental authorities, including increases in taxes; decisions or approvals of administrative tribunals; changes in environmental and other regulations; international political events; and expected rates of return. More specifically, production may be affected by exploration success, start-up timing and success, facility reliability, reservoir performance and natural decline rates, water handling and drilling progress. Capital expenditures may be affected by cost pressures associated with new capital projects, including labour and material supply, project management, drilling rig rates and availability and seismic costs.

In this Material Change Report the Corporation has made assumptions with respect to the following:

- prices for oil and natural gas;
- oil and gas reserve and resource quantities and the discounted present value of future net cash flows from these reserves and the ultimate recoverability of reserves;
- timing and amount of future production, forecasts of capital expenditures and the sources of financing thereof;
- the amount, nature, timing and effects of capital expenditures;
- plans for drilling wells and the timing and location thereof;
- expectations regarding the negotiation and performance of contractual rights;
- operating and other costs;
- business strategies and plans of management;
- anticipated benefits and enhanced shareholder value resulting from prospect development and acquisitions; and

- treatment under the fiscal terms of Production Sharing Contracts and governmental regulatory regimes.

The Corporation's actual results could differ materially from those anticipated in these forward-looking statements if the assumptions underlying them prove incorrect, or if one or more of the uncertainties or risks described above materializes. Risk factors are discussed in greater detail in filings made by Addax Petroleum with the Canadian provincial securities commissions.

Readers are strongly cautioned that the above list of factors affecting forward-looking information is not exhaustive. Further, forward-looking statements are made as at the date they are given and, except as required by applicable law, Addax Petroleum does not intend, and does not assume any obligation, to update any forward-looking statements, whether as a result of new information or otherwise. The forward-looking statements contained in this Material Change Report are expressly qualified by this advisory.

SCHEDULE "A"

PETROLEUM RESERVES, CONTINGENT RESOURCES AND PROSPECTIVE RESOURCES

Readers should refer to the Glossary, included at the end of this Report, for the meaning of certain terms used herein. Also included at the end of this Report is an abbreviation table which sets out the meaning of certain abbreviations used in this Report. Except as otherwise indicated in this Report, references to "\$" and to "dollars" refer to currency of the United States of America.

Petroleum Reserves

The tables below summarize the petroleum reserves and the present value of future net revenue associated with Addax Petroleum's reserves evaluated in the Reserve Report prepared by NSAI, independent oil and natural gas reservoir engineers, based on forecast prices and costs assumptions presented in accordance with National Instrument 51-101 — *Standards of Disclosure for Oil and Gas Activities*. The tables summarize the data contained in the Reserve Report and, as a result, may contain slightly different numbers than the Reserve Report due to rounding. Future net revenue values, whether calculated without discount or using a discount rate, are estimated values and do not represent fair market value. There is no assurance that such price and cost assumptions will be attained and variances could be material. The recovery and reserves estimates of Addax Petroleum's petroleum reserves provided herein are estimates only and there is no assurance that the estimated reserves will be recovered. Actual petroleum reserves may be greater than or less than the estimates provided herein. The estimates of reserves and future net revenue for individual properties included in this report may not reflect the same confidence level as estimates of revenue for all properties, due to the effects of aggregation.

The petroleum reserves of the Corporation are comprised of light to medium oil reserves only in Nigeria, Gabon and the Taq Taq license area of the Kurdistan Region of Iraq. The Corporation's Nigerian Production Sharing Contracts do not include the right to produce and sell natural gas and therefore the Corporation's reserve evaluations do not include any natural gas reserves. The Production Sharing Contracts in Nigeria and the Production Sharing Agreements in the Kurdistan Region of Iraq contain natural gas utilization clauses which permit the Corporation to participate in commercial natural gas development if and when it occurs. The Corporation's Production Sharing Contracts in Gabon treat commercial natural gas in effectively the same manner as crude oil.

The Corporation also undertakes exploration operations on its properties in Cameroon (Ngoosso and Iroko), the JDZ, Nigeria (OPL291 and OPL227), Gabon (Epaemeno, Gryphon Marin, Ibekelia, Iris Marin, and Kiarsenny) and in the Kurdistan Region of Iraq (Sangaw North) for which there are no reserves as at December 31, 2008.

Reserves

Oil Reserves and Future Net Revenues (Forecast Prices and Costs) as at December 31, 2008⁽⁸⁾⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾⁽¹⁴⁾⁽¹⁵⁾

