

INTERPOSE HOLDINGS LIMITED

ASX ANNOUNCEMENT

14 September 2016

NON-RENOUNCEABLE RIGHTS ISSUE AT \$0.02 PER SHARE TO RAISE UP TO \$716,449

Interpose Holdings Limited (**IHS** or the **Company**) is pleased to announce a pro rata 1 for 2 non-renounceable rights offer of new fully paid ordinary shares in the Company (**New Shares**), at \$0.02 per New Share (**Offer Price**) raising up to \$716,449 in new capital (**Rights Issue**).

Entitlements not taken up may become available as additional shares. Eligible Shareholders may, in addition to their entitlements, apply for New Shares over and above their entitlement at the Offer Price (**Additional Shares**) regardless of the size of their present holding, subject to individual holders remaining below a 20% holding.

The Rights Issue is being conducted under section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**) and does not require a prospectus. Eligible shareholders will be sent a short form offer document relating to the Rights Issue (**Offer Document**) and a personalised Entitlement and Acceptance Form on or about 21 September 2016.

The proceeds of this Rights Issue will be used to fund due diligence processes on various potential assets that the Company is considering. It is noted that the Company intends to remain within the oil and gas sector.

Key Information about the Rights Issue

The Rights Issue is non-renounceable and is not underwritten. Cygnet Capital (**Cygnet**) has however been appointed as the lead manager to the Rights Issue.

Each shareholder on the Company's register of members who has a registered address in Australia or New Zealand (**Eligible Shareholder**) at 7.00pm (Perth time) on 27 September 2016 (**Record Date**) will be entitled to subscribe for one New Share in the Company for every two ordinary Shares held at the Record Date, at a price of \$0.02 per New Share.

The entitlement of Eligible Shareholders to participate in the Rights Issue will be determined on the Record Date.

Entitlements to New Shares under the Rights Issue are non-renounceable, which means that entitlements will not be tradeable on ASX or otherwise transferable. If an Eligible Shareholder does not take up their entitlement by the closing date of the Rights Issue, that Eligible Shareholder's entitlement under the Rights Issue will lapse and its interest in the Company will be diluted.

The New Shares and Additional Shares issued under the Rights Issue will be fully paid and will rank equally with Company's existing issued ordinary shares. The Company expects that the New Shares will be entered into uncertificated holdings on 17 October 2016.

No dividend is being paid on ordinary shares in the Company in respect of the financial year ended 30 June 2016.

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Key dates for shareholders

The indicative timetable for the Rights Issue is as follows:

Announcement of the Rights Issue	21 September 2016
“Ex” Date – Shares commence trading without the entitlement to participate in the Rights Issue	26 September 2016
Record Date to determine entitlement to New Shares	27 September 2016
Expected date of dispatch of Offer Document and Entitlement and Acceptance Form	30 September 2016
Opening Date	30 September 2016
Last day for acceptance and payment in full (Closing Date)	14 October 2016
Expected allotment and dispatch of Holding Statements	17 October 2016
First day of trading of New Shares on ASX	18 October 2016

This timetable is indicative only and subject to change. Subject to the ASX Listing Rules and the Corporations Act, the directors of the Company reserve the right to vary these dates, including the Opening Date and Closing Date, without prior notice.

Capital structure

As at the date of the announcement, the Company had 84,592,127 Shares on issue. The number of New Shares that may be issued under the Rights Issue is approximately 35,822,450, which would raise up to \$716,449. At the conclusion of the Rights Issue, the total number of issued ordinary shares in the Company will be a maximum of 120,414,578.

Overseas shareholders

The Rights Issue is not being extended to any shareholder with a registered address outside Australia or New Zealand. The Company has determined that it is not economically viable for it to make offers to shareholders with a registered address outside of Australia or New Zealand having regard to the cost of meeting compliance requirements with securities laws in each applicable jurisdiction and the small number and value of New Shares that would be offered in such jurisdictions.

Further information

Shareholders eligible to participate in the Rights Issue do not need to take any action at this time.

A personalised Entitlement and Acceptance Form will be mailed to each Eligible Shareholder at the address on the members register of the Company on 27 September 2016. Eligible Shareholders that wish to participate will need to complete the Entitlement and Acceptance Form and return it with payment by the Closing Date.

The Closing Date for acceptance and payment is currently expected to be 5.00pm (Perth time) on 14 October 2016.

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Issue of Directors Rights

Further, in order to conserve cash the company has also resolved to issue shares to Directors in lieu of full cash payment for past services provided over the last 12 months. This offer is subject to shareholder's approval at the next general meeting in the numbers below:

Mr Marcus Gracey	4,000,000
Mr Gabriel Chiappini	1,000,000

It is proposed that these shares will be issued following the next general meeting. These shares will not entitle the directors to take up rights in respect of these shares in the above outlined Rights Issue.

**** ENDS ****

For further information please visit contact:

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