

news release

21 April 2016

Approval received for ASX delisting process

New Zealand Oil & Gas has sent the attached circular to shareholders on its Australian register following approval from the ASX for its delisting from the official list of the Australian exchange.

The circular provides detail for shareholders about the delisting process, including a timetable for delisting and explanation of how shareholders can continue to trade shares in the company on the NZX.

Trading of NZO shares on the ASX will be suspended from close of trading on 24 May 2016, and the stock will be removed from the official list on close of trading on 31 May 2016.

New Zealand Oil & Gas announced on 1 April that it had applied for removal from the official list of ASX.

NZO shares will continue to trade on the New Zealand exchange, NZX, and will continue to be subject to the relevant corporate and securities laws of New Zealand as well as the rules and regulations of the Financial Markets Authority.

For further information please contact:

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Andrew Knight, CEO, PH: +64 4 495 2424, TOLL FREE: 0800 000 594 (NZ)

NZOG stock symbols:

NZX shares – NZO
ASX shares – NZO

NZO to be delisted from ASX

14 April 2016



THE EXPLORERS
NEW ZEALAND OIL & GAS

Dear Shareholder

Removal of New Zealand Oil & Gas Limited from the official list of ASX

New Zealand Oil & Gas Limited (**NZO** or **Company**) has requested and received approval to remove its ordinary shares from the official list of ASX Limited (**ASX**).

This letter contains important information about your shareholding in the Company and the delisting process.

In addition to the information set out below, we also enclose a list of questions which are designed to assist you in understanding the process of delisting and the impact on your shareholding.

The information in this letter does not take into account your individual investment objectives, financial situation and needs. The information in this letter is of a general nature and is not financial product advice, and should not be relied upon as the sole basis for any investment decision. As a shareholder in the Company, you should consult your financial, legal, tax or other professional advisor if you have any queries in relation to the information contained in this letter or how you should act with respect to your shareholding.

NZO to be delisted from ASX

On 6 April 2016, the Company received formal approval for its removal from the official list of ASX.

Trading in NZO will be suspended with effect from close of trading on ASX on 24 May 2016 (**Suspension Date**). Removal of NZO from the official list of ASX will occur on 31 May 2016 (**Delisting Date**).

Ordinary shares in the Company will continue to be listed by NZX Limited (**NZX**). Trading on NZX will continue during and after the Company's removal from ASX.

This circular seeks to provide shareholders with information about the delisting, the options that are available during the removal process, and certain implications which may arise as a result of the delisting.

If you have any questions about the delisting process, please contact Computershare Investor Services Pty Ltd (Computershare) on 1800 501 366 [within Australia] or +61 3 9415 4083 [overseas] between 8.30am and 5.00pm [Sydney time].

Reasons for delisting from ASX

Having been admitted to the official list of ASX on 27 April 1989, the Company currently maintains a standard dual-listing on ASX and NZX.

The board of directors of NZO (**Board**) has noted that trading in the Company's shares on ASX consistently suffers from poor liquidity and low daily trading volumes. Between 2 March 2015 and 29 February 2016, the average daily volume was 13,849 shares and the stock did not trade [zero volume] for 98 days. The NZX listing for the same period recorded average daily volumes of 245,935 shares and the stock did not trade on 9 days.

Consistent with other recently announced initiatives to reduce costs, the Board also considers that the ongoing listing fees and effort spent to ensure compliance with the ASX Listing Rules outweighs the benefits of continuing to be listed on ASX.

The Company acknowledges the continued support of Australian investors in helping to grow the business over more than 25 years. However, the Board no longer considers the ASX listing to be efficient or in the best interests of the Company.

In light of the above, the Company will delist from ASX.

Delisting Process

Suspension of ordinary shares from ASX trading and delisting

Ordinary shares in NZO will trade on ASX until the close of trading on 24 May 2016, when trading will be suspended. Following the suspension of trading in shares, shareholders will no longer be able to trade their shares in NZO on ASX. Following the suspension of shares from quotation, NZO will be removed from the official list of ASX on 31 May 2016.

Transfer to NZO New Zealand register

After NZO is delisted from ASX on 31 May 2016, shareholdings remaining on the Company's Australian register will be transferred to the Company's New Zealand register. Shareholders are not required to do anything to facilitate the transfer of shares between the two registers.

