InterOil Corporation

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Wayne Andrews – V.P. Capital Markets

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Cautionary & Forward-Looking Statements

This presentation includes "forward-looking statements" as defined in United States federal and Canadian securities laws. All statements, other than statements of historical facts, included in this presentation that address activities, events or developments that the Company expects, believes or anticipates will or may occur in the future are forward-looking statements. In particular, this presentation contains forward-looking statements pertaining to business plans and strategies, estimated characteristics of the Antelope-1 & 2 discovery, exploration prospects, proposed development of a liquified natural gas processing facility (including design conclusions, costs, timing of development, economics of the facility and ownership of such facility, timing of first cargo and completion costs), farm-in process on the Elk and Antelope fields, the proposed sale of up to 35% working interest in the Elk and Antelope resources, operations in the proposed LNG plant and LNG offtake agreements, and exploration and development activities including, potential resource revisions, proposed seismic program, horizontal drilling, acquiring a second drilling rig, bolt-on acquisitions for mid- and downstream infrastructure. These statements are based on certain assumptions made by the Company based on its experience and perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate in the circumstances. No assurances can be given however, that any of these events will occur. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the Company, which may cause our actual results to differ materially from those implied or expressed by the forward-looking statements. Some of these factors include the inherent uncertainty of oil and gas exploration activities; the availability and cost of drilling rigs, oilfield equipment, and other oilfield exploration services; the Company's ability to finance the development of its LNG facility; the Company's ability to timely construct and commission the LNG facility; turmoil in the financial and capital markets; political, legal and economic risks in Papua New Guinea; landowner claims; weather conditions and unforeseen operating hazards; the impact of legislation regulating emissions of greenhouse gases; and the risk factors discussed in the Company's filings with the Securities and Exchange Commission and SEDAR, including but not limited to those in the Company's Annual Information Form in the year ended December 31, 2009 and the MD&A for the period ended December 31, 2009, available at www.sec.com and www.sedar.com. Readers are cautioned that the foregoing list of factors that may affect future results is not exhaustive. The forward-looking statements contained in this presentation are made as of the date hereof and InterOil does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, except as required by applicable securities laws. The forward-looking statements contained herein are expressly qualified by this cautionary statement.

We currently have no reserves as defined in Canadian National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities. The Company includes in this presentation information that the SEC's guidelines strictly prohibit the Company from including in filings with the SEC. Investors are urged to consider closely the disclosure in the Company's Form 40-F, available from us at www.interoil.com or from the SEC at www.sec.com and Annual Information Form in the year ended December 31, 2009 on SEDAR at www.sedar.ca

All calculations converting natural gas to crude oil equivalent have been made using a ratio of six mscf of natural gas to one barrel of crude equivalent. BOE's may be misleading, particularly if used in isolation. A BOE conversion ratio of six mscf of natural gas to one barrel of crude oil equivalent is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead.

Cautionary & Forward-Looking Statements

Contingent resources referred to in this presentation are those quantities of petroleum estimated, as of a given date, to be potentially recoverable from known accumulations using established technology or technology under development. There is no certainty that it will be commercially viable to produce any portion of the resources. These resource estimates are not classified as reserves primarily due to lack of marketing infrastructure, further project application, facility and reservoir design work. There is no guarantee that all or any part of the estimated resources will be recovered. Although a final project has not yet been sanctioned, pre - Front End Engineering and Design (FEED) studies are ongoing for LNG and condensate stripping operations as options for monetization of the gas and condensate. The proposed LNG plant will consist of a 220 mile pipeline from the Elk/Antelope field to the plant which is to be located adjacent to the InterOil refinery near Port Moresby. An export terminal will also be constructed at the LNG plant. However, commerciality of any monetization project has not been implemented for the purposes of deriving the resource estimates.

The accuracy of resource estimates are in part a function of the quality and quantity of the available data and of engineering and geological interpretation and judgment. Other factors in the classification as a resource include a requirement for more delineation wells, detailed design estimates and near term development plans. The size of the resource estimate could be positively impacted, potentially in a material amount, if additional delineation wells determined that the aerial extent, reservoir quality and/or the thickness of the reservoir is larger than what is currently estimated based on the interpretation of the seismic and well data. The size of the resource estimate could be negatively impacted, potentially in a material amount, if additional delineation wells determined that the aerial extent, reservoir quality and/or the thickness of the reservoir are less than what is currently estimated based on the interpretation of the seismic and well data.

The “low” estimate of contingent resources set forth in this presentation is considered to be a conservative estimate of the quantity that will actually be recovered. It is likely that the actual remaining quantities recovered will exceed the low estimate. If probabilistic methods are used, there should be at least a 90 percent probability (P90) that the quantities actually recovered will equal or exceed the low estimate. The “best” estimate is considered to be the best estimate of the quantity that will actually be recovered. It is equally likely that the actual remaining quantities recovered will be greater or less than the best estimate. If probabilistic methods are used, there should be at least a 50 percent probability (P50) that the quantities actually recovered will equal or exceed the best estimate. The “high” estimate is considered to be an optimistic estimate of the quantity that will actually be recovered. It is unlikely that the actual remaining quantities recovered will exceed the high estimate. If probabilistic methods are used, there should be at least a 10 percent probability (P10) that the quantities actually recovered will equal or exceed the high estimate. Marketable gas estimates exclude CO_2, shrinkage and gas used for fuel.

InterOil Investment Highlights

Increased Resource estimate on Elk and Antelope fields

- 2009 YE Best Case estimate of 8.2 Tcf and 156.5 MMBC gross contingent resources

Condensate stripping project JV with Mitsui

- FEED underway, FID anticipated by March 31, 2011
- Option for up to 5% in Elk and Antelope resource

Proposed LNG project with first cargo est. at 2015

- Asset monetization agreement (up to 25% interest in resource) with LNG partners anticipated by year-end.

Strong balance sheet

- Debt-to-total capitalization ratio 10%
- $57.2 million in cash at June 30, 2010

Experienced management team

- 15 years in PNG, major oil company experience and independent LNG experience

Potential joint ventures:

- Liquefied natural gas (LNG) plant with LNG off-take
- Elk and Antelope development
- Exploration joint ventures

World class hydrocarbon province

- 40 identified exploration prospects
- 80% of Eastern Papuan basin

InterOil Has A Track Record of Achievement With Investment Upside

InterOil was formed in 1997 - Vision to create an integrated energy company

Exploration licenses signed under incentive program - 2003

- Elk-1 discovery of Elk fault block – 2006
- Elk-4 discovery of Antelope fault block – 2008
- Antelope-1 discovery of Antelope reef – 2009
- Third-party certified resource estimate – 2009 – over 3.8 Tcfe ~ 630 mmBOE
- Antelope-2 delineation 2.3 mile stepout – 2009
- Third-party certified resource estimate – 2010 – over 9.1 Tcfe ~ 1.52 BBOE
- Antelope-2 horizontal confirms higher CGR – 2010 – 20.4 Bbls/MMcf

Refinery commissioned in 2004, Mechanical completion - 2006

- Completed refinery project agreement
- Secured land rights - harbor rights
- Secured Overseas Private Investment Corp. financing

Distribution asset acquisitions lever refinery - 2003/2005

Condensate Stripping Project JV agreement with Mitsui & Co. Ltd.

- Preliminary works agreement to fund FEED - 2010
- JV Operating Agreement and 5% option - 2010

Near-term objectives build on track record of success

- Completion of FEED and FID on early condensate project
- Completion of LNG Project strategic partnering process, including asset monetization through sale of up to 25% interest in Elk and Antelope fields

Mid-term opportunities provide long-term growth potential

- 40 identified exploration prospects
- LNG first cargo 2015

InterOil Successfully Completed Milestones

May ‘97 – InterOil Corporation incorporated

Apr ‘04 - Acq of BP downstream assets completed

Feb ‘05 - Announced $125 million Indirect Participation interest

Oct ‘06 – Completes acquisition of Shell Distribution assets

May ‘08 – Gas and Liquids discovery at Antelope structure, Private placement of $ 60m, and $95m debenture offering

1997 2001 2003 2004 2005 2006 2007 2008 2009 2010

Jun ‘01 - OPIC loan for $85 million approved to build refinery

Start of our exploration program in PNG.

Jan ‘05 – Practical completion of the refinery

Jun ‘06 – Gas and Gas Liquids discovery at Elk field.

Jul ‘07 - InterOil sign LNG Shareholders Agreement

Mar ‘10 - Third-party certified resource estimate over 9.1 Tcfe ~ 1.52 BBOE

$90 m $291m $637m $1.2b $502m $586m $894m $2.7b

Market Valuation of InterOil Corporation at certain listed milestones

Efficient Use of Capital Has Yielded A Valuable Asset

Description of the Financing Event (Upstream and LNG Development related only)	Month / Year of Financing Event	Amount Raised	Pre-Money Company Valuation
Indirect Participation Interest (Venture Capital)	July 2003	$12.2 million	$291 million
Subscription receipt offering (Equity raising)	August 2003	Canadian $69 million	$469 million
Indirect Participation Interest (Venture Capital)	February 2005	$125 million	$1.2 billion
Private Placement (Equity raising)	May 2008	$60 million	$555 million
Convertible debenture offering (Convertible Debt raising)	May 2008	$95 million	$555 million
Share issue (Equity raising)	June 2009	$70 million	$1.0 billion
Current Valuation	**August 2010**		**$2.8 billion**

Gross exploration and development costs incurred by InterOil – approximately $430 million

- Third-party certified resource estimate over 9.1 Tcfe ~ 1.52 BBOE[1]
- Low cost per unit of resource - $0.05 per Mcf
- Very effective use of capital by the Company

[1] **Please refer to the statement of resources in the company's Annual Information Form filed on www.sedar.com for additional disclosure.**

InterOil

InterOil Assets In Papua New Guinea

InterOil was formed in 1997 and has built a vertically integrated energy company with a market capitalization of $2.7 billion.