	Crude Oil Reserves ⁽⁷⁾		Estimated Net Present Values of Future Net Revenue Before Taxes Discounted at					Estimated Net Present Values of Future Net Revenue After Taxes ⁽¹³⁾ Discounted at				
	Gross	Net	0%	5%	10%	15%	20%	0%	5%	10%	15%	20%
	(MMbbl)		(\$million)					(\$million)				
Proved⁽¹⁾												
Developed Producing⁽²⁾												
Nigeria	82.0	74.9	4,053	3,694	3,401	3,157	2,951	1,679	1,548	1,439	1,348	1,270
Gabon	20.0	12.5	457	419	387	361	338	412	381	354	331	311
Kurdistan Region of Iraq	—	—	—	—	—	—	—	—	—	—	—	—
Total Developed Producing	102.0	87.4	4,510	4,113	3,788	3,517	3,288	2,091	1,928	1,793	1,679	1,582
Developed Non-Producing⁽³⁾												
Nigeria	11.8	10.4	702	583	492	422	366	213	178	151	130	113
Gabon	8.4	5.0	293	240	202	174	152	265	222	189	164	144
Kurdistan Region of Iraq	—	—	—	—	—	—	—	—	—	—	—	—
Total Developed Non-Producing	20.3	15.4	995	823	694	595	518	478	399	340	294	258
Undeveloped⁽⁴⁾												
Nigeria	39.9	34.7	1,433	1,136	912	740	606	440	333	251	187	137
Gabon	38.2	23.1	1,136	924	765	643	548	1,085	884	732	616	524
Kurdistan Region of Iraq	13.7	8.9	105	63	33	10	-7	97	56	26	4	-12
Total Undeveloped	91.9	66.7	2,674	2,124	1,710	1,393	1,147	1,622	1,273	1,009	807	649
Total Proved	214.2	169.5	8,180	7,059	6,192	5,506	4,953	4,192	3,600	3,142	2,780	2,488
Probable⁽⁵⁾												
Nigeria	190.2	155.0	10,418	7,874	6,062	4,743	3,764	3,491	2,606	1,973	1,513	1,171
Gabon	36.6	22.5	796	583	431	319	235	751	547	400	293	213
Kurdistan Region of Iraq	95.7	33.6	1,651	1,280	1,012	815	668	1,642	1,272	1,005	809	662
Total Probable	322.5	211.1	12,865	9,737	7,505	5,877	4,666	5,884	4,424	3,379	2,615	2,046
Total Proved plus Probable	536.7	380.6	21,045	16,797	13,697	11,383	9,620	10,076	8,025	6,521	5,395	4,535
Possible⁽⁶⁾												
Nigeria	134.9	103.2	8,103	6,210	4,866	3,890	3,164	2,243	1,734	1,377	1,119	929
Gabon	23.7	11.0	709	504	369	277	212	682	484	354	266	203
Kurdistan Region of Iraq	43.1	12.6	648	441	306	216	156	648	441	306	216	156
Total Possible	201.7	126.8	9,461	7,155	5,541	4,383	3,532	3,573	2,659	2,037	1,601	1,288
Total Proved plus Probable plus Possible	738.4	507.4	30,505	23,952	19,238	15,766	13,152	13,649	10,684	8,558	6,996	5,822

Notes:

- (1) Proved reserves are those reserves that can be estimated with a high degree of certainty to be recoverable. It is likely that the actual remaining quantities recovered will exceed the estimated proved reserves.
- (2) Developed producing reserves are those reserves that are expected to be recovered from completion intervals open at the time of the estimate. These reserves may be currently producing or, if shut in, they must have previously been on production, and the date of resumption of production must be known with reasonable certainty.

- (3) Developed non-producing reserves are those reserves that either have not been on production, or have previously been on production, but are shut in, and the date of resumption of production is unknown.
- (4) Undeveloped reserves are those reserves expected to be recovered from known accumulations where a significant expenditure (e.g., when compared to the cost of drilling a well) is required to render them capable of production. They must fully meet the requirements of the reserves classification (proved, probable, possible) to which they are assigned.
- (5) Probable reserves are those additional reserves that are less certain to be recovered than proved reserves. It is equally likely that the actual remaining quantities recovered will be greater or less than the sum of the estimated proved plus probable reserves.
- (6) Possible reserves are those additional reserves that are less certain to be recovered than probable reserves. It is unlikely that the actual remaining quantities recovered will exceed the sum of the estimated proved plus probable plus possible reserves.
- (7) "Gross" means in respect of reserves and production, the total reserves and production attributable to Addax Petroleum's interest prior to the deduction of royalties and the relevant government's or government corporation's share of Profit Oil (which reserves are reported as "interest" in the Reserve Report) and "Net" means in respect of reserves and production, the total reserves and production attributable to Addax Petroleum's interest after deduction of Royalty Oil and the relevant government's or government corporation's share of Profit Oil.
- (8) Columns may not add up due to rounding.
- (9) Reserves presented exclude reserves in the Disputed Area of OML123 offshore Nigeria except for certain reserves attributable to existing producing wells in the Disputed Area which amount to proved reserves of 0.7 MMbbl. Reserves presented include reserves associated with partner carry on the Okwok field.
- (10) The forecast prices and costs assumptions assume the continuance of current laws and regulations and changes in terminal selling prices, and take into account inflation with respect to future operating, capital and abandonment costs. In the Reserve Report, operating costs are assumed to escalate at 2 per cent per annum. Forecast crude oil prices as used by NSAI effective December 31, 2008, are as follows.

