



Toro Energy Limited

ABN 48 117 127 590



Notice of Annual General Meeting 2015

10:00am (AWST), 18 November, 2015

At Woodside Plaza, Level 15, 240 St Georges Terrace
Perth, Western Australia

Toro Energy Limited

NOTICE OF MEETING 2015

The 2015 Annual General Meeting of Toro Energy Limited (**Toro** or the **Company**) will be held at Woodside Plaza, Level 15, 240 St Georges Terrace, Perth, Western Australia at 10:00am (AWST), 18 November 2015.

Dear shareholder

I am pleased to invite you to attend the 2015 Annual General Meeting of Toro Energy Limited to be held at Woodside Plaza, Level 15, 240 St Georges Terrace, Perth Western Australia, on 18 November, 2015 at 10:00am (AWST).

The Annual General Meeting is an ideal opportunity for you to meet your board and senior management team and I encourage you to attend the meeting.

Since the Company's last Annual General Meeting, there have been substantial changes to your board.

As the Company enters the next phase of its growth, I am pleased to welcome the addition of Ms Fiona Harris to the Board. Ms Harris joined us in February 2015 following my appointment in January 2015 and is currently on a leave of absence.

An electronic copy of the Company's 2015 Annual Report is available to download or view on the Company's website at www.toroenergy.com.au/reports.html. The Company's 2015 Annual Report has also been sent to those shareholders who previously elected to receive a hard copy.

The following pages contain details on the items of business to be conducted at the 2015 Annual General Meeting. Your directors believe that each of the resolutions to be voted on are in the best interests of the Company and its shareholders.

Voting on the resolutions at the 2015 Annual General Meeting is important and if you are not able to attend I encourage you to nominate a proxy by returning the enclosed Proxy Form or by completing the online proxy nomination, details for which are explained on the proxy form attached to this notice of meeting.

If you nominate a proxy, please carefully consider the proxy comments in this notice of meeting. Please ensure you complete the online nomination or forward the manual proxy form to the Company's Share Registry, Computershare Investor Services Pty Limited, so that it is received by 10:00am (AWST) on 16 November, 2015.

Your board and management team look forward to seeing you at the 2015 Annual General Meeting.

Yours faithfully



John Cahill
Chair (Acting)
9 October 2015

Toro Energy Limited

NOTICE OF MEETING 2015

<i>Items of Business</i>			Shareholder Approval	Voting Restrictions and Further Details
ORDINARY BUSINESS				
1.	DISCUSSION OF FINANCIAL STATEMENTS AND REPORTS	To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2015.	Not applicable	Page 5
2.	REMUNERATION REPORT	To adopt the Remuneration Report for the year ended 30 June 2015.	Non-binding	Page 5
3.	ELECTION OF DIRECTORS			Page 5
A.	RICHARD PATRICIO	That Richard Patricio be re-elected as a Director.	Ordinary resolution	
B.	RICHARD HOMSAANY	That Richard Homsany be re-elected as a Director.	Ordinary resolution	
C.	MICHEL MARIER	That Michel Marier be re-elected as a Director.	Ordinary resolution	
D.	JOHN CAHILL	That John Cahill be elected as a Director.	Ordinary resolution	
E.	FIONA HARRIS	That Fiona Harris be elected as a Director.	Ordinary resolution	
SPECIAL BUSINESS				
4.	RATIFICATION OF PRIOR ISSUE OF 90,372,555 SHARES	To approve and ratify the issue of 90,372,555 shares by the Company as described in the Explanatory Notes.	Ordinary resolution	Page 7
5.	APPROVAL OF ISSUE OF SHARES TO DR VANESSA GUTHRIE	To approve the issue of 884,776 shares to Dr Vanessa Guthrie.	Ordinary resolution	Page 8
6.	APPROVAL OF ISSUE OF SHARES TO MS FIONA HARRIS	To approve the issue of 131,621 shares to Ms Fiona Harris.	Ordinary resolution	Page 9
7.	ADDITIONAL CAPACITY TO ISSUE SECURITIES	That the Company is granted with additional equity raising capacity equivalent to 10% of the Company's ordinary securities.	Special resolution	Page 10
8.	RE-APPROVAL OF EMPLOYEE SHARE OPTION PLAN	To renew the Company's Employee Share Option Plan for a period of three years from the date of this Meeting.	Ordinary resolution	Page 12
9.	APPROVAL OF NON-EXECUTIVE DIRECTOR SHARE PLAN	To approve the non-executive director share plan, including the issue of securities under the non-executive director share plan.	Ordinary resolution	Page 13

