

**Armour Energy Limited**

**30 October 2015**

**Results of Extraordinary General Meeting**

Notice is hereby given, in accordance with Listing Rule 3.13.2 and Corporations Law Section 251AA(2) that at the Extraordinary General Meeting (“EGM”) of the Company held today that all of the Ordinary Resolutions as set out below were **passed** via poll, administered by the Company’s Registry Link Market Services. The poll results are as outlined on page 2 of this release.

**Resolution 1**

That, subject to the approval of Resolutions 2 and 3, for the purposes of Listing Rule 7.9 and all other purposes, the terms of, and the transactions contemplated by, the following agreements entered into by the Company with AEGP Australia Pty Ltd on 11 September 2015 be approved and the Company be authorised, with effect from the passing of this Resolution 1, to proceed with:

- (a) the Armour Farm-out Agreement;
- (b) the Operating Agreement;
- (c) the Armour Option Deed; and
- (d) the Armour Share Subscription Agreement,

pursuant to the terms and conditions of each of those agreements (American Energy Transaction), the details of which are summarised in the Explanatory Memorandum accompanying this Notice.

**Resolution 2**

That, subject to the approval of Resolutions 1 and 3, for the purposes Listing Rule 7.1 and Listing Rule 7.9 and for all other purposes, the Company be authorised to issue a maximum of 35,763,095 shares at an issue price of 20 cents per shares (for a total subscription amount of up to \$7,152,619) to AEGP Australia Pty Ltd on the terms and conditions under the Armour Share Subscription Agreement as specified in the Explanatory Memorandum accompanying this Notice.

**Resolution 3**

That, subject to the approval of Resolutions 1 and 2, for the purposes Listing Rule 7.1 and Listing Rule 7.9 and for all other purposes, the Company be authorised to issue 24,000,000 options for ordinary shares in the Company to AEGP Australia Pty Ltd having the following terms:

- (a) 12,000,000 options having an exercise price of 25 cents and an expiry date of 3 years from the date of issue;
- (b) 6,000,000 options having an exercise price of 40 cents and an expiry date of 5 years from the date of issue; and
- (c) 6,000,000 options having an exercise price of 50 cents and an expiry date of 5 years from the date of issue,

and otherwise being on the terms and conditions under the Armour Option Deed as specified in the Explanatory Memorandum accompanying this Notice.

The **results** of the polling process for each resolution put to the meeting were as follows:

| Resolution | For                | Against    | Abstain | Total       |
|------------|--------------------|------------|---------|-------------|
| 1          | <b>184,966,406</b> | 10,424,650 | 120,000 | 195,511,056 |
| 2          | <b>184,966,406</b> | 10,424,650 | 120,000 | 195,511,056 |
| 3          | <b>184,966,406</b> | 10,424,650 | 120,000 | 195,511,056 |

In respect of the resolutions, the total number of **proxy votes** exercisable by all proxies validly appointed and the total number of proxy votes in respect of which the appointments specified that:

- I. The proxy was able to vote at the proxy's discretion;
- II. The proxy was to vote for the resolution;
- III. The proxy was to vote against the resolution; and
- IV. The proxy abstained from voting

are set out below:

| Resolution | Discretion | For        | Against    | Abstain | Total       |
|------------|------------|------------|------------|---------|-------------|
| 1          | 47,204,940 | 85,505,317 | 10,424,650 | 0       | 143,134,907 |
| 2          | 47,256,615 | 85,453,642 | 10,424,650 | 0       | 143,134,907 |
| 3          | 47,256,615 | 85,453,642 | 10,424,650 | 0       | 143,134,907 |

We note that all discretionary proxies were directed in favour of the resolutions put to the meeting, including discretionary votes assigned to the Chairman.

The Chairman would like to thank shareholders for their overwhelming support of the resolutions put to the meeting.



On behalf of the board  
Karl Schlobohm  
Company Secretary

**For further information contact:**

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