Year	Brent Crude	Antan Blend	Brass River Blend	Okwori Blend	OML137 Crude	Etame Crude	Rabi Blend	Remboué Crude	Taq Taq Crude
	<i>(\$/bbl)</i>	<i>(\$/bbl)</i>	<i>(\$/bbl)</i>	<i>(\$/bbl)</i>	<i>(\$/bbl)</i>	<i>(\$/bbl)</i>	<i>(\$/bbl)</i>	<i>(\$/bbl)</i>	<i>(\$/bbl)</i>
2009	57.09	55.02	60.56	60.43	55.02	55.84	56.69	50.54	57.09
2010	69.99	67.92	73.46	73.33	67.92	68.74	69.59	63.44	69.99
2011	78.44	76.37	81.91	81.78	76.37	77.19	78.04	71.89	78.44
2012	87.96	85.89	91.43	91.30	85.89	86.71	87.56	81.41	87.96
2013	95.86	93.79	99.33	99.20	93.79	94.61	95.46	89.31	95.86
2014	97.26	95.19	100.73	100.60	95.19	96.01	96.86	90.71	97.26
2015	98.70	96.63	102.17	102.04	96.63	97.45	98.30	92.15	98.70
2016	100.15	98.08	103.62	103.49	98.08	98.90	99.75	93.60	100.15
2017	101.61	99.54	105.08	104.95	99.54	100.36	101.21	95.06	101.61
2018	103.15	101.08	106.62	106.49	101.08	101.90	102.75	96.60	103.15

and escalated at 2 per cent per annum thereafter.

- (11) Included in the Reserve Report is a capital investment of \$436.0 million to be expended from 2009 through 2012 to eliminate gas flaring in Nigerian PSCs by constructing infrastructure to supply all produced gas for sale or re-injection.
- (12) Abandonment costs have been estimated for the end of the economic producing life of each property.
- (13) The estimated Net Present Values of Future Net Revenues After Taxes include the effect of all deductions under the Production Sharing Contracts and Agreement including, in Nigeria, Royalty Oil, NNPC's share of Profit Oil, Tax Oil, NDDC levy, Education Tax and Tax Inversion Penalty, in Gabon, Royalty Oil, Government's share of Profit Oil, Domestic Market Obligation losses, Training Funds, Hydrocarbon Funds, Bonuses, and in the Kurdistan Region of Iraq, Royalty Oil, Training Funds, Hydrocarbon Funds, Bonuses, Domestic Market Obligation losses, NOC's share of Profit Oil and, as appropriate, the Government of Gabon's or the Kurdistan Regional Government's share of Profit Oil. The estimated Net Present Values of Future Net Revenues Before Taxes only include the effect of deducting Royalty Oil and government share of Profit Oil.
- (14) Estimated Net Present Values of Future Net Revenue include the revenue effects of exploration expenditures of \$122.7 million under the Nigerian PSCs but the costs of exploration activities are not deducted from future net revenue because they do not relate to the reserves being evaluated.
- (15) For Gabon and the Kurdistan Region of Iraq, the estimates are after giving effect to the back-in rights held by relevant governments, government corporations or third parties.

Oil Reserves by License Area

The following tables set forth the oil reserves by license area as at December 31, 2008.

Country/Asset	Gross Working Interest			Net Working Interest		
	Proved (MMbbl)	Proved plus Probable (MMbbl)	Proved plus Probable plus Possible (MMbbl)	Proved (MMbbl)	Proved plus Probable (MMbbl)	Proved plus Probable plus Possible (MMbbl)
Nigeria						
OML123	81.0	190.2	249.6	72.4	158.5	201.1
OML124	20.2	65.7	105.2	17.9	53.7	82.3
OML126	32.6	42.9	73.1	29.8	39.1	66.2
OML137	-	17.2	21.9	-	16.6	20.5
Okwok Field	-	7.9	9.1	-	7.2	8.2
subtotal - Nigeria	133.8	324.0	458.9	120.1	275.1	378.3
Gabon						
Awoun	12.6	17.4	19.6	7.7	10.4	11.6
Etame Marine	9.8	16.9	27.1	5.1	8.4	12.9
Maghena	24.9	29.0	31.8	14.8	17.8	19.1
Panthere NZE	17.9	33.9	41.3	11.8	22.4	25.9
Remboué	1.5	6.1	7.2	1.0	3.8	4.4
subtotal - Gabon	66.7	103.3	127.0	40.5	63.0	74.0
Kurdistan Region of Iraq						
Taq Taq ⁽¹⁾	13.7	109.5	152.6	8.9	42.5	55.0
Total	214.2	536.7	738.4	169.5	380.6	507.4

Totals may not add because of rounding

Notes:

- (1) Reserves reported after giving effect of government back-in rights which Addax Petroleum expects to be exercised.

Additional Information Concerning Future Net Revenue

The following tables set forth the elements of future net revenue based on forecast prices and costs used by NSAI to determine total future net revenue.