Operating Assets

- Downstream 17 depots/ terminals, 12 aviation sites and 56 service stations
- Refinery with a capacity of 36,000 barrel per day
- Corporate services with offices in Port Moresby

Developing Assets

- Proposed condensate stripping project 400mscf/day 9000 bbls day (FID Q1 2011)
- Proposed mid-size 2-3 mtpa land based/floating LNG plant (FID Q1 2011)
- Proposed LNG project 2 x 4 mtpa trains (FID Q4 2011)
- Upstream Elk/Antelope field with certified 2C 1.5MMBOE

Exploration Assets

- PPL236, PPL237, PPL238 covering 3.9 million square acres
- 40 identified prospects

InterOil Has Created Value With Upside Potential

InterOil is currently trading at approximately $0.50 per mcf

- IOC fully diluted market cap = $2.7B
- Best Case resource estimate YE-2009 = 9.1Tcfe
- IOC ownership of Elk and Antelope = 57.8% or 5.2Tcfe
- $2.7B/5.2Tcfe = $0.52/mcfe

Recent transactions of economically advantaged assets imply upside potential

Growth opportunities across the value chain

- Distribution of refined product
- Capacity utilization of refinery
- Proposed condensate stripping plant
- Proposed floating and/or land-based LNG plants
- Exploration potential on 3.9 million acres

InterOil Assets Located in a Cooperative Political Environment

Former Australian Territory – Gained Independence in 1975

- Strong relations with Australia - A$350 million annual aid
- Constitutional Monarchy
- Parliamentary Democracy, Member of Commonwealth

Positive Fiscal Policy

- 30% flat tax rate
- 2% landowner royalty
- Resource project protection

S&P Issuer Credit Rating – Stable Outlook

Petromin Partnership – PNG State Company

- PNG's National Oil, Gas and Minerals Co.
- 20.5% working interest

Official Languages: English and Pidgin

Main Religion – Christianity

2009 GDP US$8.3 billion

In December, 2009 the PNG National Government approved and signed the Company's Project Agreement for the construction of an LNG plant in Papua New Guinea.

Synergistic Business Segments Across The Value Chain

Exploration Portfolio
3.9 million acres

Midstream Portfolio - Refinery
K36bpd capacity

Downstream Domestic
Distribution

Proposed Condensate
Stripping Project

Proposed Midstream
LNG Project
25% Projected Economic Interest

Strategically Located and Postioned for Growth

Upstream Exploration Provides Long-Term Growth Potential

Operate 3.9 million acre onshore exploration license

40 identified drilling prospects

Assets secured at a time when Papua New Guinea was overlooked and under-explored

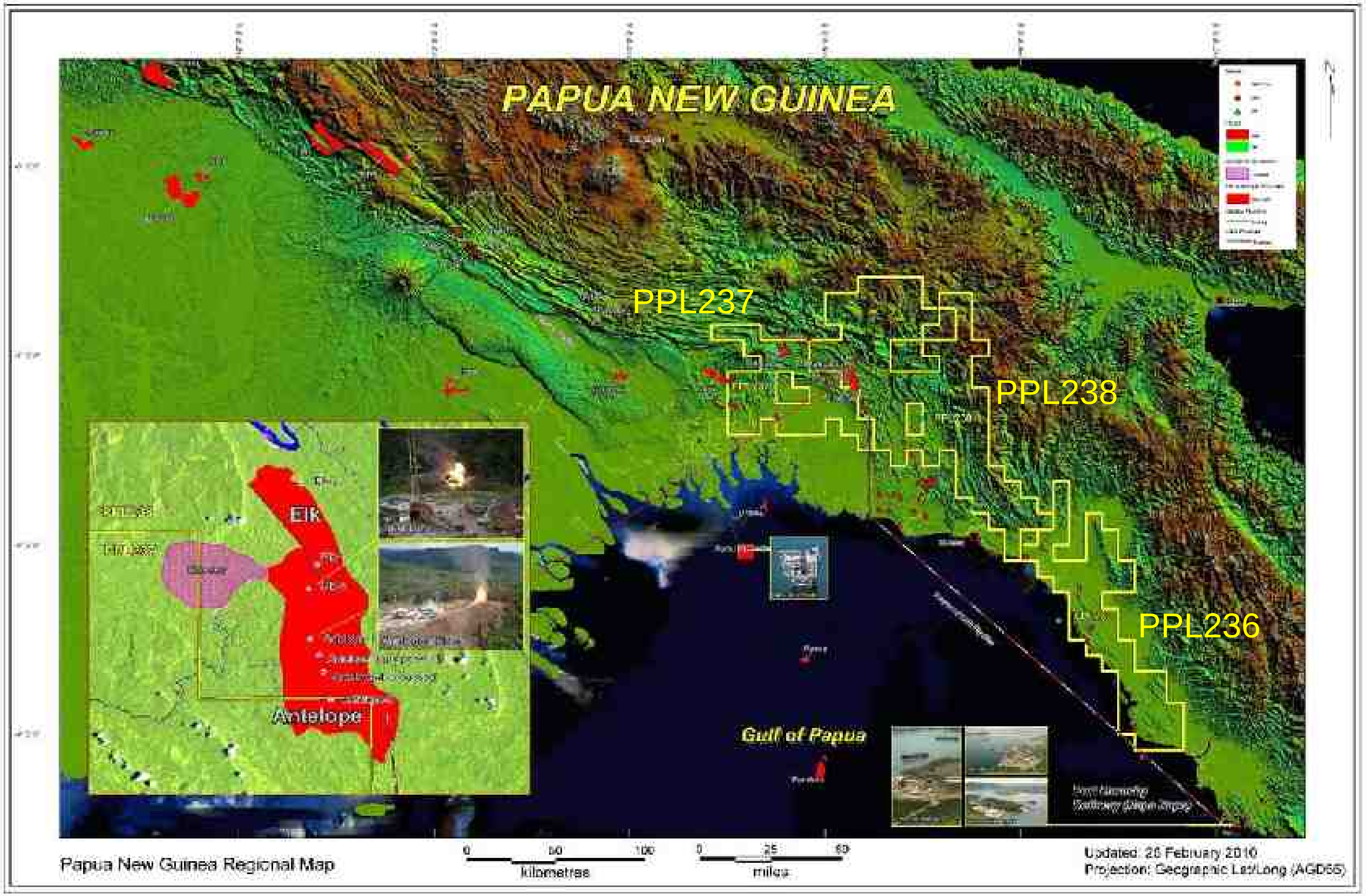
InterOil made the first significant new discovery in a frontier basin utilizing modern exploration technology

- Elk and Antelope gas fields
- Highly productive carbonate reservoir trend
- Significant upgrade in resource estimates potentially underpin single/two train LNG plant

Outstanding achievement accomplished in a short period of time, in a basin dominated by major oil companies for decades

