

# Notice of 2014 Annual General Meeting



Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of Shareholders of Buru Energy Limited ABN 71 130 651 437 (the **Company** or **Buru**) will be held at the Perth Exhibition and Convention Centre, 21 Mounts Bay Road, Perth on Friday, 23 May 2014 commencing at 10.30am (Perth time).



## Explanatory note regarding the reporting date change

As announced on 21 February 2013, Buru has changed its financial year end from 30 June to 31 December, effective from 1 July 2013. Buru reported in respect of the twelve month financial year ended 30 June 2013 on 8 October 2013, and in respect of the 6 month period ended 31 December 2013 on 21 March 2014. Normal half and full year reporting periods will follow (for example, Buru will report its half year results for the six month period ending 30 June and its full year results for the 12 month period ending 31 December).

## BUSINESS

### A. CONSIDERATION OF REPORTS

To receive and consider the financial report of the Company, the Directors' report and the Auditor's report for the six month period from 1 July 2013 to 31 December 2013.

Shareholders can view the Company's annual report for the six month period ended 31 December 2013, which contains these reports, in the "Investor Centre" section on the Company's website (<http://www.buruenergy.com/asx-announcements/annual-reports/>).

The Company's auditor, KPMG (**Auditor**), will be present at the Meeting. The Chairman will give Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the Auditor's report;
- c. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d. the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by Shareholders that are relevant to the content of the Auditor's report or the conduct of the audit. A list of written questions, if any, submitted by Shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the AGM.

### B. ITEMS OF BUSINESS

#### 1. Re-election of Mr Graham Riley as Director

To consider and, if thought fit, pass the following as an ordinary resolution:

*"That Mr Graham Riley, who retires in accordance with the constitution of the Company and being eligible offers himself for re-election, be re-elected as a Director of the Company."*

#### 2. Adoption of remuneration report

To consider and, if thought fit, pass the following ordinary resolution:

*"That the Company's remuneration report for the six month period ended 31 December 2013 be adopted."*

Note: The vote on this resolution is advisory only.

## Voting Exclusion Statement for Resolution 2

The Company will disregard any votes cast on Resolution 2 by or on behalf of a member of the key management personnel of the Company's consolidated group (at the date of the Meeting or whose remuneration is included in the remuneration report) (KMP) and any of their closely related parties (such as close family members and any controlled companies), unless the vote is cast:

- a. as proxy for a person entitled to vote in accordance with a direction on the proxy appointment; or
- b. by the Chairman of the Meeting as proxy for a person entitled to vote and the proxy appointment expressly authorises the Chairman of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of KMP.

By order of the Board



Christopher Bath  
Company Secretary  
17 April 2014

## VOTING AND ATTENDANCE INFORMATION

The Board has determined that persons who are registered holders of fully paid ordinary shares of the Company (**Shares**) as at 5:00pm (Perth time) on Wednesday, 21 May 2014 will be entitled to attend and vote at the Meeting.

If more than one joint holder of Shares is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

### Voting by proxy

If you are a Shareholder entitled to attend and vote at the Meeting, you may appoint an individual or a body corporate as a proxy. A personalised proxy form is included with this Notice of Meeting. A proxy need not be a Shareholder.

If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the *Corporations Act 2001* (Cth) (**Corporations Act**) to exercise its powers as proxy at the Meeting.

A Shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the Shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the Shareholder's votes.

The Corporations Act provides that if proxy holders vote, they must cast all directed proxies as directed, and any directed proxies which are not voted will automatically default to the Chairman, who must vote the proxies as directed. If the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands.

The Chairman of the meeting (where appropriately authorised) intends to vote all available undirected proxies in favour of all resolutions.

To be effective, the proxy appointment must be received by the Company no later than 10:30am (Perth time) on Wednesday, 21 May 2014. The following methods of delivery for proxies are specified:

Online: Go to [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Select 'Investor Login' and enter Buru Energy Limited or the ASX code (BRU) in the Issuer name field, your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website.

By post: Buru Energy Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

By facsimile: +61 2 9287 0309

By delivery: Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138

# Notice of 2014 Annual General Meeting

## Voting by attorney

If the proxy form is signed by an attorney, the proxy form and the original power of attorney (or other authority) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 10:30am (Perth time) on Wednesday, 21 May 2014.

## Corporate representatives

A body corporate that is a Shareholder, or that has been appointed as a proxy, is entitled to appoint a person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment as the body corporate's representative, including any authority under which the appointment is signed.

Shareholders can download and fill out the 'Appointment of Corporate Representation' form from the Link website:

<http://www.linkmarketservices.com.au/corporate/investorservices/forms.html>

## Attending the meeting

If you attend the Meeting, please bring your personalised proxy form with you to assist with registration. If you do not bring your form with you, you will still be able to attend the meeting but you will need to verify your identity.