Total Future Net Revenue (Undiscounted) as at December 31, 2008

	Revenue	Royalties ⁽¹⁾	Operating Costs	Development Costs	Abandonment Costs	Future Net Revenue Before Taxes	Taxes ⁽²⁾	Future Net Revenue After Taxes
	<i>(\$million)</i>							
Proved Reserves								
Nigeria	15,085	5,871	1,949	924	153	6,189	3,856	2,332
Gabon	5,449	2,142	1,024	322	75	1,886	124	1,762
Kurdistan Region of Iraq	889	240	227	282	35	105	8	97
Total	21,424	8,253	3,199	1,528	263	8,180	3,988	4,192
Proved Plus Probable								
Nigeria	46,334	22,926	3,278	3,313	212	16,606	10,783	5,823
Gabon	8,662	3,440	1,383	977	180	2,682	169	2,513
Kurdistan Region of Iraq	6,584	2,800	1,484	489	56	1,756	17	1,739
Total	61,580	29,165	6,144	4,778	448	21,045	10,969	10,076
Proved Plus Probable Plus Possible								
Nigeria	69,854	36,919	3,933	4,067	225	24,709	16,643	8,066
Gabon	10,911	4,662	1,552	1,121	184	3,392	197	3,195
Kurdistan Region of Iraq	8,988	4,008	1,943	572	60	2,404	17	2,388
Total	89,753	45,590	7,429	5,760	469	30,505	16,857	13,649

Totals may not add because of rounding.

Notes:

- (1) Includes government share of Profit Oil, and carried interests, over-riding royalty interests and net profits interest payments where appropriate.
- (2) Nigeria taxes include petroleum profit tax, education tax, Niger Delta Development Commission levy and tax inversion penalty. Gabon taxes include training fund, hydrocarbon fund, bonuses, and domestic market obligation losses. Kurdistan taxes include production bonuses.

Total Future Net Revenue (Discounted at 10%) as at December 31, 2008

Country/Asset	Future Net Revenues Before Taxes ⁽¹⁾						Future Net Revenues After Taxes ⁽²⁾					
	Proved		Proved plus Probable		Proved plus Probable plus Possible		Proved		Proved plus Probable		Proved plus Probable plus Possible	
	(\$mm)	(\$/bbl)	(\$mm)	(\$/bbl)	(\$mm)	(\$/bbl)	(\$mm)	(\$/bbl)	(\$mm)	(\$/bbl)	(\$mm)	(\$/bbl)
Nigeria												
OML123/124	3,451	38.23	8,352	39.36	11,554	40.77	1,302	12.87	2,726	10.65	3,564	10.05
OML126/137	1,354	45.43	2,167	38.91	3,781	43.60	538	16.52	879	14.62	1,394	14.68
Okwok Field	-	-	347	47.96	399	48.35	-	-	209	26.29	232	25.59
subtotal - Nigeria	4,805	40.02	10,867	39.50	15,733	41.58	1,840	13.76	3,814	11.77	5,190	11.31
Gabon												
Awoun	292	37.95	371	35.49	410	35.37	266	21.00	339	19.46	376	19.19
Etame Marine	196	38.27	335	39.69	499	38.57	188	19.29	323	19.07	483	17.80
Maghena	416	28.08	434	24.33	485	25.33	389	15.60	402	13.87	451	14.17
Panthere NZE	418	35.31	535	23.88	621	24.03	403	22.53	506	14.95	588	14.24
Remboué	32	31.22	111	28.82	139	31.27	30	20.32	106	17.42	133	18.44
subtotal - Gabon	1,354	33.44	1,785	28.35	2,154	29.12	1,275	19.13	1,676	16.23	2,030	15.99
Kurdistan Region of Iraq												
Taq Taq	33	3.65	1,045	24.60	1,351	24.55	26	1.92	1,032	9.43	1,338	8.77
Total	6,192	36.53	13,697	35.99	19,238	37.92	3,142	14.67	6,521	12.15	8,558	11.59

Totals may not add because of rounding

Notes:

- (1) Calculated as the net present value of future net revenues before tax, discounted at 10 percent per annum and divided by net reserves.
- (2) Calculated as the net present value of future net revenues after tax, discounted at 10 percent per annum and divided by gross reserves.

Reconciliation in Changes in Reserves

The following tables disclose changes between the reserves estimates made as at December 31, 2008 and the corresponding estimates made as at December 31, 2007.