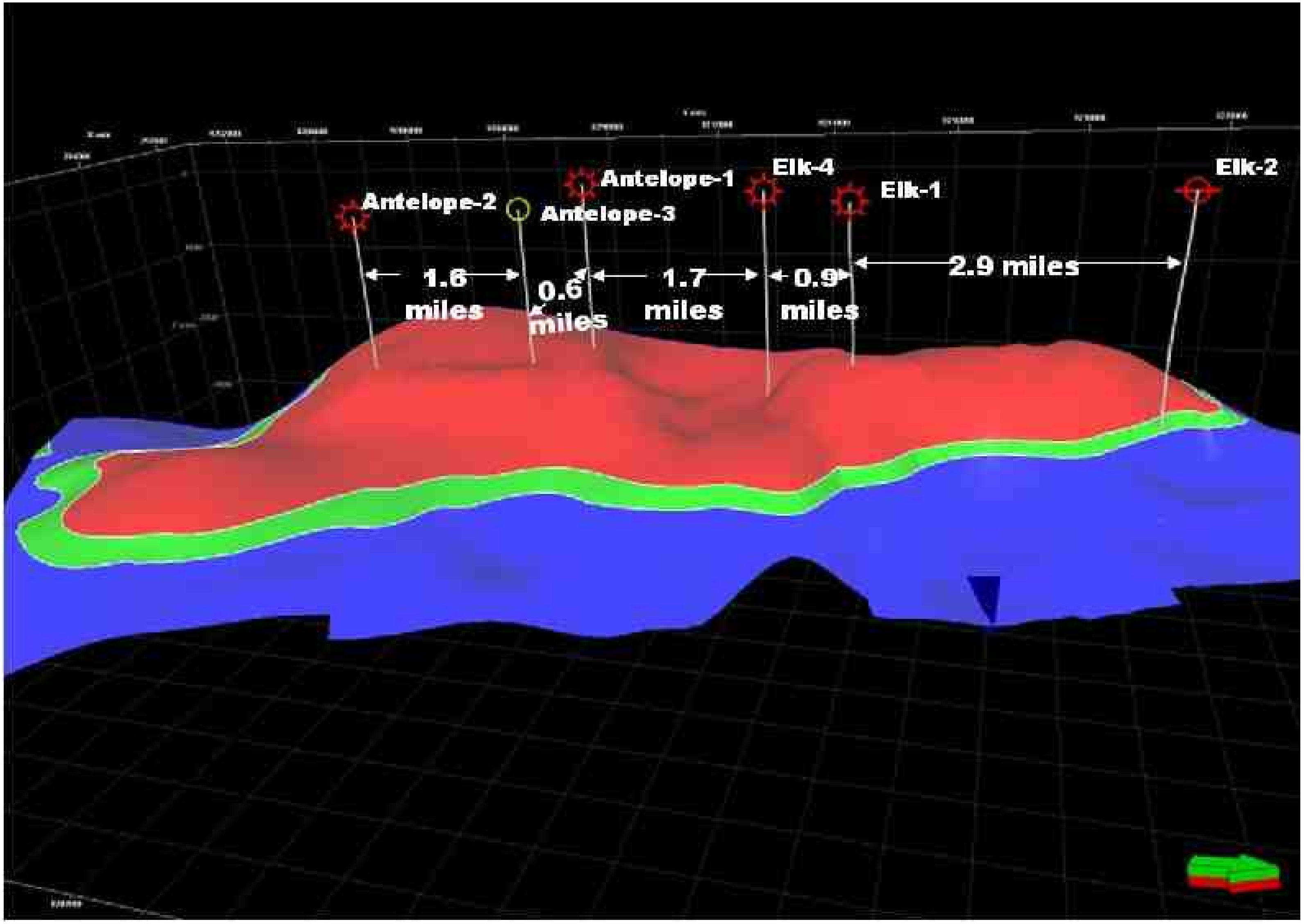
InterOil

World Class Hydrocarbon Province – InterOil's 3.9 Million Acres

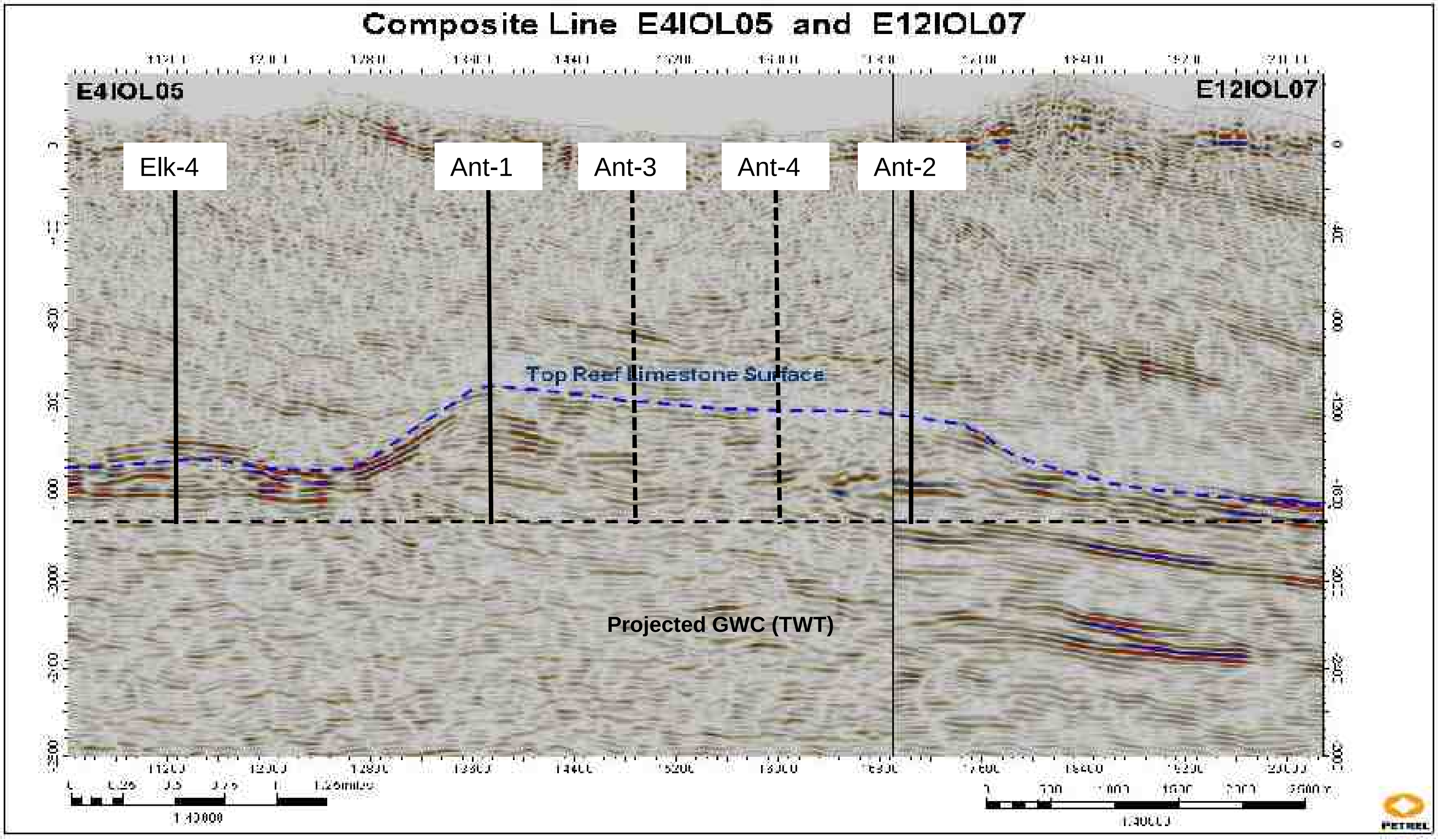


Source: Papua New Guinea Department of Petroleum & Energy

Additional Resource Potential On Flanks Of Elk and Antelope Field



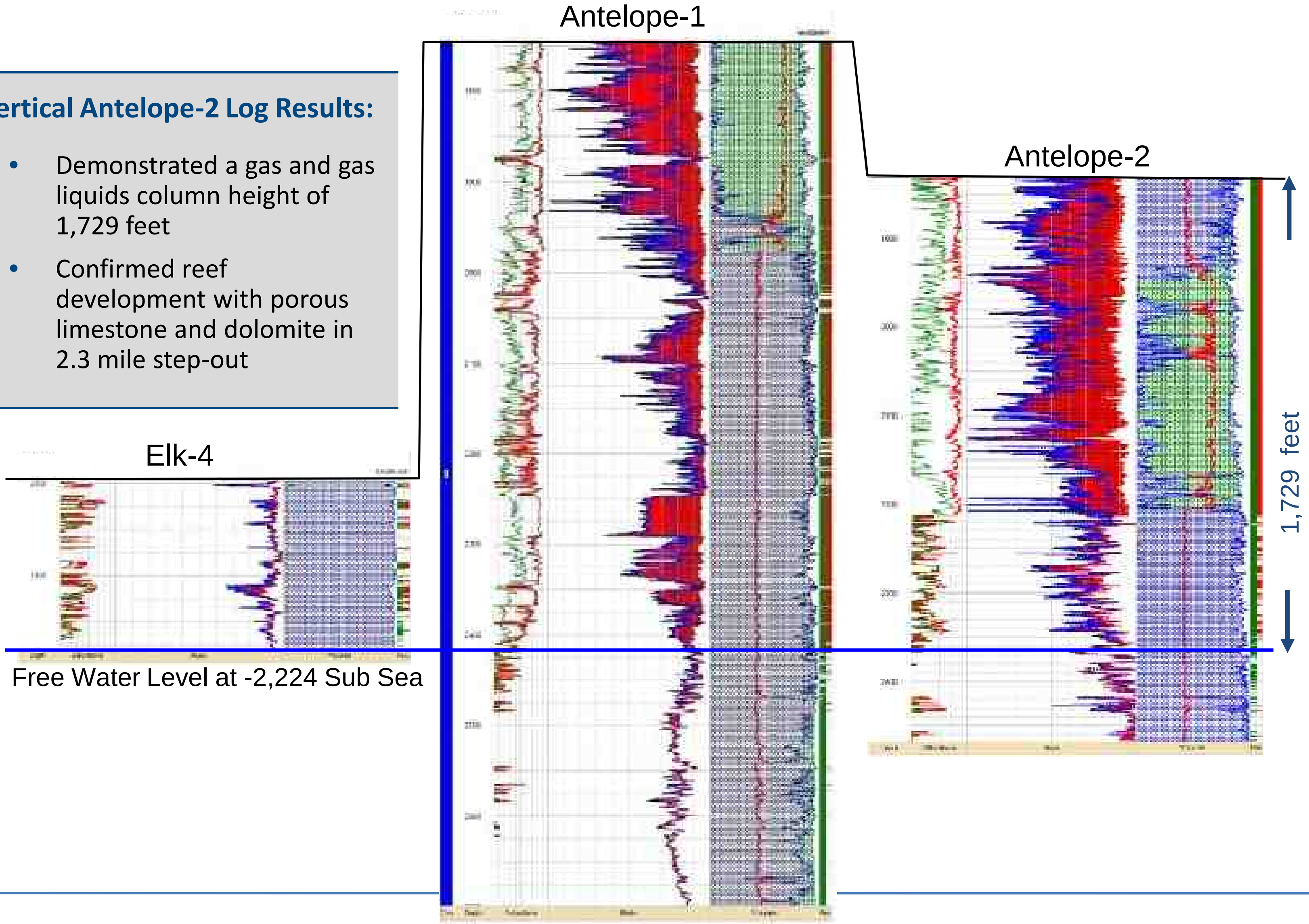
Antelope-1 and 2 Wells Confirmed Reef Development Observed On Seismic Data



Antelope-2 Well Confirmed Lateral Extent of Dolomitization

Vertical Antelope-2 Log Results:

- Demonstrated a gas and gas liquids column height of 1,729 feet
- Confirmed reef development with porous limestone and dolomite in 2.3 mile step-out



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Well Productivity Exceeds Proposed LNG Startup Requirements

Well	Gross Reservoir	Net Reservoir	Percent Pay	Production Tubing OD	Flow Test Natural Gas Condensate
Elk-1	620 Ft.	88 Ft.	14%	5.5 inch	102 MMcfd 510 BCPD
Elk-4	600 Ft.	166 Ft.	28%	4.5 inch	105 MMcfd 1,890 BCPD
Antelope-1	2,600 Ft.	2,277 Ft.	88%	7.0 inch	382 MMcfd 5,000 BCPD
Antelope-2*	1,224 Ft.	1,175 Ft.	96%	7.0 inch	705 MMcfd 11,200 BCPD

