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CANADIAN OVERSEAS PETROLEUM LIMITED

Canadian Overseas Petroleum Limited Announces Private Placement of Units

Calgary, Canada, March 30, 2016 – Canadian Overseas Petroleum Limited (TSX-V: XOP; LSE: COPL) (the “Company”), is pleased to announce that it has engaged Dundee Securities Ltd as agent for an offering of up to 85.7 million units of the Company (“Units”) at a price of \$0.07 per Unit for aggregate gross proceeds of up to \$6.0 million, including the non-brokered private placement mentioned hereafter (the “Offering”). Each Unit will consist of one (1) common share in the capital of the Company (“Common Share”) and one (1) Common Share purchase warrant (“Warrant”). Each Warrant will entitle the holder thereof to purchase one (1) Common Share for a period of 24 months from the closing of the Offering at an exercise price of \$0.095 per Common Share. The Offering will be conducted by way of a private placement pursuant to exemptions to the prospectus requirements under applicable securities laws in all the provinces of Canada, and in the United States on a private placement basis pursuant to exemptions from the registration requirements of the *United States Securities Act of 1933*, as amended. All securities issued pursuant to the Offering will be subject to a four month trading hold period pursuant to applicable securities laws and the policies of the TSX Venture Exchange (the “TSXV”).

The Offering is subject to customary conditions and the receipt of required regulatory approvals, including the approval of the TSXV.

Independently, the Company intends to market on a non-brokered basis, a private placement to investors in the United Kingdom, on similar terms, priced in the UK market, subject to the requirements of its listing on the London Stock Exchange.

Management, representing approximately 3% of the share capital of the Company, and certain insiders of the Company plan to participate in the Offering for an amount approximately equal to their proportionate current holdings in the Company. Net proceeds from the Offering will be used to fund the Company’s obligations on its ongoing projects in West Africa, notably seeing its way through the drilling of the first exploration well offshore Liberia, overhead costs for its Nigerian oil appraisal and development project offshore Nigeria, and general corporate purposes.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States, nor shall there be any sale of the Units in any jurisdiction in which such offer, solicitation or sale may be unlawful. The Common Shares and Warrants have not been and will not be registered under the 1933 Act or any U.S. state securities laws and may not be offered or sold in the United States absent registration under the 1933 Act or an applicable exemption from the registration requirements of the 1933 Act and applicable U.S. state securities laws.

About COPL

The Company is an international oil and gas exploration and development company focused in the offshore West Africa. The Company holds a 17% working interest in Block LB-13, offshore Liberia, with ExxonMobil the operator holding an 83% working interest. The Company is actively pursuing opportunities in Nigeria in partnership with Shoreline Energy as part of its strategy to generate stable cash flow from secure offshore assets. The Company and Shoreline through their jointly held affiliated company, Shoreline Canadian Overseas Petroleum Development Corporation (“Shorecan”) are currently seeking Government of Nigeria approval for the acquisition of 80% of a Nigerian corporation holding an attractive oil appraisal and development project in mid water offshore Nigeria.

ShoreCan is building a portfolio of exploration and development assets in sub-Saharan Africa. To date, ShoreCan has taken a position in Nigeria, Namibia and an option to take a position in Tanzania. It continues to evaluate a variety of assets in Nigeria, Equatorial Guinea.

The Common Shares are listed under the symbol “XOP” on the TSXV and under the symbol “COPL” on the London Stock Exchange.

For further information on the Company, please link here: <http://canoverseas.com/>

For Further Information Please Contact:

Arthur Millholland, President and CEO

Phone: + 1 403 262 5441

Investor and Public Relations

Bell Pottinger

Henry Lerwill

+44 (0) 203 772 2570

North America Toll Free: +1 866 834 8330

CHF Investor Relations

Cathy Hume

+1 (416) 868 1079 ext. 231

Toll Free: +1 877 838 1079

Forward-Looking Statements

This press release may contain forward-looking statements under applicable securities legislation. Forward-looking information in this press release may include, but is not limited to, statements about the anticipated terms of the Offering and the use of proceeds of the Offering. The forward-looking statements in this press release are based on the Company’s current expectations and assumptions as to a number of factors including regulatory approvals and general economic and industry conditions. If those expectations and assumptions prove to be incorrect, or factors change, then actual results could differ materially from the forward-looking statements contained in this press release.

Generally, statements included in this press release that address activities, events or developments that the Company expects, believes or anticipates will or may occur in the future are forward-looking statements. Such forward-looking statements involve substantial known and unknown risks and uncertainties, certain of which are beyond the Company’s control, including: the impact of general economic conditions in the areas in which the Company operates, civil unrest, industry conditions, changes in laws and regulations including the adoption of new environmental laws and regulations and changes in how they are interpreted and enforced, increased competition, the lack of availability of qualified personnel or management, fluctuations in commodity prices, foreign exchange or interest rates, stock market volatility and obtaining required approvals of regulatory

authorities. In addition there are risks and uncertainties associated with the oil and gas industry, therefore the Company's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements will transpire or occur, or if any of them do so, what benefits, including the amounts of proceeds, which the Company will derive therefrom. Such statements are based on assumptions made by the Company based on its experience perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate in the circumstances.

The forward-looking statements contained in this press release are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, unless required by applicable securities laws.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.



WWW.CANOVERSEAS.COM

3200 715 5th Avenue SW
Calgary, Alberta, Canada T2P 2X6
403.262.5441 P
403.263.3251 F