Oil Reserves Reconciliation from December 31, 2007 to December 31, 2008

Factors	NIGERIA			GABON			KURDISTAN REGION OF IRAQ			TOTAL		
	Proved (MMbbl)	Probable (MMbbl)	Proved plus Probable (MMbbl)	Proved (MMbbl)	Probable (MMbbl)	Proved plus Probable (MMbbl)	Proved (MMbbl)	Probable (MMbbl)	Proved plus Probable (MMbbl)	Proved (MMbbl)	Probable (MMbbl)	Proved plus Probable (MMbbl)
Gross												
December 31, 2007	154.2	108.5	262.7	79.1	30.3	109.4	—	74.6	74.6	233.2	213.4	446.7
Acquisitions	—	—	—	—	—	—	—	—	—	—	—	—
Discoveries	1.0	51.5	52.5	—	—	—	—	—	—	1.0	51.5	52.5
Dispositions	—	—	—	—	—	—	—	—	—	—	—	—
Extensions and Improved Recovery	1.9	45.8	47.7	6.3	7.9	14.2	0.0	9.0	9.0	8.2	62.7	70.9
Technical Revisions	11.8	(12.2)	(0.4)	(13.1)	(1.3)	(14.4)	13.8	11.5	25.3	12.5	(2.0)	10.5
Economic Factors	4.5	(3.4)	1.1	4.6	(0.3)	4.3	—	0.7	0.7	9.1	(3.0)	6.1
Gross Production	(39.6)	—	(39.6)	(10.2)	—	(10.2)	(0.1)	—	(0.1)	(49.9)	—	(49.9)
December 31, 2008	133.8	190.2	324.0	66.7	36.6	103.3	13.7	95.7	109.5	214.2	322.5	536.7
Net												
December 31, 2007	134.1	91.4	225.6	42.6	15.5	58.1	—	21.8	21.8	176.7	128.8	305.5
Acquisitions	—	—	—	—	—	—	—	—	—	—	—	—
Discoveries	0.9	43.8	44.7	—	—	—	—	—	—	0.9	43.8	44.7
Dispositions	—	—	—	—	—	—	—	—	—	—	—	—
Extensions and Improved Recovery	1.7	38.9	40.6	3.4	4.2	7.6	—	2.4	2.4	5.1	45.5	50.6
Technical Revisions	19.9	(17.9)	2.0	1.8	2.4	4.2	9.0	9.2	18.2	30.7	(6.3)	24.4
Economic Factors	1.2	(1.3)	(0.1)	1.8	0.4	2.2	—	0.2	0.2	3.0	(0.7)	2.3
Net Production	(37.7)	—	(37.7)	(9.1)	—	(9.1)	(0.1)	—	(0.1)	(46.9)	—	(46.9)
December 31, 2008	120.1	155.0	275.1	40.5	22.5	63.0	8.9	33.6	42.5	169.5	211.1	380.6

Totals may not add because of rounding.

Additional Information Relating to Reserves Data

Future Development Costs

The following table sets forth development costs deducted by NSAI in the estimation of the future net revenue for the Corporation's properties and assets attributable to the reserve categories noted below.

Future Development Costs by Country as at December 31, 2008

Country	Total		2009		2010		2011		2012		2013	
	Discounted at		Discounted at		Discounted at		Discounted at		Discounted at		Discounted at	
	0%	10%	0%	10%	0%	10%	0%	10%	0%	10%	0%	10%
	(\$million)											
Nigeria												
Proved	924	812	344	328	376	326	164	129	40	28	-	-
Proved plus Probable	3,313	2,802	712	679	1,052	912	1,427	1,124	119	85	2	2
Gabon												
Proved	322	277	102	97	118	102	59	47	39	28	4	2
Proved plus Probable	977	850	282	269	488	423	147	116	55	39	4	2
Kurdistan Region of Iraq												
Proved	282	241	62	59	110	96	108	85	2	2	-	-
Proved plus Probable	489	389	44	42	145	126	199	157	30	21	33	22
Total												
Proved	1,528	1,329	508	484	604	524	331	261	81	58	4	2
Proved plus Probable	4,778	4,041	1,038	990	1,686	1,461	1,773	1,397	204	146	39	26

Undeveloped Reserves

Addax Petroleum attributes proved undeveloped reserves in accordance with the CIM definitions. Undeveloped reserves are "those reserves expected to be recovered from known accumulations where a significant expenditure (e.g. when compared to the cost of drilling a well) is required to render them capable of production. They must fully meet the requirements of the reserves classification (proved, probable, possible) to which they are assigned". The attribution of proved undeveloped reserves is based on flow test information obtained from various zones, the similarity of well log information relative to the producing zones, and production and pressure performance information. Proved undeveloped reserves are attributed based on field development plans as approved by the respective government agencies (NNPC or DGH) or as incorporated in the internal budget of Addax Petroleum for the next two years.

The following table sets out the volumes of proved undeveloped reserves and probable undeveloped reserves that were attributed for the Corporation's product type for each of the most recent three financial years. The Corporation's petroleum production consists solely of light and medium crude oil.

Forecast and Costs	Prices	Proved Undeveloped		Probable Undeveloped	
		First Attributed Gross	Cumulative Gross	First Attributed Gross	Cumulative Gross
December 31, 2006		36.2	82.5	81.4	171.7
December 31, 2007		28.0	96.7	53.3	190.1
December 31, 2008		35.9	94.6	131.9	207.3

Production Estimates

The following table sets forth, by country, the volume of production estimated for the first year in estimating the Corporation's future net revenues based on forecast prices and costs.

Country	2009 Estimated Production Volume (Mbbbl)⁽¹⁾	
	Gross Proved	Gross Probable
Nigeria ⁽²⁾	37,620	4,544
Gabon ⁽³⁾	10,722	1,000
Iraq ⁽⁴⁾	611	87

Notes:

- (1) The Corporation's petroleum production consists solely of light and medium crude oil.
- (2) The Nda field accounts for more than 20 per cent of the estimated 2009 production volume for gross proved reserves in Nigeria. The 2009 estimated production volume for Nda is 7.7 MMbbl for gross proved reserves. The Oron West / North Oron and Okwori fields each account for more than 20 per cent of the estimated 2009 production volume for gross probable reserves in Nigeria. The 2009 estimated production volume for Oron West / North Oron is 1.6 MMbbl and for Okwori is 1.3 MMbbl for gross probable reserves.
- (3) The Tsiengui (Maghena) field accounts for more than 20 per cent of the estimated 2009 production volume for gross proved reserves in Gabon. The 2009 estimated production volume for Tsiengui (Maghena) is 5.1 MMbbl for gross proved reserves. The Obangue (Panthere NZE) field accounts for more than 20 per cent of the estimated 2009 production volume for gross probable reserves in Gabon. The 2009 estimated production volume for Obangue (Panthere NZE) is 0.6 MMbbl for gross probable reserves.
- (4) The Taq Taq field accounts for more than 20 per cent of the estimated 2009 production volume for the Kurdistan Region of Iraq. The 2009 estimated production volume for Taq Taq field is 0.6 MMbbl for gross proved and 0.1 MMbbl for gross probable reserves.