Antelope-2 and previous wells, have identified over 1.2 Bcf/d of productive capacity

The condensate ratio established in the lower section of the Antelope-2 reservoir further enhances the economics of the proposed condensate stripping facility

InterOil

Third Party Resource Estimate Elk and Antelope Structure

Gross Resource Estimate for Gas and Condensate

As At December, 31, 2009	Case		
	Low	Best	High
Initial Recoverable Sales Gas (Tcf)	6.19	8.18	9.94
Initial Recoverable Condensate (MMBbls)	117.1	156.5	194.7
Initial Recoverable MMBOE	1,148.8	1,519.8	1,851.4

Resource Estimate for Gas and Condensate – Net to InterOil*

As At December, 31, 2009	Case		
	Low	Best	High
Initial Recoverable Sales Gas (Tcf)	3.56	4.70	5.71
Initial Recoverable Condensate (MMBbls)	67.3	89.9	111.9
Initial Recoverable MMBOE	660.6	873.2	1063.6

*These estimates are based upon InterOil holding a 57.4751% working interest in the Elk and Antelope fields, which assumes that: (i) the State and landowners elect to participate in the Elk and Antelope fields to the full extent provided under applicable PNG oil and gas legislation after a PDL has been granted in relation to the Elk/Antelope field and (ii) all elections are made to participate in the Field by all investors pursuant to relevant indirect participation interest agreements with InterOil, including to participate fully and directly in the PDL.

An evaluation of the potential resources of gas and condensate for the Elk/Antelope field has been completed by GLJ Petroleum Consultants Ltd., an independent qualified reserves evaluator, as of December 31, 2009

The estimates presented are in accordance with the definitions and guidelines in the COGE Handbook and Canadian NI 51-101

Best Case estimate of 9.1 Tcfe gross (5.2 Tcfe net) and High Case estimate of 11.1 Tcfe gross (6.4 Tcfe net)

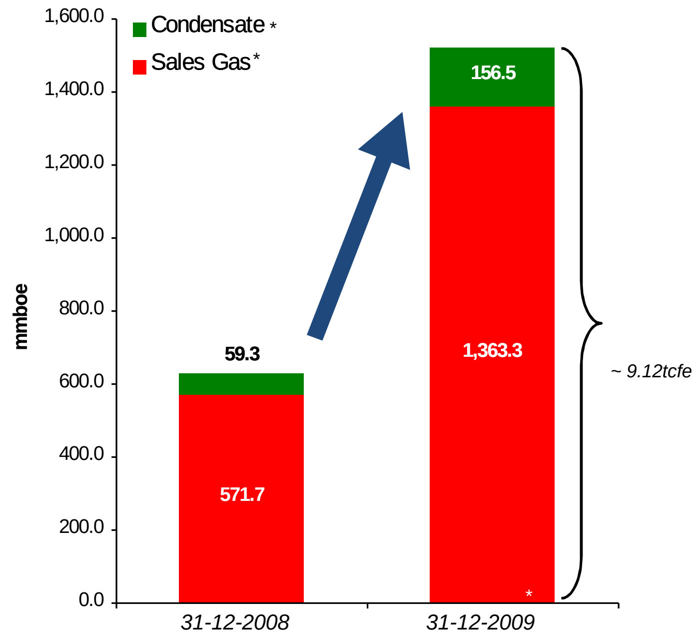
Upstream gross capital expenditures of $91.8 million add best case gross initial recoverable resources of 889 million barrels of oil equivalent, as estimated by GLJ Petroleum Consultants Ltd.

Please refer to the statement of resources in the company's Annual Information Form filed on www.sedar.com for additional disclosure.

Contingent resources are those quantities of natural gas and condensate estimated, as of a given date, to be potentially recoverable from known accumulations using established technology or technology under development, but which are not currently considered to be commercially recoverable due to one or more contingencies. The economic status of the resources is undetermined and there is no certainty that it will be commercially viable to produce any portion of the resources. The following contingencies must be met before the resources can be classified as reserves: 1) Sanctioning of the facilities required to process and transport marketable natural gas to market, 2) Confirmation of a market for the marketable natural gas and condensate, 3) Determination of economic viability. Although a final project has not yet been sanctioned, pre-FEED studies are ongoing for LNG and condensate stripping operations as options for monetization of the gas and condensate.

InterOil Added 889 MMBOE of Contingent Resources in 2009

	Case		
As at 31 December, 2009	**Low**	**Best**	**High**
Original Gas-In-Place (tcf)	9.65	11.03	12.54
Initial Recoverable Raw Gas (tcf)	6.87	9.08	11.04
Initial Recoverable Sales Gas (tcf)	**6.19**	**8.18**	**9.94**
Initial Recoverable Condensate (mmbbls)	117.1	156.5	194.7



*Resources are presented on a 2C basis
** 6 mmscf = 1 mboe

- InterOil organically increased the estimated contingent resources associated with the Elk & Antelope fields by 889 million barrels of oil equivalent in a single year
- Upstream gross capital expenditures of $91.8 million add best case gross initial recoverable resources of 889 million barrels of oil equivalent, for a cost of 2C contingent resource additions of approximately $0.10/BOE ($0.017/Mcfe)

*GLJ certification prepared in accordance with the Canadian Oil & Gas Evaluation Handbook and Canadian Securities Administrators National Instrument 51-101.

Antelope-2 Horizontal Results Exceed Objectives

Horizontal length reached a total of 3,066 feet (934 meters) from vertical well bore

Confirmed an increasing condensate-to-natural gas ratio (CGR)

Demonstrated dolomitization

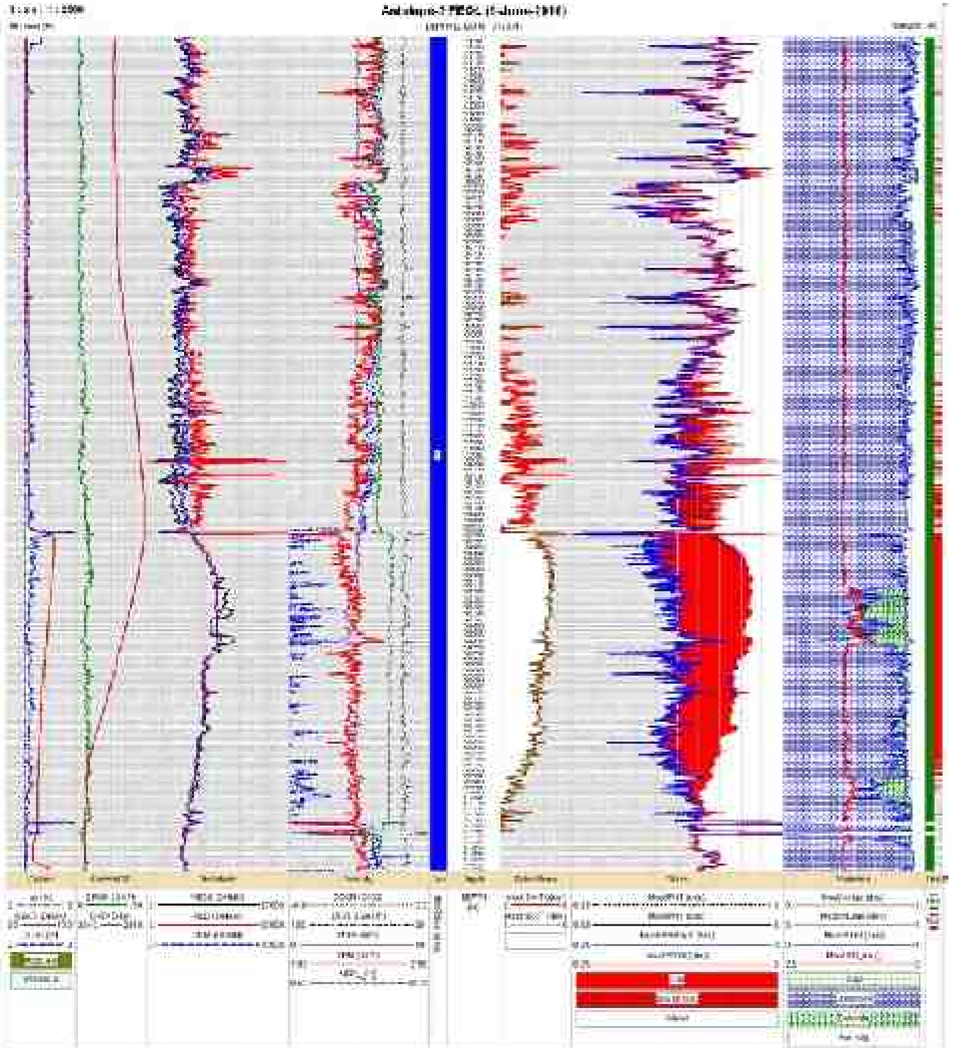
- Enhanced reservoir porosity

Higher porosity deeper in the reservoir than previously modeled

- Porosity of 11.1%, an 80% increase from the comparable zone in the vertical wellbore which averaged approximately 6.0 % in the comparable horizon

Assists the returns estimated for the condensate stripping project with our joint venture partner Mitsui & Co. Limited.

Antelope-2 Horizontal Confirms 20-21 Bbls/MMcf CGR



DST #5 flowed gas at a rate between 5.7 and 7.3 million cubic feet per day (MMcfd) through various choke sizes with no formation water produced.

The stabilized condensate-to-gas (CGR) ratio was approximately 20-21 barrels per million cubic feet (Bbls/MMcf) measured on a 48/64 inch choke.

