

27 September 2016

Dear Shareholder

NOTICE TO INELIGIBLE SHAREHOLDERS OF NON-RENOUNCEABLE ENTITLEMENT OFFER

I am writing to you as the registered holder of shares in Interpose Holdings Ltd (**Company**) as at today's date.

As previously announced, the Company is undertaking a non-renounceable pro-rata entitlement offer on the basis of 1 new fully paid ordinary share (**New Share**) for every 2 fully paid ordinary shares in the Company (**Share**) held by eligible shareholders at an issue price of \$0.02 per New Share (**Entitlement Offer**) to raise up to approximately \$845,592 (before costs). The Entitlement Offer will be made by way of an offer document pursuant to section 708AA of the *Corporations Act 2001* (Cth) (**Offer Document**). If the Entitlement Offer is fully subscribed, up to approximately 42,296,064 New Shares will be issued (subject to rounding and assuming that no options are exercised prior to the Record Date).

Following the completion of the sale of the Company's African projects as announced on 28 July 2016, the Company currently has no assets or projects within its sector (oil and gas exploration), or commercial operations and, as such, an investment in the Company is speculative in nature. The Board is currently undertaking investigations into potential asset acquisitions for the Company, seeking assets and projects within the oil and gas sector (**New Acquisitions**).

The purpose of the Entitlement Offer is to raise up to approximately \$845,592 (before costs) (assuming the Entitlement Offer is fully subscribed).

The Company will use the funds raised from the Entitlement Offer (after costs) to fund investigations and due diligence into New Acquisitions.

The Entitlement Offer is only available to shareholders whose registered address is in Australia or New Zealand as recorded with the Company's share registry as at 5.00pm (WST) on 29 September 2016 (**Record Date**) (**Eligible Shareholders**).

Ineligible Shareholders

The Company has determined that it would be unreasonable to extend participation in the Entitlement Offer to shareholders who do not have a registered address in Australia or New Zealand on the Record Date (**Ineligible Shareholders**) having regard to:

- (a) the number Ineligible Shareholders;
- (b) the number and value of the New Shares that would otherwise be offered to Ineligible Shareholders; and

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- (c) the cost of complying with overseas legal and regulatory requirements.

Indicative Timetable

The indicative timetable for the Entitlement Offer is 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

This timetable is indicative only and may be subject to change. The Company reserves the right to amend this indicative timetable at any time, subject to the Corporations Act and the Listing Rules.

* Subject to the Listing Rules, the Directors reserve the right to extend the Closing Date for the Entitlement Offer at their discretion. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the New Shares.

Shortfall Offer

If the Entitlement Offer is not fully subscribed, the directors reserve the right, subject to any restrictions imposed by the *Corporations Act 2001* (Cth) and Listing Rules, to issue New Shares not otherwise taken up under the Entitlement Offer (**Shortfall Shares**) at their sole discretion (**Shortfall Offer**).

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The Shortfall Offer will be a separate offer made pursuant to the Offer Document and may remain open after the Closing Date. The issue price of the Shortfall Shares will be \$0.02 each, being the same price as the New Shares being offered under the Entitlement Offer.

Offer Document

The Company lodged the Offer Document with ASX on 23 September 2016, and is available on the ASX website at www.asx.com.au and also on the Company's website at www.interposeholdings.com. The Company expects to dispatch the Offer Document to Shareholders of the Company on or about 4 October 2016. The Offer Document will outline the Entitlement Offer in detail.

If you have any queries in relation to the Entitlement Offer, please do not hesitate to contact the Company on +61 8 9463 3260.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Richard Barker', with a stylized flourish at the end.

Richard Barker

Company Secretary