



Exoil Limited

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FIRST COURT APPROVAL FOR SCHEME MEETINGS

Exoil Limited (**NSX Code: EXX**) (**Exoil** or **Company**) advises that the Supreme Court of Victoria (**Court**) has given its consent for the Company to convene meetings of its Shareholders and Optionholders in order for them to consider the proposed schemes of arrangement (**Schemes**) as detailed in the Scheme Booklet that is released in conjunction with this announcement.

The proposed Schemes were first announced on 7 March 2011.

Under the Schemes and related meetings, the Non-Associated Shareholders (being all Exoil shareholders other than Mr EG Albers and his Associates) and all the Exoil optionholders approve the cancellation of their Exoil shares and options and, in return, receive shares and options issued by Moby Oil & Gas Limited (**Moby**) (**ASX Code: MOG**).

The Schemes, and the Moby farmin referred to below, are subject to receipt of all necessary regulatory approvals.

The Schemes are also conditional on Moby entering into a farmin agreement in relation to the WA-359-P permit and that all approvals for such farmin are obtained. The proposed farmin by Moby, under which Moby would earn 95% of Exoil's current 30% participating interest in WA-359-P (a net 28.5%), is conditional on Moby obtaining approval of its members to that farmin.

Summary Details of the Schemes

The Share Scheme is between Exoil and its Members under which all the Non-Associated Shareholders (being all the shareholders other than Mr EG Albers and his Associates) will have their Exoil shares cancelled and receive 1.35 new Moby shares for every Exoil share held. The effect of this Scheme will be that, on implementation, Exoil will be wholly owned by Mr Albers and his Associates; while the Non-Associated Shareholders will cease to be Exoil shareholders, but will become Moby shareholders.

Under the Option Scheme, all Exoil optionholders will have their options cancelled and receive 1.35 new Moby options for every Exoil option cancelled. The options are proposed to be exercisable on or before 30 June 2013 at an exercise price of \$0.12 (12 cents) each.

Should the Schemes be approved, Exoil will be delisted from NSX.

As noted above, complete details of the Schemes are contained in the Scheme Booklet that is released in conjunction with this announcement and will now be distributed to the Exoil shareholders and optionholders in accordance with the Court Order.

The two Scheme meetings, a general meeting of the Members of Exoil (to approve the Moby farmin and cancellation of the shares held by the Non-Associated Shareholders) and a class meeting (where the Non-Associated Shareholders confirm the cancellation of their Exoil shares) will both be held on 5 May 2011.

The Company will make further announcements as and when these proposals progress through each relevant stage.

On behalf of the Board
EXOIL LIMITED

A handwritten signature in black ink, appearing to read 'J.G. Tuohy', written over a light grey circular stamp.

J.G. TUOHY
Company Secretary

4 April 2011