This is a 21% to 27% increase in CGR from DST #1 which was performed at the top of the reservoir and reported on October 14, 2009 at 16.5 Bbls/MMcf.

The forward plan is to sidetrack from the current Antelope-2 horizontal wellbore and drill a second horizontal section up to 70 feet (21 meters) deeper in the reservoir to evaluate reservoir quality and further test the condensate ratio.

InterOil's Second Rig Has Arrived in PNG

Initiated modifications for jungle conditions

- Once in PNG the rig will be modified for jungle operations at Napa Napa

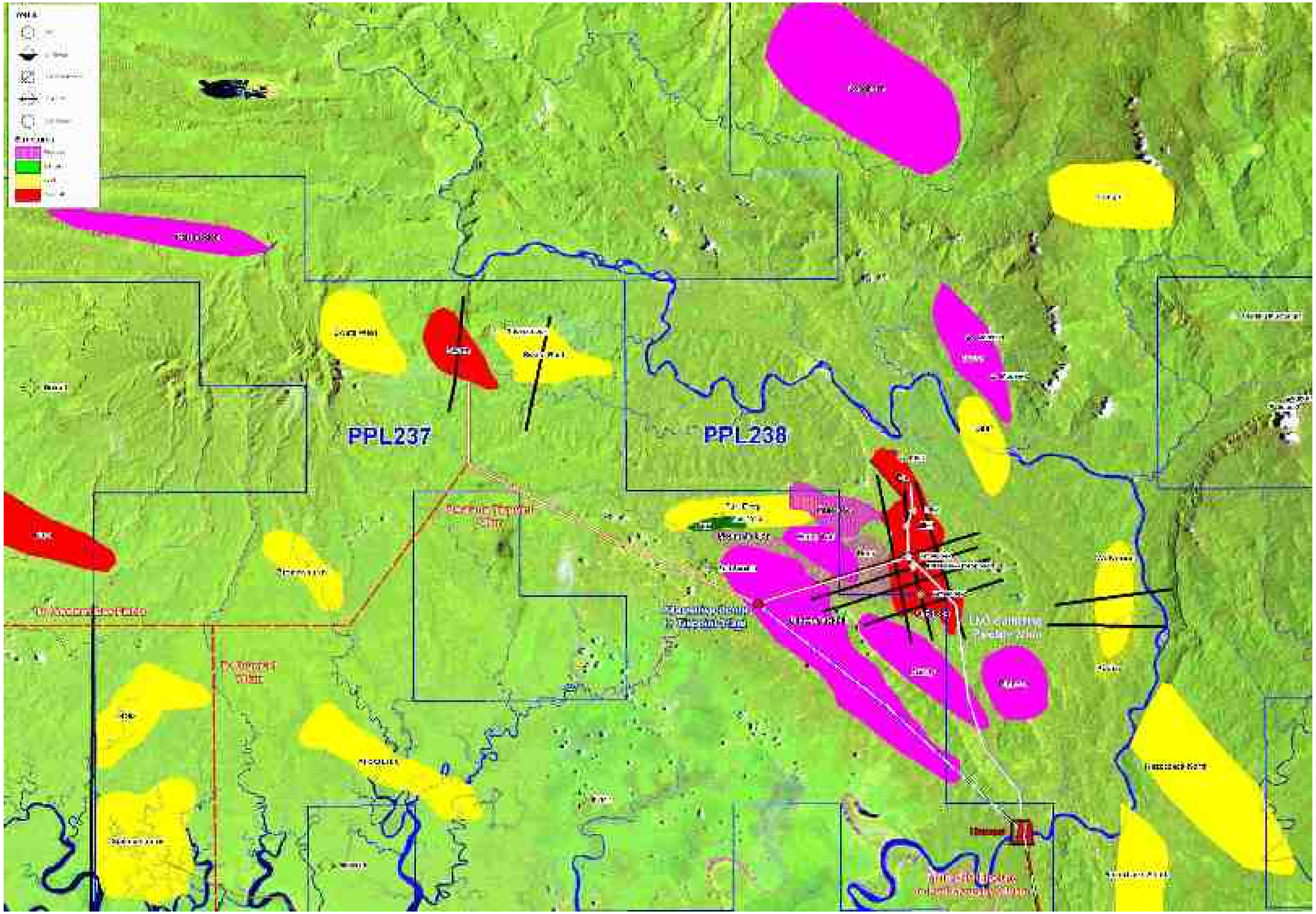
Timing subject to achievement of ongoing corporate objectives

- Completion of seismic acquisition program
- Prospect prioritization
- Funding for two rig program

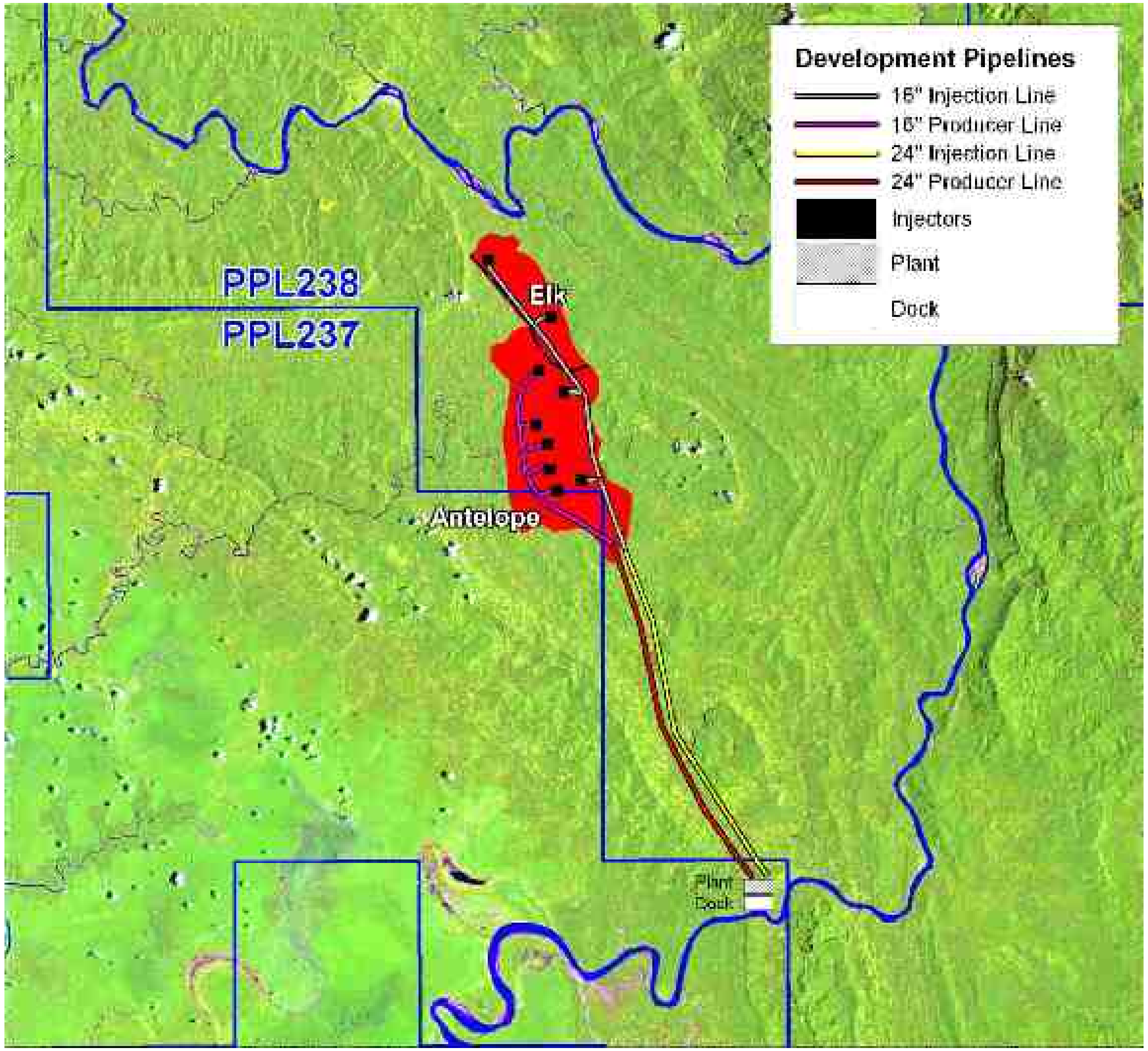
Forward Program

- Mobilizing the rig into the field near year-end 2010
- Continue exploration of prospect inventory

Surrounding Prospect Inventory to Fuel Long-Term Growth



Feasibility Study Indicates Economic Condensate Recovery Project



EDG Consulting Engineers were commissioned to evaluate early monetization of condensate from the Elk/Antelope field

InterOil committed to FEED with Mitsui &Co., Ltd on a proposed 400MMcfd plant for early condensate monetization (estimated to yield approximately 9,000 bbls per day)

The expected yield of 22.4 barrels of condensate per MMcf was based on the Elk-4 PVT analysis which field tested at 17 Bbls/MMcf.

Increased condensate yield as established, should result in significantly enhanced economics

InterOil

InterOil Executes JVOA and Option Deed with Mitsui & Co. Ltd.

On August 04, 2010, InterOil finalized a Joint Venture Operating Agreement ("JVOA") for the Company's proposed Condensate Stripping Plant ("CSP") with Mitsui & Co., Ltd. ("Mitsui").

- Under the JVOA, InterOil and Mitsui will each have a 50% ownership stake, before the State of Papua New Guinea's statutory right to acquire up to 22.5% in the CSP
- The capital cost for the CSP is currently estimated at $550 million
- Mitsui will be responsible for arranging or providing financing for the capital costs of the plant
- Dry gas may be reinjected into the reservoir for storage depending on the timing of the development of the proposed LNG Plant.