## Shareholder questions

Shareholders will have an opportunity to ask questions and make comments about each resolution as well as the management of the Company.

If you wish to put a relevant question to the Auditor or the Board, and you are not able to attend the AGM, please email your question to the Company Secretary at [info@buruenergy.com](mailto:info@buruenergy.com). To allow time to collate questions and prepare answers, questions must be received by the Company Secretary by 5:00pm (Perth time) on Friday, 16 May 2014.

We will endeavour to respond to as many of the more frequently asked questions as possible at the Meeting. Due to the potential for a large number of questions to be received, we will not be replying on an individual basis.

## EXPLANATORY NOTES

These Explanatory Notes form part of the Notice of Meeting and provide information to Shareholders about the items of business to be conducted at the Meeting.

The Directors recommend that Shareholders read these Explanatory Notes, together with the Notice of Meeting, in its entirety before deciding how to vote in respect of the resolutions.

All of the resolutions to be voted on are ordinary resolutions. In order to be passed, an ordinary resolution requires a simple majority of votes cast by Shareholders entitled to vote on the resolution.

### 1. Re-election of Mr Graham Riley as Director

Mr Graham Riley retires as required by article 9.3(a) of the Company's constitution and, being eligible, offers himself for re-election as a Director of the Company. Mr Riley holds office until the conclusion of the AGM, and if re-elected, he will continue to be a Director.

Mr Riley is a qualified legal practitioner having gained his Bachelor of Law and Bachelor of Jurisprudence Degrees. After 10 years of legal practice as a partner of a commercial firm in Perth, he resigned to pursue private interests in the resources and exploration sector. Graham has been responsible for the foundation and growth of a number of petroleum and mining companies. He is currently the chairman of Entek Energy Limited. Prior to their takeovers, he was the chairman of Giralia Resources NL from 1998 until March 2011 and of Red Hill Iron Limited from 2005 to 2008. He is currently a Non-Executive Director of Gascoyne Resources Limited. He was a Non-Executive Director of Adelphi Energy Limited from 2005 until 2010, ARC Energy Limited from 1993 to 2005 and Target Energy Limited from 2011 to 2012.

Mr Riley is a member of the Company's Audit and Risk Committee and the Remuneration and Nomination Committee. He has been a Director since May 2008 and was appointed Chairman in March 2009.

**Directors' recommendation:** The Board (other than Mr Riley whose re-election is the subject of Resolution 1) recommends that Shareholders vote in favour of this resolution re-electing Mr Riley as a Director.

### 2. Adoption of remuneration report

Section 250R(2) of the Corporations Act requires a resolution that the Company's remuneration report be adopted must be voted on.

The remuneration report describes the Company's remuneration policy for non-executive Directors, executive Directors and senior executives. The remuneration report is set out from page 33 of the Company's report for the six month period ended 31 December 2013, which can be viewed in the "Investor Centre" section on the Company's website (<http://www.buruenergy.com/asx-announcements/annual-reports/>). The Chairman will give Shareholders a reasonable opportunity to ask questions about or make comments on the remuneration report.

Section 250R(3) of the Corporations Act provides that the vote on the remuneration report is advisory only and does not bind the Directors or the Company. However, the Board will take into consideration the outcome of voting on this resolution when assessing the remuneration policy in the future.



[buruenergy.com](http://buruenergy.com)



**By mail:**  
 Buru Energy Limited  
 C/- Link Market Services Limited  
 Locked Bag A14  
 Sydney South NSW 1235 Australia



**By fax:** +61 2 9287 0309



**All enquiries to: Telephone:** +61 1800 810 859

## SECURITYHOLDER VOTING FORM

I/We being a member(s) of Buru Energy Limited and entitled to attend and vote hereby appoint:

### STEP 1

### APPOINT A PROXY

**the Chairman of the Meeting (mark box)**

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy to act generally at the meeting and to vote for me/us on my/our behalf in accordance with the following directions (or otherwise, to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am (Perth time) on Friday, 23 May 2014, at Perth Exhibition and Convention Centre, 21 Mounts Bay Road, Perth** and at any adjournment or postponement of the meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an

### STEP 2

### VOTING DIRECTIONS

#### Resolution 1

Re-election of Mr Graham Riley as Director

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Resolution 2

Adoption of remuneration report

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**i** \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### STEP 3

### SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

**BRU PRX401R**



## HOW TO COMPLETE THIS PROXY FORM

### Your Name and Address

This is your name and address as it appears on the company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

### Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

### Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's security registry or you may copy this form and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

### Signing Instructions

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either securityholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's security registry.

## Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (Perth time) on Wednesday, 21 May 2014**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



**ONLINE**  [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



**by mail:**

Buru Energy Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



**by fax:**

+61 2 9287 0309



**by hand:**

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.  
This will assist in registering your attendance.**