

Addendum to Notice of Annual General Meeting

Armour Energy Limited

Date of Meeting: 14 December 2016

Time of Meeting: 11:00am (Brisbane time)

Place of Meeting: Level 7, Waterfront Place 1 Eagle Street, Brisbane Qld
4000

Armour Energy Limited lodged its Annual General Meeting and Explanatory Memorandum with ASX and posted it to shareholders on or about 15 November 2016. Attached is an addendum to that Notice of Meeting, issued for the purpose of making an amendment to Resolution 11 as set out in the Notice of Meeting.

Armour Energy Limited (Armour or the Company) hereby gives notice to the shareholders of the Company that the following amendment to Resolution 11 contained in the Notice of Annual General Meeting (dated 11 November 2016) to take place at the offices of HopgoodGanim, Level 7, Waterfront Place 1 Eagle Street, Brisbane Qld 4000 on 14 December 2016, at 11:00am (Brisbane time), is required:

Resolution 11 – Approval for the Issue of Convertible Notes to DGR Global Limited

Approval is now sought to issue up to 99,090,909 Convertible Notes (originally 85,454,545) to DGR Global at the issue price of \$0.11 per note. Accordingly **Resolution** is amended so that it reads:

To consider and, if thought fit, pass the following Ordinary Resolution with or without modification:

“That in accordance with the provisions of Listing Rule 10.11, and for all other purposes, shareholders approve the issue of up to 99,090,909 Convertible Notes in the Company at an issue price of \$0.11 per note to DGR Global Limited, a related party of Armour Energy Limited on the terms and conditions contained in the Explanatory Memorandum accompanying this Notice.”

EXPLANATION

The amendment made to Resolution 11 has the effect of increasing the amount of DGR Global Ltd’s potential subscription in the Convertible Note issue to \$10.9 million, representing an increase of \$1.5 million or 13,636,364 Convertible Notes.

As at the date of this Addendum, DGR Global has agreed that it will – subject to Armour shareholder approval – subscribe for a *minimum* of \$9.4 million worth of Convertible Notes (“Agreed Minimum”). However DGR Global may wish to increase its subscription amount for Convertible Notes over and above the Agreed Minimum. If it elects to increase its subscription amount, it will do so via the further conversion of loan funds owing to it under the Bridging Finance Facility, which has been the subject of numerous previous ASX releases by the parties.

If Resolution 11 (as amended) is passed by Armour shareholders, the approval will be valid for one month (i.e. through to and including 14 January 2017). If DGR Global elects, prior to 14 January 2017, to increase its subscription amount to more than the Agreed Minimum, the combined total number of Convertible Notes to be issued pursuant to Resolution 11 (as amended) and Resolution 12 will remain as 277,272,727. In other words, applications for the number of Convertible Notes by which DGR Global’s subscription exceeds the Agreed Minimum will not be accepted from third parties pursuant to the Convertible Notes to be issued under Resolution 12.

PROXIES

Due to the wording used in the original Proxy Form, no replacement is considered to be required. However, should shareholders wish to lodge a fresh proxy, they should contact the Company Secretary for a replacement.

By Order of the Board



Karl Schlobohm
Company Secretary
1 December 2016

Proxies can be returned to the Company Secretary by either mail to GPO Box 5261, Brisbane, Qld 4001; or facsimile to (07) 3303-0681, or scanned and emailed to kschlobohm@armouenergy.com.au