InterOil and Mitsui also executed an Option Deed to acquire interests of up to a 5% in the Elk and Antelope fields and in the liquified natural gas (LNG) Project

- After reaching final investment decision on the CSP, Mitsui has options to acquire interests of up to a 5% in the Elk and Antelope fields and in the liquified natural gas (LNG) Project on equal terms, yet to be determined, to those agreed with a future industry partner, as follows:
- 1) After mechanical completion of the CSP, Mitsui has a right to convert its contributed investment in the CSP into a 2.5% interest in the Elk and Antelope fields and the proposed LNG Plant.
- 2) Mitsui also has conditional rights under a separate call option to purchase an additional 2.5% interest in the Elk and Antelope fields and the proposed LNG Plant.

Final Investment Decision by the JVOA partners is expected by the end of March 2011

The CSP facilities are projected to be operational no later than mid-2013.

*There is no assurance definitive agreements will be completed as contemplated or that the proposed joint venture with Mitsui to develop the condensate stripping project will proceed.

Robust Economics Create a Competitive LNG JV Process

Current activities and objectives:

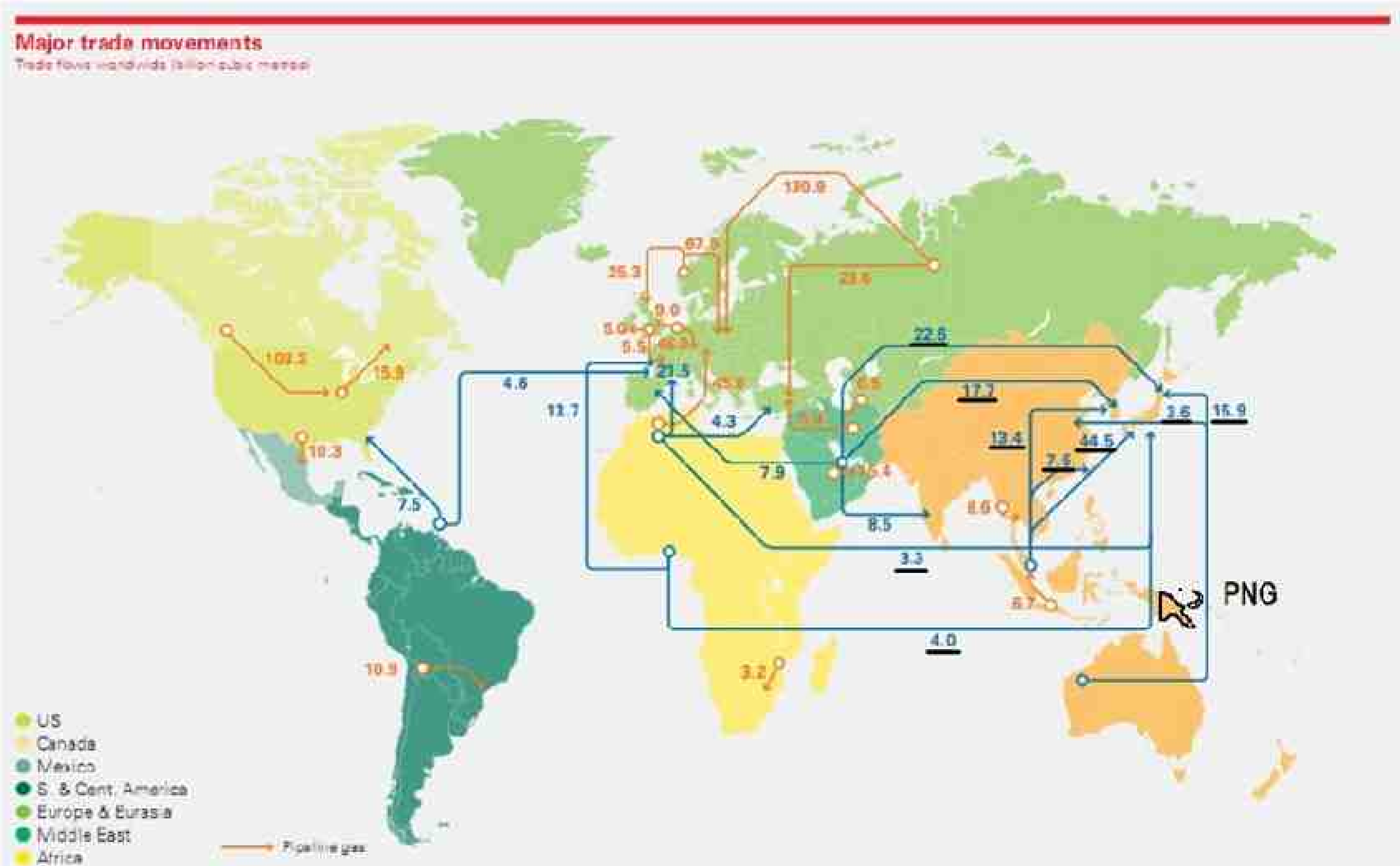
- Deliver a on time and on budget LNG project in PNG
- Project Agreement approved by PNG Government in December 2009
- Competitive economics compared with other Pacific Rim LNG projects

Engaged financial advisors to manage the sale of up to 35% working interest in the Elk/Antelope resources, operations in the LNG plant and LNG offtake agreements*

- Process underway with established timeline
- High interest levels from major oil companies, national oil companies and international utilities
- Expect agreement with JV partner, including resource monetization, by year-end 2010

*There is no assurance any sale will be completed or will be completed as contemplated

Papua New Guinea at Heart of World's Largest LNG Market



Source: BP Statistical Review 2009

Attractive Economics Relative to Asia-Pacific LNG Projects

Natural Gas Supply

- InterOil believes exploration wells (Elk and Antelope) indicate higher productivity than other wells in PNG
- Tests indicate 5-6% CO2
- InterOil anticipates 16-21 Bbls/MMcf of condensate in field tests
- Minimal pre-LNG processing requirements

Favorable Geography

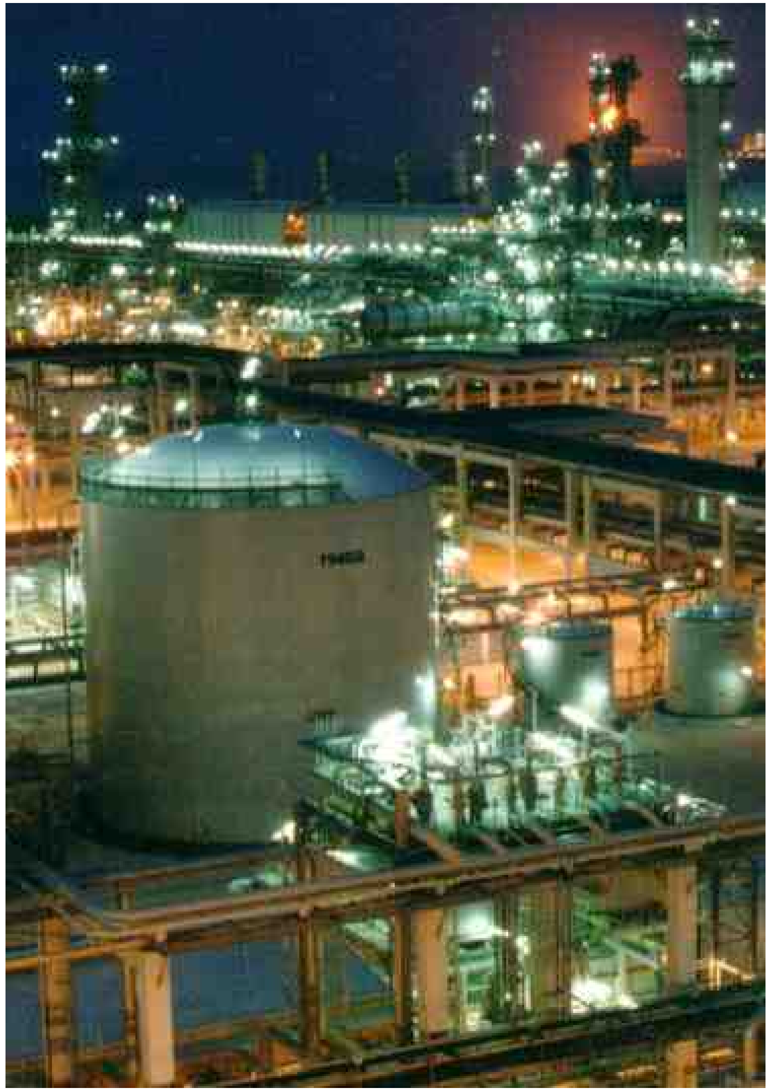
- Protected geographic region
- Onshore, near coast (75 Km)
- Close to largest global LNG market
- 220 miles to LNG Plant site

Existing Infrastructure

- Deep water harbor rights
- Jetty system
- Electricity, water, roadway and accommodations
- InterOil LNG plant and infrastructure costs estimated at roughly 1/2 of the nearby PNG LNG project

Fiscal Policy

- 30% flat tax rate
- No super profits tax
- Government resource project protection



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InterOil Controls the Largest Field in Papua New Guinea

	Oil Fields[1]		Gas & Condensate Fields[1]		
	Oil	Solution Gas	Condensate	Natural Gas	
	MMSTBO	BCF	MMBC	BCF	MMBOE
Elk & Antelope[2]			156.5	8,120	1,509.8
Hides			101.0	5,371	996.2
Kutubu	348.6	1,722			635.6
Angore			5.0	3,328	559.7
Juha[3]				2,100	350.0
Moran	110.0	206			144.3
Pandora				644	107.3
Barikewa				605	100.8
SE Gobe	43.5	176			72.9
Gobe main	28.2	132			50.2

[1] Estimate on 50% probability basis. Source PNG DPE 2007
[2] GLJ Resource Estimate (See additional disclosure on slide 19)
[3] Estimated from public data

