

10 August 2017

Zeta Resources Limited

Takeover bid for New Zealand Oil & Gas Limited

Highlights:

- Partial takeover offer of 72 cents per share
- OIO consent already granted

Summary

The Directors of Zeta Resources Limited (ASX:ZER, "Zeta") advise that Zeta proposes to make a partial takeover offer pursuant to New Zealand Takeovers Code to acquire not less than 41.955% of all the shares of New Zealand Oil & Gas Limited (NZX: NZO, "NZO") that it does not already hold or control for 72 cents per fully paid ordinary share in NZO.

Zeta Resources Limited (through its wholly owned subsidiary, Zeta Energy Pte. Ltd., ("Zeta Energy") is presently the largest shareholder in NZO holding or controlling approximately 17.5% of NZO's voting rights. Associates of Zeta Energy hold and control approximately an additional 3.7% (making a total of approximately 21.20%). NZO's second largest shareholder, holding approximately 8.3% of NZO's voting rights, has also agreed to accept the Offer.

Further details of the Offer will be set out in the Partial Takeover Offer which will be sent to NZO shareholders in due course. The Partial Takeover Offer ("Offer") will set out how to accept the Offer.

Proposed Partial Takeover

Zeta intends to offer NZO shareholders 72 cents per fully or partially paid NZO Share to acquire up to 43.19% of the NZO Shares that it does not already own (the "Offer"). Zeta Energy is seeking this percentage as it will, if the Offer is successful, ensure that Zeta Energy will hold or control at least 50.01% of the voting rights in NZO.

Included in its terms Zeta Energy has stated its intention to use best endeavours to return a further \$50 million capital to shareholders in aggregate within six months of Zeta Energy becoming NZO's majority shareholder (subject to shareholder approval and receipt of a binding ruling from the New Zealand IRD confirming the return of capital would not be treated as a payment in lieu of dividend for New Zealand tax purposes).

If Zeta Energy is unsuccessful in achieving acceptances for at least 50.01% of all voting rights, the Offer will not proceed.

The independent directors of Zeta unanimously support the Offer.

For further information please contact:

Dugald Morrison, ICM

Tel: +64 4 901 7600

Email: contact@icmnz.co.nz

About Zeta

Zeta is an exempted closed end investment company, whose ordinary shares are listed on the Australian Stock Exchange ("ASX"). The business of Zeta consists of investing the pooled funds of its shareholders in accordance with its investment objective and policy, with the aim of generating a return for shareholders with an acceptable level of risk. Zeta has borrowings, the proceeds from which can also be invested with the aim of enhancing returns to shareholders.

The Zeta webpage is available at: <http://zetaresources.limited/>

Zeta Resources Limited

Registered Office: 34 Bermudiana Road Hamilton HM 11, Bermuda | Tel: + 1 441 295 5678 | www.zetaresources.limited

Australian Registered Office: Level 9, 45 Clarence Street | PO Box H284, Australia Square, Sydney NSW 1215, Australia | Tel: +61 2 9248 0304