Indicative dates for the delisting process

The following table sets out the indicative timetable for the delisting of NZO from ASX. Unless otherwise indicated, all dates are Sydney, Australia dates.

24 May 2016

Suspension Date — Effective date of suspension in trading of NZO ordinary shares on ASX.

Please note that you will not be able to trade your NZO shares on ASX after close of trading on this date.

31 May 2016

Delisting Date — Effective date of removal of NZO from the official list of ASX.

1 June 2016

Transfer in Shareholding — Occurs between the Company's Australian register and New Zealand register by opening of trading on 1 June 2016.

We will notify you by announcement to ASX if there are any changes to this timetable.

Impact on NZO following delisting from ASX

Following NZO's removal from the official list of ASX, shareholders will not be able to trade shares in NZO on ASX. However:

- NZO will remain incorporated in New Zealand, and will continue to be subject to the relevant corporate and securities laws of New Zealand as well as the rules and regulations of the Financial Markets Authority [New Zealand];
- ordinary shares in NZO will continue to be listed on NZX and will continue to be subject to the NZX Listing Rules; and
- copies of NZO's market releases and other relevant corporate information will continue to be available at www.nzog.com.

Options for shareholders on delisting of NZO from ASX

Shareholders will have the following options with respect to their shareholdings in conjunction with the delisting of NZO from the official list of ASX. Please consider the implications of each option below and consult with your financial or tax advisor.

Option 1 **Sell your shareholdings on ASX before close of trading on the Suspension Date**

You can sell your shares on ASX at any time prior to close of trading on the Suspension Date (being 24 May 2016) as you may have previously done (ie, by contacting your broker or financial advisor, or through an online share trading platform).

After close of trading on the Suspension Date, you will **not** be able to sell your shares on ASX.

No new trades will be processed in the period between the close of trading on the Suspension Date and the Delisting Date. This period will be used to settle pre-existing trades.

If you elect to sell your shares on the ASX prior to close of trading on the Suspension Date, you will be responsible for any costs associated with the sale of your shares as is customary, including any broker commission.

Option 2 **Retain your shareholding – your shareholding will be transferred from the Australian to New Zealand register if you do nothing**

If you wish to retain your NZO shareholding, simply do nothing. In that case, after the Delisting Date, shareholdings remaining on the Company's Australian register will be transferred to the Company's New Zealand register.

You are not required to do anything to facilitate the transfer of your shares between the two registers. There is no fee payable for the transfer. The Company's share register manager, Computershare, will send you a holding statement shortly after the transfer occurs.

Once this occurs, you will be able to trade your Company shares on the NZX by contacting an Australian broker licensed to trade on NZX or a New Zealand broker directly. A list of NZX participants that can assist with the sale of your shares can be found at https://nzx.com/investing/find_a_participant by clicking on the 'Securities' tab.

You will be responsible for any brokerage fees, personal income tax or capital gains tax and other costs that may be related to the sale of shares on NZX.

Should you have any questions related to this option, please contact Computershare on 1800 501 366 (within Australia) or +61 3 9415 4083 (overseas) between 8.30am and 5.00pm (Sydney time).

Further Information

If you have any queries regarding the delisting of NZO from ASX, please contact Computershare on 1800 501 366 (within Australia) or +61 3 9415 4083 (overseas) between 8.30am and 5.00pm (Sydney time).

You may also contact Michael Dunn, Investor Relations, at NZO in New Zealand on +64 4 495 2423 or Michael.Dunn@nzog.com.

Delisting Questions

Delisting

What is delisting?

Delisting is the process by which NZO is removed from the official list of ASX.

This means that if you hold ordinary shares in NZO after its delisting you will no longer be able to trade them on ASX.

Will this affect ordinary shares in the Company?

No. NZO's ordinary shares will continue trading on NZX. NZO will only be delisted from the ASX.

Why is NZO delisting from the ASX?

Having been admitted to the official list of ASX on 27 April 1989, the Company currently maintains a standard dual-listing on ASX and NZX.

