

INTERPOSE HOLDINGS LIMITED

ASX ANNOUNCEMENT

23 September 2016

NOTICE UNDER SECTION 708AA(2)(f) OF THE CORPORATIONS ACT

Interpose Holdings Limited (**Company**) is pleased to announce that it has today lodged an offer document with ASX for its non-renounceable entitlement offer which was announced on 14 September 2016. Eligible shareholders will be offered 1 new fully paid ordinary share (**New Share**) for every 2 fully paid ordinary shares (**Share**) held on at 5.00pm (WST) on the record date at an issue price of \$0.02 per New Share (**Entitlement Offer**) to raise up to approximately \$845,592 (before costs).

The timetable for the Entitlement Offer has been updated as follows:

Event	Date
Entity announces Entitlement Offer and applies for quotation (Appendix 3B)	Friday, 23 September 2016
Entity lodges Offer Document and Cleansing Statement with ASX	Friday, 23 September 2016
Entity sends notice to security holders containing the information required by Appendix 3B	Tuesday, 27 September 2016
'Ex' date	Wednesday, 28 September 2016
Record Date (5.00pm (WST))	Thursday, 29 September 2016
Entity sends Offer Document and personalised Entitlement and Acceptance Forms to Eligible Shareholders and announces that this has occurred	Tuesday, 4 October 2016
Opening Date	Wednesday, 5 October 2016
Closing Date (2.00pm (WST))	Wednesday, 19 October 2016
New Shares quoted on a deferred settlement basis	Thursday, 20 October 2016
Entity notifies ASX of under subscriptions	Monday, 24 October 2016
Anticipated issue date	Wednesday, 26 October 2016
Anticipated despatch of holding statements	Wednesday, 26 October 2016
Deferred settlement trading ends	Wednesday, 26 October 2016

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The Company hereby gives notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Act**) that:

- (a) the Company will offer the New Shares under the Entitlement Offer without disclosure under Part 6D.2 of the Act;
- (b) the Company is providing this notice under paragraph 2(f) of section 708AA of the Act;
- (c) at the date of this notice, the Company has complied with:
 - (i) the provisions of Chapter 2M of the Act as they apply to the Company; and
 - (ii) section 674 of the Act;
- (d) at the date of this notice, there is no information:
 - (i) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - (ii) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (A) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (B) the rights and liabilities attaching to the New Shares; and
- (e) the potential effect the issue of the New Shares will have on the control of the Company, and the consequences of that effect, is as follows:
 - (i) if all eligible shareholders take up their entitlement to New Shares, the Entitlement Offer would have no material effect on the control of the Company as eligible shareholders would continue to hold materially the same percentage interest in the Company;
 - (ii) the percentage shareholding interests of shareholders who are not eligible shareholders will be diluted because those shareholders are not entitled to participate in the Entitlement Offer;
 - (iii) in the more likely event that there is a shortfall, eligible shareholders who do not subscribe for their full entitlement of New Shares under the Entitlement Offer and ineligible shareholders unable to participate in the Entitlement Offer will be diluted relative to those shareholders who subscribe for some or all of their entitlements;
 - (iv) to the extent New Shares which are not subscribed for under the Entitlement Offer are allotted under the shortfall facility, the percentage of shareholder interests of the Company's shareholders who do not take up their entitlement to New Shares will also be diluted; and
 - (v) in relation to any person participating in the shortfall offer, the Company will have regard to the takeovers prohibition in section 606 of the Act, on the basis that no

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person will be issued New Shares if such issue will result in their voting power in the Company increasing from 20% or below to more than 20%.

Further details regarding the Entitlement Offer are set out in the Offer Document.

Please see the attached Form 3B in respect of the Entitlement Offer

Yours sincerely

A handwritten signature in black ink, appearing to read 'Richard Barker', written in a cursive style.

Richard Barker
Company Secretary

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Interpose Holdings Limited

ABN

21 150 956 773

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	Fully Paid Ordinary Shares
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	Up to 53,296,064 shares to be issued (assuming exercise of all options prior to Rights Issue Record Date of 29 September 2016.)
3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	A non-renounceable pro rata entitlement offer to Eligible Shareholders of one New Share for every two Shares held on the Record Date at an issue price of \$0.02 per New Share as announced on 23 September 2016.
4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment 	Yes

+ See chapter 19 for defined terms.

	<ul style="list-style-type: none"> the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	
5	Issue price or consideration	\$0.02
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>The Entitlement Offer is being undertaken by the Company for the following reasons:</p> <ul style="list-style-type: none"> The Company needs to be able to display its ability to raise capital to support any transaction that it may enter in to. Due to the current environment within the oil and gas sector, it is critical to vendors that an acquirer has recently displayed an ability to raise funds. Associated with the reason set out above, any New Acquisition will require the Company to raise capital to fund acquisition or farmin costs. Project costs within the oil and gas sector are very high and vendors require comfort in respect of a potential acquirers ability to raise funds to fund those costs. In order to take part in a due diligence process, a minimum cash at bank of over \$1 million is often required. The Company does not currently meet this criteria which may adversely affect its ability to take part in due diligence processes and transact on higher quality assets. Further, the funds raised by the Entitlement Offer will ensure that the Company has sufficient funds available to undertake a due diligence process whilst retaining cash at bank at a material level in order to complete a New Acquisition.
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the ⁺ securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	30 November 2015
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	600,000
6d	Number of ⁺ securities issued with security holder approval under rule	n/a

+ See chapter 19 for defined terms.

	7.1A	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	n/a
6f	Number of securities issued under an exception in rule 7.2	n/a
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	n/a
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	n/a
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	20,788,819 – capacity under Listing Rule 7.1 12,859,212 – capacity under Listing Rule 7.1A
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	n/a
		Number
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	84,592,127 (currently on issue)
		+Class
		Ordinary Shares

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	<u>Performance Rights</u>	
	Nil	
	<u>Unlisted Options</u>	
	4,000,000	Options ex 20c exp 19/01/17
	5,000,000	Options ex 25c exp 4/11/2016
	5,000,000	Options ex 30c exp 4/11/2016
	5,000,000	Options ex 30c exp 7/10/2016
	3,000,000	Options ex 50c exp 1/10/2016
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company does not have a dividend policy	

Part 2 - Pro rata issue

11 Is security holder approval required?	No
12 Is the issue renounceable or non-renounceable?	Non-renounceable
13 Ratio in which the +securities will be offered	One new share for every two shares held on the record date
14 +Class of +securities to which the offer relates	Ordinary fully paid shares
15 +Record date to determine entitlements	29 September 2016
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17 Policy for deciding entitlements in relation to fractions	Fractions will be rounded up to the nearest whole New Share

+ See chapter 19 for defined terms.

18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	All countries except Australia and New Zealand.
19	Closing date for receipt of acceptances or renunciations	19 October 2016 (2.00pm WST)
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	4 October 2016
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	4 October 2016
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale	N/A

+ See chapter 19 for defined terms.

through a broker)?

33 +Issue date

26 October 2016

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Company secretary

Date: 23 September 2016

Print name:

Richard Barker
COMPANY SECRETARY

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