Contingent Gas Resources

Contingent resources are those quantities of petroleum estimated, as of a given date, to be potentially recoverable from known accumulations using established technology or technology under development, but which are not currently considered to be commercially recoverable due to one or more contingencies. Contingencies may include factors such as economic, legal, environmental, political, and regulatory matters, or a lack of markets.

The contingent gas resources presented in this Material Change Report are comprised of natural gas, liquefied petroleum gas (LPG), and pentanes plus (C5+) components from the Corporation's Nigerian fields located in Okwok and OML123, OML124, OML126 and OML137. All of the contingent gas resources are located in fields in which wells have been drilled through the gas portion of the reservoirs to help define the gas pay thickness, reservoir quality, and areal extent. There are no gas sales from the properties since no gas market connection is available, nor does Addax Petroleum currently own the gas rights. Addax Petroleum is negotiating with the Nigerian Government for Production Sharing Contract (PSC) gas rights and is investigating commercialization of produced gas through several markets. These markets include sales to other operators in the area, liquefied natural gas projects, gas-to-liquids projects, and gas cycling through LPG plants. If these issues are resolved, all or some portion of the contingent resources estimated may be reclassified as reserves. No economic evaluation has been performed on these resources at this time. All produced gas is presently flared, consumed for lease use, or reinjected into the oil reservoirs to maintain reservoir pressure. Contingent gas resources have not been estimated for the Gabon or Iraq concessions.

The following table sets forth the contingent gas resources estimated by NSAI assuming Addax Petroleum's working interest in the respective license areas. **There is no certainty that these contingent resources will be commercially viable.**

Estimates of Contingent Gas Resources for Nigeria as at December 31, 2008

License Area	Estimate Category	Shrunk ⁽¹⁾	LPG ⁽²⁾	C ₅ ⁺ ⁽³⁾
		(Bcf)	(MMbbl)	(MMbbl)
OML 123	Low Estimate ⁽⁴⁾	829.2	12.9	8.1
	Best Estimate ⁽⁵⁾	1,013.0	15.5	9.7
	High Estimate ⁽⁶⁾	1,177.0	17.6	10.9
OML 124	Low Estimate	276.8	11.5	4.3
	Best Estimate	377.0	16.1	6.7
	High Estimate	410.4	17.5	7.3
OML 126	Low Estimate	74.1	—	1.2
	Best Estimate	91.7	—	1.5
	High Estimate	112.1	—	1.9
OML 137	Low Estimate	1,106.2	—	26.2
	Best Estimate	1,337.1	—	34.0
	High Estimate	1,555.2	—	42.0
Okwok	Low Estimate	—	—	—
	Best Estimate	1.7	—	—
	High Estimate	2.2	—	—
Total	Low Estimate	2,286.3	24.4	39.9
	Best Estimate	2,820.4	31.6	52.0
	High Estimate	3,256.7	35.1	62.1

Totals may not add because of rounding.

Notes:

- (1) Volume after deductions for plant fuel and the extraction of LPG and C5+ components from the gross contingent resources gas.
- (2) Volumes based on 75 percent plant recovery efficiency of non-associated gas reservoirs.
- (3) Volumes based on 100 percent plant recovery efficiency of non-associated gas reservoirs.
- (4) Low Estimate: This is considered to be a conservative estimate of the quantity that will actually be recovered. It is likely that the actual remaining quantities recovered will exceed the low estimate.
- (5) Best Estimate: This is considered to be the best estimate of the quantity that will actually be recovered. It is equally likely that the actual remaining quantities recovered will be greater or less than the best estimate.
- (6) High Estimate: This is considered to be an optimistic estimate of the quantity that will actually be recovered. It is unlikely that the actual remaining quantities recovered will exceed the high estimate.

Prospective Oil Resources

Prospective resources are those quantities of petroleum estimated, as of a given date, to be potentially recoverable from undiscovered accumulations by application of future development projects. Prospective resources have both an associated chance of discovery and a chance of development.

The prospective oil resources presented in this Material Change Report are for crude oil only from the Addax Petroleum license areas located in Nigeria, Cameroon, Gabon, and deep water areas of Nigeria and São Tomé and Príncipe. The Nigeria license areas include OML123, OML124, OML126, and OML137. In Cameroon, Addax Petroleum has an interest in the Ngosso Concession. The Gabon concessions include the Awoun, Epaemeno, Etame Marin, Gryphon Marin, Ibekelia, Iris Marin, Kiarsseny, Maghena and Remboué Permits. IN the Kurdistan Region of Iraq, Addax Petroleum has an interest in the Taq Taq and Sangaw North license areas. The deep water areas include OPL291 in Nigeria and Blocks 1, 2, 3, and 4 of the Joint Development Zone (JDZ), which encompasses territory jointly administered by Nigeria and São Tomé and Príncipe.

