



*BUSINESS CORPORATIONS ACT (Subsection 195(11))*  
**CERTIFICATE OF ARRANGEMENT**

*LOI SUR LES SOCIÉTÉS ACTIONS (Paragraphe 195(11))*  
**CERTIFICAT D'ARRANGEMENT**

I CERTIFY THAT

J'ATTESTE QUE

**INTEROIL CORPORATION**

effected an arrangement under section 195 of the *Business Corporations Act* of the Yukon as set out in the attached Articles of Arrangement.

a effectué un arrangement en vertu de l'article 195 de la Loi sur les sociétés par actions du Yukon, tel qu'indiqué aux clauses d'arrangement ci-jointes.

Date of Arrangement  
*Date de l'arrangement*

2017-02-22

A handwritten signature in black ink, appearing to read "Fred Pretorius". The signature is written in a cursive style with a prominent initial "F".

2017-02-22

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FRED PRETORIUS  
REGISTRAR OF CORPORATIONS /  
REGISTRAIRE DES SOCIÉTÉS

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DATE OF SIGNATURE /  
DATE DE SIGNATURE