InterOil Capitalizes on the Whole Value Chain

Oil, Natural Gas and Condensate Production

Exploration & Development

Separation and Transportation

Hydrocarbon Sales

LIQUID NIUGINI GAS LTD

LPG Export

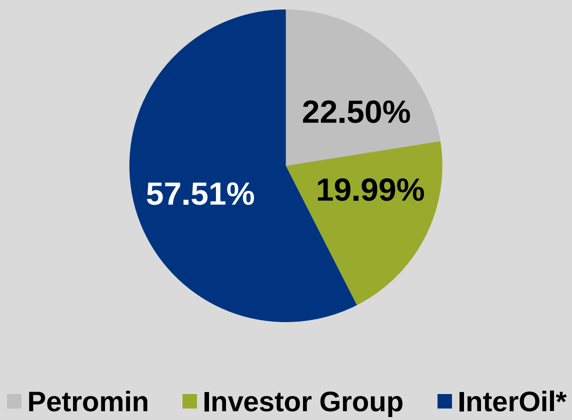
Commercial Consumption

Commercial Boundary

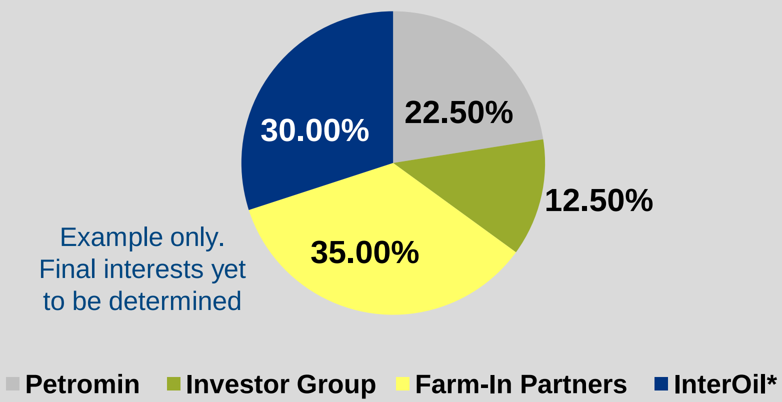
InterOil Poised to Achieve JV Partner Agreement

Upstream

Participating Interests Pre-Transaction*

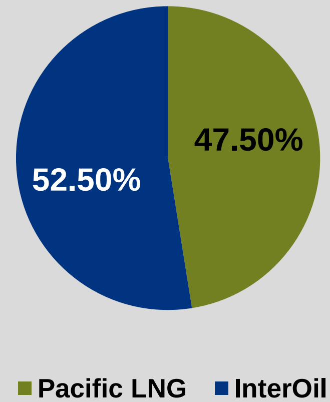


Participating Interests Post-Transaction*

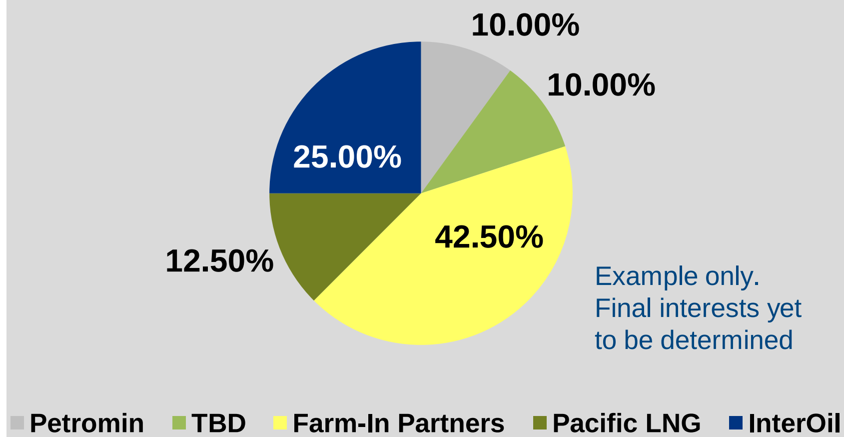


Midstream LNG

Participating Interests Pre-Transaction*

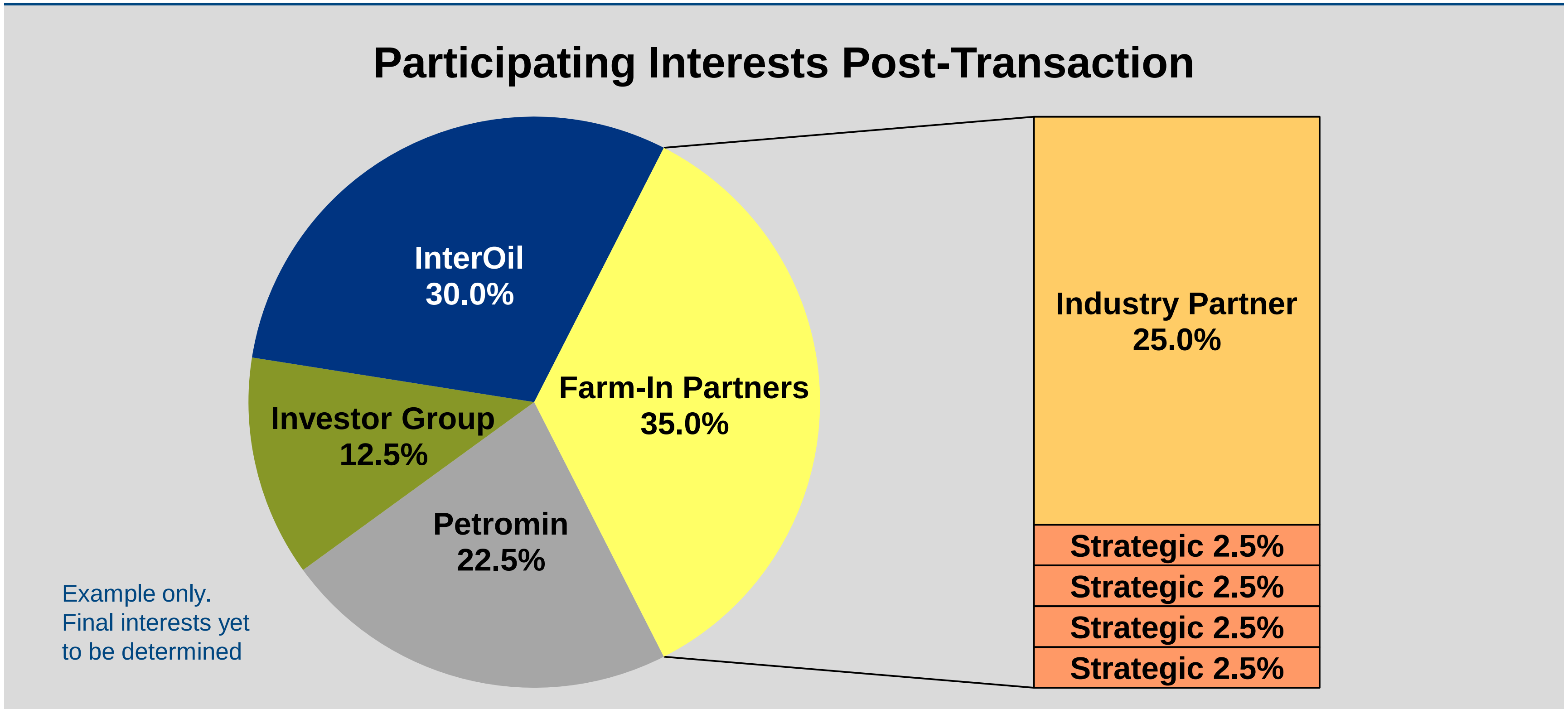


Participating Interests Post-Transaction*



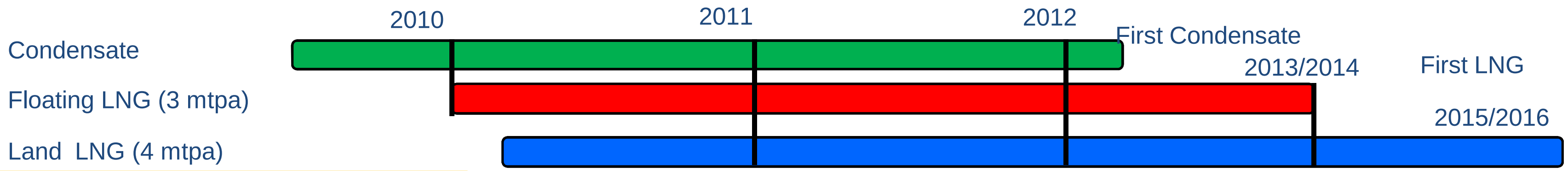
*55.67% Participating Interest assumes all IPWI Investors and the PNG Government elect to fully participate after a Production Development License has been granted.