The prospective oil resources indicate exploration opportunities and development potential in the event a commercial discovery is made and should not be construed as reserves or contingent resources. A geologic risk assessment was performed for these properties. No economic evaluation has been performed on these resources at this time. Prospective gas resources associated with these properties have not been evaluated. The Addax Petroleum interests used to calculate prospective oil resources assume that all phases, and work programmes described in the license operating agreements proceed as planned.

The following table sets forth the unrisks and risks prospective oil resources as estimated by NSAI attributable to Addax Petroleum’s working interests in the respective license areas. **There is no certainty that any portion of these prospective oil resources will be discovered. If discovered, there is no certainty that their development will be commercially viable.**

Probabilistic Estimates of Unrisks and Risks Prospective Oil Resources to Addax Petroleum Corporation Working Interest as at December 31, 2008

Region / License Area	Unrisks ⁽¹⁾			Risks ⁽¹⁾		
	Low Estimate ⁽²⁾⁽³⁾	Best Estimate ⁽⁴⁾	High Estimate ⁽²⁾⁽⁵⁾	Low Estimate ⁽²⁾	Best Estimate	High Estimate ⁽²⁾
	(MMbbl)	(MMbbl)	(MMbbl)	(MMbbl)	(MMbbl)	(MMbbl)
Nigeria						
OML123	189.1	340.5	505.9	37.1	71.4	103.8
OML124	85.3	110.4	136.5	7.8	9.3	13.4
OML126	138.6	271.8	429.7	26.3	50.5	78.2
OML137	150.7	253.5	359.3	68.6	112.0	155.9
Subtotal		976.2			243.1	
Cameroon						
Ngosso	36.5	53.8	73.3	7.9	12.3	17.1

Gabon

Awoun	14.5	30.9	50.6	3.7	7.8	12.7
Epaemeno	15.1	27.8	40.7	2.3	4.2	6.1
Etame Marin	19.7	44.7	75.8	8.5	18.8	31.7
Gryphon Marin	26.9	52.3	79.1	4.1	8.4	12.9
Ibekelia	6.8	11.2	15.5	1.1	1.9	2.6
Iris Marin	5.6	10.2	14.6	0.8	1.5	2.1
Kiarsseny ⁽³⁾	15.8	30.9	46.8	7.8	12.5	17.4
Maghena	17.3	36.3	56.4	2.5	5.2	8.1
Remboue ⁽³⁾	1.8	3.7	5.8	0.3	0.7	1.0
Subtotal		248.0			60.9	

Kurdistan Region of Iraq

Kewa Chirmila	4.2	9.7	16.1	0.4	1.0	1.7
Sangaw North	56.9	125.9	209.0	6.6	14.4	24.2
Subtotal		135.6			15.4	

Deep water

JDZ Block 1	126.7	172.9	223.6	49.4	66.0	84.1
JDZ Block 2	26.4	50.1	77.7	12.7	24.9	39.2
JDZ Block 3	27.1	41.0	56.8	8.7	13.1	18.1
JDZ Block 4	344.6	528.7	729.0	133.9	201.8	274.5
OPL291	344.2	566.0	814.9	114.4	187.6	270.0
Subtotal		1,358.6			493.4	

Total

2,772.2

825.1

Totals may not add because of rounding.

Notes:

- (1) These volumes represent only the portions of the prospects that lie within the boundaries of the respective license area.
- (2) It should be noted that the arithmetic sum of multiple probability distributions is correct only when summing the mean values. The arithmetic sum of the low estimates may be very conservative, and the arithmetic sum of the high estimates may be very optimistic. Statistical summation of multiple independent prospect entities results in narrowing the range between the low and high estimates toward the total sum of the means. Therefore, the only arithmetic sum presented in our tables of results is the sum of the means.
- (3) These resources are reported after giving effect to government back-in rights, which Addax Petroleum Corporation expects to be exercised.
- (4) For the low estimate resources, there is at least a 90 percent probability (P90) that the quantities of oil and gas actually recovered will equal or exceed the estimated amounts.
- (5) The best estimate resources correspond to a measure of the central tendency of the uncertainty distribution, represented herein as the mean value.
- (6) For the high estimate resources, there is at least a 10 percent probability (P10) that the quantities of oil and gas actually recovered will equal or exceed the estimated amounts.

Significant Factors or Uncertainties

Other than various risks and uncertainties that participants in the oil and gas industry are exposed to generally, the Corporation has not identified any important economic factors or significant uncertainties that will affect any particular components of the reserves data disclosed herein. See "Risk Factors" in the Corporation's Annual Information Form which can be accessed through the Corporation's website at www.addaxpetroleum.com or through SEDAR on www.sedar.com.

