



MEDIA RELEASE
FOR IMMEDIATE RELEASE

InterOil Shareholders Overwhelmingly Approve ExxonMobil Transaction

Singapore and Port Moresby, September 21, 2016: InterOil Corporation (NYSE: IOC; POMSoX: IOC) today announced that at a Special Meeting held today, its shareholders overwhelmingly voted to approve the transaction with Exxon Mobil Corporation (NYSE: XOM). Of the votes cast at the Special Meeting, more than 80 percent were in favor of the proposed transaction.

"I would like to thank our shareholders for their overwhelming support for this value-creating transaction," said InterOil Chairman Chris Finlayson. "This transaction delivers shareholders a material and immediate premium, a potential direct cash payment based on the Elk-Antelope resource certification and exposure to future value through ownership of ExxonMobil shares. We look forward to continuing to work with ExxonMobil to satisfy the last required conditions and to completing the transaction promptly."

The transaction is expected to close by the end of September 2016. InterOil intends to seek a final order with respect to the plan of arrangement at a hearing in the Supreme Court of Yukon, which is scheduled for September 27, 2016.

About InterOil

InterOil Corporation is an independent oil and gas business with a sole focus on Papua New Guinea. InterOil's assets include one of Asia's largest undeveloped gas fields, Elk-Antelope, in the Gulf Province, and exploration licenses covering about 16,000sqkm. Its main offices are in Singapore and Port Moresby. InterOil is listed on the New York and Port Moresby stock exchanges.

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Forward Looking Statements

This communication includes "forward-looking statements". All statements, other than statements of historical facts, included in this communication are forward-looking statements. Such forward-looking statements may include, without limitation, statements regarding the pending transaction with ExxonMobil, the timing to consummate the proposed transaction with ExxonMobil, the ability to satisfy the conditions to consummation of the proposed transaction, and the timing or outcome of the resource certification process for the Elk-Antelope field as applicable to the CRP. These statements are based on the current belief of InterOil, as well as assumptions made by, and information currently available to InterOil. No assurances can be given however, that these events will occur. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of InterOil, which may cause actual results to differ materially from those implied or expressed by the forward-looking statements. These include in particular assumptions, risks and uncertainties relating to the receipt of a final order from the Yukon court with respect to the transaction, the risk that a condition to closing of the proposed acquisition may not be satisfied, the risk that required approval for the proposed acquisition is not obtained or is obtained subject to conditions that are not anticipated, the timing or outcome of the resource certification process for the Elk-Antelope field as applicable to the CRP and other risk factors discussed in InterOil's management information circular dated August 16, 2016, its annual report for the year ended December 31, 2015 on Form 40-F and its Annual Information Form for the year ended December 31, 2015, and under the heading "Factors Affecting Future Results" available through the "Investors" section on ExxonMobil's website and in Item 1A of ExxonMobil's 2015 Form 10-K. InterOil disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable laws. References to gas resources in this release may include amounts that ExxonMobil or InterOil believe will ultimately be produced but that are not yet classified as "proved reserves" under U.S. SEC definitions.

Legal Notice

None of the securities anticipated to be issued pursuant to the ExxonMobil transaction have been or will be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and any securities issued pursuant to the ExxonMobil transaction are anticipated to be issued in reliance upon available exemptions from such registration requirements pursuant to Section 3(a)(10) of the U.S. Securities Act and applicable exemptions under state securities laws. This document does not constitute an offer to sell or the solicitation of an offer to buy any securities.

There can be no assurance that the transaction with ExxonMobil will occur. The ExxonMobil transaction is subject to certain approvals and the fulfillment of certain conditions, and there can be no assurance that any such approvals will be obtained and/or any such conditions will be met.