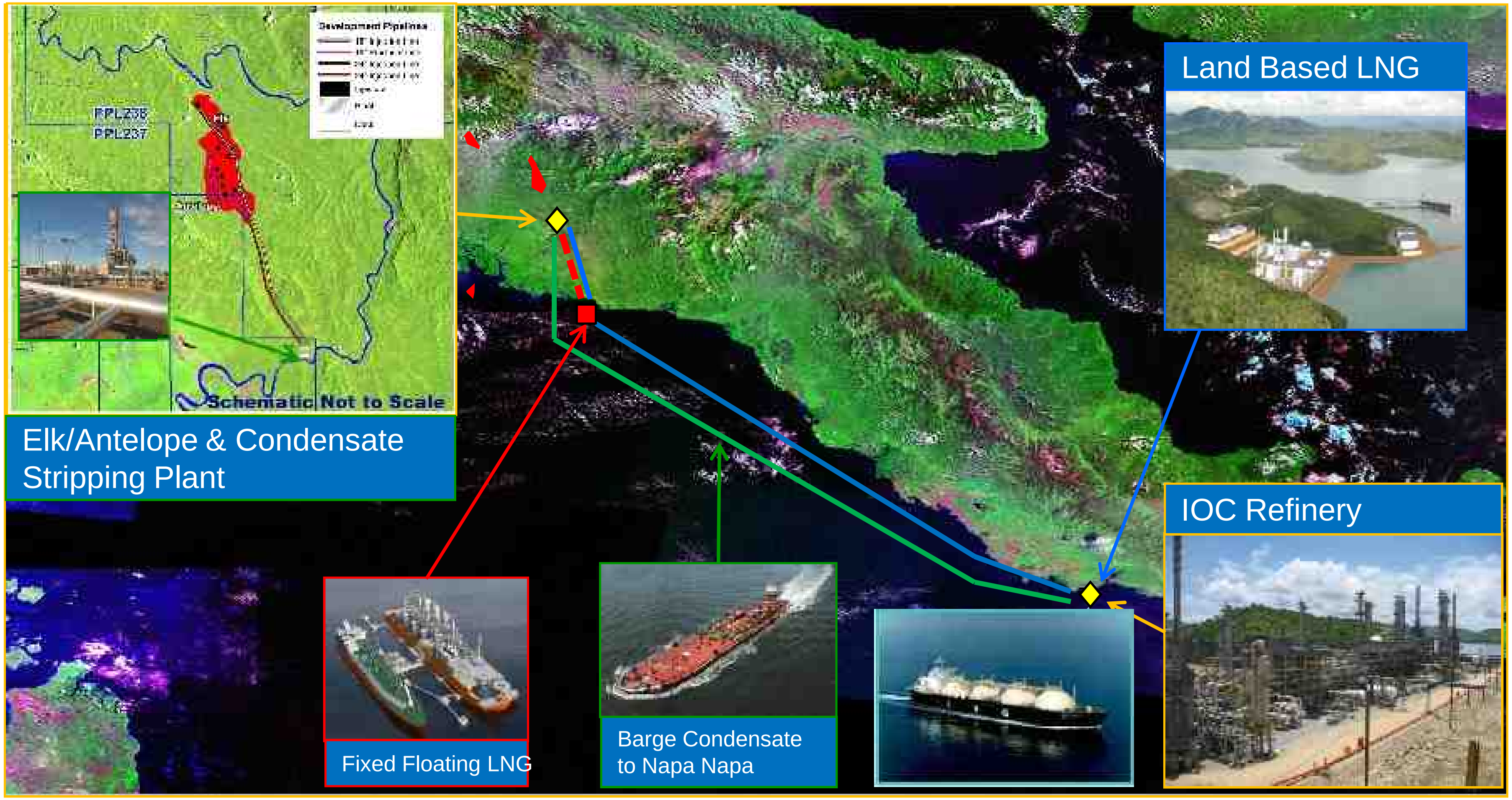
Proposed JV Partner Participating Interests



	Upstream	LNG Plant	LNG Off-take
Industry Partner	Up to 25%	Up to 25-50%	50%
Strategic Partner	Up to 10%	Up to 10%	50%

Proposed Timeline Based on LNG Partner Agreement by YE 2010





Brown Fields Site Leverages Existing Infrastructure for World Scale LNG Project

Profitable Refining Segment with Existing Spare Capacity

36,500 bpd capacity oil refinery

- Excess capacity for in-country growth
- Supplies domestic market
- Refinery strategically located – government leased land

Profitability enhancement opportunities

- Full integration with upstream operations
- Condensate processing improves high margin product yield
- Surrounding island nation export prospects

InterOil

Profitable Distribution with Domestic and Export Growth Potential

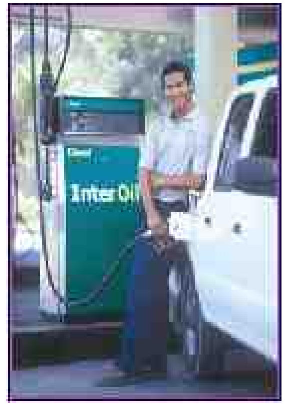
Largest distributor of fuel products in PNG

Strategic acquisitions to leverage InterOil's niche refinery

Owned and operated by InterOil:

- Distribution depots
- Seaboard terminals
- Trucking system
- Retail network

South Pacific islands expansion opportunities



Summary of Consolidated Quarterly Financial Results

Quarters ended ($ thousands except per share data)	2010		2009				2008	
	Jun-30	Mar-31	Dec-31	Sep-30	Jun-30	Mar-31	Dec-31	Sep-30
Upstream	1,349	998	1,027	1,011	660	611	487	698
Midstream – Refining	194,016	152,093	173,438	141,295	114,347	145,523	194,617	216,750
Midstream – Liquefaction	0	0	0	1	2	4	23	35
Downstream	119,300	109,687	118,270	107,712	85,472	78,572	128,540	172,528
Corporate	11,321	12,093	10,539	10,087	8,640	7,753	9,591	8,415
Consolidation entries	(100,637)	(96,052)	(93,971)	(86,509)	(60,625)	(70,801)	(114,691)	(134,695)
Sales and operating revenues	**225,349**	**178,819**	**209,303**	**173,597**	**148,496**	**161,662**	**218,567**	**263,731**
Upstream	(3,498)	(1,964)	574	(29,097)	(669)	(469)	(2,483)	231
Midstream – Refining	16,962	4,402	8,492	8,199	14,134	14,747	(13,976)	17,516
Midstream – Liquefaction	(3)	(563)	(1,200)	(2,119)	(1,379)	(2,361)	(2,501)	(1,570)
Downstream	7,060	4,492	4,391	6,542	4,150	3,241	(7,244)	610
Corporate	1,751	4,402	1,765	1,980	1,897	3,051	226	764
Consolidation entries	(7,384)	(5,910)	(4,884)	(4,092)	(278)	(7,285)	(2,865)	(737)
EBITDA (1)	**14,888**	**4,859**	**9,138**	**(18,587)**	**17,855**	**10,924**	**(28,843)**	**16,814**
Upstream	(7,943)	(6,182)	(3,626)	(31,392)	(2,382)	(2,133)	(4,003)	(1,039)
Midstream – Refining	12,056	(74)	18,070	3,762	9,624	10,350	(19,490)	12,660
Midstream – Liquefaction	(360)	(911)	(1,591)	(2,481)	(1,765)	(2,552)	(2,597)	(1,677)
Downstream	3,719	671	2,371	3,440	1,742	964	(5,901)	(886)
Corporate	1,796	3,544	3,036	1,602	(677)	349	(2,275)	(1,759)
Consolidation entries	(1,438)	(191)	1,047	(237)	2,894	(4,332)	37	1,928
Net profit/(loss)	**7,830**	**(3,143)**	**19,307**	**(25,306)**	**9,436**	**2,646**	**(34,229)**	**9,227**
Net profit/(loss) per share (dollars)								
Per Share – Basic	0.18	(0.07)	0.45	(0.60)	0.25	0.07	(0.96)	0.26
Per Share – Diluted	0.17	(0.07)	0.43	(0.60)	0.24	0.07	(0.96)	0.22

Includes $31.7 MM non-cash expense

Inventory revaluation

(1) Earnings before interest, taxes, depreciation and amortization is a non-GAAP measure and is reconciled to GAAP in the MD&A for year end 2009 filed on SEDAR and our website www.interoil.com

Strong Balance Sheet

	June 30, 2010	December 31, 2009
Cash, Cash Equivalents, Restricted Cash	$57.2	$75.8
Total Current Assets	$212.4	$208.1
Plant & Equipment, Oil & Gas Properties	$437.8	$393.5
Total Assets	$678.4	$631.8
Current Liabilities	$132.4	$93.5
Secured Loan (including current portion)	$49.3	$52.6
8% Convertible Subordinated Debenture	-	-
Total Liabilities	$224.8	$189.8
Shareholders Equity	$454.1	$441.9

Debt-To-Capital Ratio (Long term Debt/(Shareholders' equity + Long term Debt) was reduced to 10% at June 30, 2010

Secured debt and credit facilities in place for refinery and distribution assets and inventory, 2.5% of upstream resources collateralized for $25 Million credit facility

* Incomplete and abbreviated balance sheet, Investors are urged to consult the disclosure in the Company's Form 40-F, Annual Information Form, and MD&A discussion available from us at www.interoil.com or from the SEC at www.sec.gov or on SEDAR at www.sedar.com.

2010 Operating Goals

Reach early condensate FID and advance the development of liquid stripping plant to commercial operations

Continue development of the Elk/Antelope field

Prioritize prospect inventory with additional seismic data acquisition

Deploy second drilling rig

Select and transact with LNG JV investment partner

Of course, our overarching goal remains to continue driving value for our shareholders, continue supporting safe and efficient operations for our employees, and continue to be a good partner to those with whom we do business.

In Summary

Papua New Guinea is an under-explored frontier with world class assets strategically located on the doorstep of Asia

Proving significant hydrocarbon resource for a stronger LNG Joint Venture

- GLJ Petroleum Consultants Ltd. certified resources of 9.1 Tcfe gross best case
- Low F&D cost structure (2009 contingent resource additions at ~ $0.10-$0.15/bbl)
- Infrastructure advantages from refinery
- Early condensate project

Delivered significant value to shareholders over the last 12 months

- Resource additions to 8.2 Tcf and 156 million barrels
- Signing of Joint Venture Operating Agreement with Mitsui & Co., Ltd.
- Increased experience of condensate and LNG development project teams
- Strengthened balance sheet reducing debt to 10% of total capitalization

Participating in the full value chain generates major advantages which leverages company for exponential growth

InterOil has the assets and people to achieve our goals, generate superior growth, and drive shareholder value

Antelope-2 Flow Test December 1, 2009