Glossary

In this Report:

“**Addax Petroleum**” or “**Corporation**” means Addax Petroleum Corporation;

“**Antan Blend**” means the crude oil produced from OML123 offshore Nigeria, together with the crude oil produced by the OML114 Parties, which is lifted from the Antan Terminal;

“**Awoun Crude**” means the crude oil anticipated to be produced from the Awoun Permit onshore Gabon;

“**Brass River Blend**” means the crude oil produced from OML124 onshore Nigeria, and commingled with crude oil produced by other parties, which is transported to the Brass River Terminal;

“**Brent Crude**” means crude oil produced from the Brent system in the North Sea, a price setting benchmark in the world energy market;

“**Cost Oil**” means a maximum percentage of available crude oil allocated to Addax Petroleum for recovery of costs, including exploration, development and production costs and expenses after the allocation of Royalty Oil;

“**developed non-producing reserves**” means those reserves that either have not been on production, or have previously been on production, but are shut in, and the date of resumption of production is unknown;

“**developed producing reserves**” means those reserves that are expected to be recovered from completion intervals open at the time of the estimate. These reserves may be currently producing or, if shut in, they must have previously been on production, and the date of resumption of production must be known with reasonable certainty;

“**developed reserves**” means those reserves that are expected to be recovered from existing wells and installed facilities or, if facilities have not been installed, that would involve a low expenditure (e.g. when compared to the cost of drilling a well) to put the reserves in production. The developed category may be subdivided into producing and non-producing;

“**DGH**” means Direction Générale des Hydrocarbures (Directorate General for Hydrocarbons) of Gabon;

“**Disputed Area**” means the area of OML123 offshore Nigeria awarded to Cameroon pursuant to the October 10, 2002 ruling of the International Court of Justice;

“**Etame Crude**” means the crude oil produced from the Etame Marine Permit, offshore Gabon;

“**gross**” means in respect of reserves and production, the total reserves and production attributable to Addax Petroleum’s working interest prior to the deduction of royalties and the relevant government’s or government corporation’s share of Profit Oil (which reserves are reported as “working interest” in the Reserve Report);

“**Joint Development Zone**” or “**JDZ**” means the zone for joint development of petroleum and other resources established by treaty between Nigeria and the Democratic Republic of Sao Tome and Principe in the overlapping area of their respective maritime boundary claims;

“**net**” means in respect of reserves and production, the total reserves and production attributable to Addax Petroleum’s working interest after deduction of Royalty Oil and the relevant government’s or government corporation’s share of Profit Oil;

“**NNPC**” means Nigerian National Petroleum Corporation together with all of its subsidiaries;

“**NSAI**” means Netherland, Sewell & Associates, Inc., independent oil and natural gas reservoir engineers;

“**Okwori Blend**” means the crude oil produced from OML126 offshore Nigeria;

“**Panthere Crude**” means the crude oil produced from the Panthere NZE Permit, onshore Gabon;

“**possible reserves**” means those additional reserves that are less certain to be recovered than probable reserves. It is unlikely that the actual remaining quantities recovered will exceed the sum of the estimated proved plus probable plus possible reserves;

“**probable reserves**” means those additional reserves that are less certain to be recovered than proved reserves. It is equally likely that the actual remaining quantities recovered will be greater or less than the sum of the estimated proved plus probable reserves;

“**Production Sharing Contract**” or “**PSC**” or “**Production Sharing Agreement**” or “**PSA**” means a contract whereby a government or government corporation contracts with a petroleum company to explore for, develop and extract petroleum substances in an area that is subject to a license held by the government corporation, at the risk and expense of the petroleum company, in exchange for a share of production;

“**Profit Oil**” means the balance of available crude oil after the allocation of Royalty Oil, Tax Oil and Cost Oil;

“**proved reserves**” means those reserves that can be estimated with a high degree of certainty to be recoverable. It is likely that the actual remaining quantities recovered will exceed the estimated proved reserves;

“**Rabi Light**” means the crude oil produced from the Maghena Permit, onshore Gabon;

“**Remboué Crude**” means the crude oil produced from the Remboué Permit, onshore Gabon;

“**reserves**” means those quantities of oil and gas anticipated to be economically recoverable from known accumulations;

“**Royalty Oil**” means the quantum of available crude oil allocated to the relevant government or government corporation, which will generate an amount of proceeds equal to the actual payment of Royalty and Concession Rentals;

“**Taq Taq Crude**” means the crude oil produced from the Taq Taq Permit in the Kurdistan Region of Iraq;

“**Tax Oil**” means the quantum of available crude oil allocated to the Nigerian government, which will generate an amount of proceeds equal to the actual payment of Nigerian petroleum profits tax;

“**undeveloped reserves**” means those reserves expected to be recovered from known accumulations where a significant expenditure (e.g. when compared to the cost of drilling a well) is required to render them capable of production. They must fully meet the requirements of the reserves classification (proved, probable, possible) to which they are assigned.

Abbreviations

In this Report, the abbreviations set forth below have the following meanings:

Crude Oil and Natural Gas Liquids

bbl	barrels
bbl/d	barrels per day
Mbbl	thousands of barrels
MMbbl	millions of barrels
Mbbl/d	thousands of barrels per day
Bcf	billion cubic feet