The Board of NZO has noted that trading in the Company's shares on ASX consistently suffers from poor liquidity and low daily trading volumes. Between 2 March 2015 and 29 February 2016, the average daily volume was 13,849 shares and the stock did not trade [zero volume] for 98 days. The NZX listing for the same period recorded average daily volumes of 245,935 shares and the stock did not trade on 9 days.

Consistent with other recently announced initiatives to reduce costs, the Board also considers that the ongoing listing fees and effort spent to ensure compliance with the ASX Listing Rules, outweighs the benefits of continuing to be listed on ASX.

Accordingly, the Board no longer considers the ASX listing to be efficient or in the best interests of the Company.

How long can I still trade my ordinary shares on ASX?

You may trade your ordinary shares on ASX until trading is suspended which will be at the close of trading on 24 May 2016.

When will NZO be delisted?

NZO will be officially removed from ASX on 31 May 2016 but the last day for trading shares on ASX will be 24 May 2016.

Options for shareholders

What are my options now (before delisting from ASX)?

1. Sell your shareholdings on ASX before close of trading on the Suspension Date:

You can sell your shares on ASX at any time prior to close of trading on the Suspension Date [being 24 May 2016] as you may have previously done [ie, by contacting your broker or financial advisor, or through an online share trading platform].

After close of trading on the Suspension Date, you will **not** be able to sell your shares on ASX.

No new trades will be processed in the period between the close of trading on the Suspension Date and the Delisting Date. This period will be used to settle pre-existing trades.

If you elect to sell your shares on the ASX prior to close of trading on the Suspension Date, you will be responsible for any costs associated with the sale of your shares as is customary, including any broker commission.

2. Retain your shareholding – your shareholding will be transferred from the Australian to New Zealand register if you do nothing:

If you wish to retain your NZO shareholding, simply do nothing. In that case, after the Delisting Date, shareholdings remaining on the Company's Australian register will be transferred to the Company's New Zealand register.

You are not required to do anything to facilitate the transfer of your shares between the two registers. There is no fee payable for the transfer. The Company's share register manager, Computershare, will send you a holding statement shortly after the transfer occurs.

Once this occurs, you will be able to trade your Company shares on the NZX by contacting an Australian broker licensed to trade on NZX or a New Zealand broker directly. A list of NZX participants that can assist with the sale of your shares can be found at https://nzx.com/investing/find_a_participant by clicking on the 'Securities' tab.

You will be responsible for any brokerage fees, personal income tax or capital gains tax and other costs that may be related to the sale of shares on NZX.

Should you have any questions related to this option, please contact Computershare on 1800 501 366 [within Australia] or +61 3 9415 4083 [overseas] between 8.30am and 5.00pm [Sydney time].

What do I have to do to transfer my shareholdings from the Company's Australian register to the New Zealand register?

Nothing. The transfer will occur automatically.

The Company's share register manager, Computershare, will send you a holding statement shortly after the transfer occurs.

How much does it cost to transfer my shareholding from the Company's Australian register to the New Zealand register?

There is no fee payable by you for the transfer.

How do I sell my shares in NZO on NZX?

Once your shares are transferred from the Australian to New Zealand register, you will be able to trade your Company shares on the NZX by contacting an Australian broker licensed to trade on NZX or a New Zealand broker directly. A list of NZX participants that can assist with the sale of your shares can be found at https://nzx.com/investing/find_a_participant by clicking on the 'Securities' tab.

You will be responsible for any brokerage fees, personal income tax or capital gains tax and other costs that may be related to the sale of shares on NZX.

Options for shareholders - General

Which option is the best?

This is dependent on your circumstances and the circumstances of the market at the time of the option election.

You should consider obtaining financial advice based on your individual circumstances before deciding which option you should select.

Will ordinary shares in NZO continue to trade after delisting from ASX?

NZO will remain incorporated in New Zealand and will continue to be subject to the relevant corporate and securities laws of New Zealand as well as the rules and regulations of the Financial Markets Authority [New Zealand].

Ordinary shares in NZO will continue to be listed on NZX and will continue to be subject to the NZX Listing Rules.

Copies of NZO's press releases and other relevant corporate information will continue to be available at www.nzog.com.

NZO contacts

Who can I speak to at NZO in relation to the delisting?

Please call or email Michael Dunn, Investor Relations, at NZO in New Zealand on +64 4 495 2423 or Michael.Dunn@nzog.com.
