

Heritage Oil Limited

27 November 2008

**NOTIFICATION OF TRANSACTIONS OF DIRECTORS/PERSONS DISCHARGING
MANAGERIAL RESPONSIBILITY AND CONNECTED PERSONS**

This form is intended for use by an *issuer* to make a *RIS* notification required by *DR 3.1.4R(1)*.

(1) An *issuer* making a notification in respect of a transaction relating to the *shares* or debentures of the *issuer* should complete boxes 1 to 16, 23 and 24.

(2) An *issuer* making a notification in respect of a derivative relating the *shares* of the *issuer* should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.

(3) An *issuer* making a notification in respect of options granted to a *director/person discharging managerial responsibilities* should complete boxes 1 to 3 and 17 to 24.

(4) An *issuer* making a notification in respect of a *financial instrument* relating to the *shares* of the *issuer* (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes should in block capital letters.

1. Name of the *issuer*

HERITAGE OIL LIMITED

2. State whether the notification relates to:

(i) a transaction notified in accordance with *DR 3.1.4R(1)(a)*; or

(ii) *DR 3.1.4(R)(1)(b)* a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

RELATES TO (i)

3. Name of *person discharging managerial responsibilities/director*

JOHN MCLEOD

4. State whether notification relates to a *person* connected with a *person discharging managerial responsibilities/director* named in 3 and identify the *connected person*

N/A

5. Indicate whether the notification is in respect of a holding of the *person* referred to in 3 or 4 above or in respect of a non-beneficial

IN RESPECT OF PERSON REFERRED TO IN 3 ABOVE

6. Description of *shares* (including *class*), instruments relating to *shares*

ORDINARY SHARES OF NO PAR VALUE

7. Name of registered shareholders(s) and, if more than one, the number of *shares* held by each of them
JOHN MCLEOD

8 State the nature of the transaction

EXERCISE OF OPTIONS FOR 100,000 SHARES IN THE ISSUER AND THE SUBSEQUENT DISPOSAL OF SUCH SHARES FOR AN AVERAGE PRICE OF 171.5909 PER SHARE.

9. Number of *shares*, debentures or financial instruments relating to *shares* acquired

100,000

10. Percentage of issued *class* acquired (*treasury shares* of that *class* should not be taken into account when calculating percentage)

0.04%

11. Number of *shares*, debentures or financial instruments relating to *shares* disposed

100,000

12. Percentage of issued *class* disposed (*treasury shares* of that *class* should not be taken into account when calculating percentage)

0.04%

13. Price per *share* or value of transaction

AT AN AVERAGE PRICE OF 171.5909 PENCE PER SHARE

14. Date and place of transaction

25 NOVEMBER 2008, LONDON STOCK EXCHANGE

15. Total holding following notification and total percentage holding following notification (any *treasury shares* should not be taken into account when calculating percentage)

20,000 (0.01%)

16. Date issuer informed of transaction

26 NOVEMBER 2008

If a *person discharging managerial responsibilities* has been granted options by the *issuer* complete the following boxes

17 Date of grant

N/A

18. Period during which or date on which it can be exercised

N/A

19. Total amount paid (if any) for grant of the option

N/A

20. Description of *shares* or debentures involved (*class* and number)

N/A

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

N/A

22. Total number of *shares* or debentures over which options held following notification

N/A

23. Any additional information

JOHN MCLEOD STILL HAS 450,000 OPTIONS TO ACQUIRE THE ISSUER'S SHARES WHICH WERE PREVIOUSLY GRANTED UNDER THE ISSUER'S 2008 REPLACEMENT SHARE OPTION SCHEME.

24. Name of contact and telephone number for queries

Heritage Oil Limited

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Heritage Oil Limited – Investor Relations

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Name and signature of duly authorised officer of *issuer* responsible for making notification

Paul Atherton

Date of notification 27 November 2008