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EXPLANATORY NOTES

VOTING

Notice Record Date

The Company's shareholders (**Shareholders**) recorded on the Company's register of members at 4pm on 9 October, 2015 (AWST) (**Notice Record Date**) will be entitled to receive this notice of meeting (**Notice**).

Voting Entitlement

Shareholders recorded on the Company's register of members at 4pm on 16 November, 2015 (AWST) (**Voting Entitlement Date**) will be entitled to vote on Items at the Company's 2015 Annual General Meeting (**Meeting**).

Becoming a Shareholder

Persons who become registered Shareholders between the Notice Record Date and the Voting Entitlement Date, and wish to vote at the Meeting by proxy should call +61 3 9415 4000 and request an additional personalised voting form.

Persons who become beneficial Shareholders between the Notice Record Date and the Voting Entitlement Date, and wish to vote at the Meeting by proxy should contact their broker or intermediary for instructions on how to do so.

Voting Procedure

Under the Company's constitution (**Constitution**), a poll will be conducted as directed by the chair of the Meeting (the **Chair**).

Shareholders can vote in one of two ways:

- by attending the Meeting and voting; or
- by appointing a proxy to attend and vote on their behalf.

Shareholders are asked to arrive at the venue 30 minutes prior to the time designated for the Meeting, if possible, so that the Company may check their Shareholding against the Company's share register and note attendances.

Voting Restrictions

The voting prohibitions under the *Corporations Act 2001* (Cth) (**Corporations Act**) and voting exclusions under the ASX Listing Rules (**Listing Rules**) for each Item are set out in the Explanatory Notes to this Notice.

VOTING FORMS

Proxy Form

Enclosed with this Notice is a personalised proxy form (**Proxy Form**). The Proxy Form allows Shareholders who are not attending the Meeting to appoint a proxy to vote on their behalf.

If you hold fully paid ordinary shares in the capital of the Company (**Shares**) in more than one capacity, please complete the Proxy Form that is relevant to each holding.

Appointing proxies

Shareholders, who are entitled to attend and vote at the Meeting, may appoint a proxy to act generally at the Meeting on their behalf, and to vote.

A proxy need not be a Shareholder of the Company.

A Shareholder entitled to attend and vote can appoint up to two proxies, and should specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. If you wish to appoint two proxies please call +61 3 9415 4000 and request an additional Proxy Form.

A corporate Shareholder or proxy must appoint a person as its corporate representative.

Undirected proxies

Any proxy given to:

- a member of the Company's key management personnel (the Company's directors (**Directors**), and other executives) (**Key Management Personnel**), other than the Chair; or
- their closely related parties (including a spouse, dependent, or other close family members, as well as any companies they control) (**Closely Related Parties**),

for Items 2, 5, 6, 8 and 9 will not be counted unless Shareholders specify how the proxy is to vote.

Any undirected proxy given to the Chair for Items 2, 5, 6, 8 and 9, by a Shareholder entitled to vote on those Items, will be voted by the Chair in favour of those Items, in accordance with the express authorisation on the Proxy Form.

The Chair intends to vote all valid undirected proxies for all other Items in favour of those Items.

Power of attorney and corporate representatives

If the Proxy Form is signed by an attorney, the power of attorney or a certified copy of it must be sent with the Proxy Form.

A body corporate member or proxy may elect to appoint a representative, rather than appoint a proxy. Where a body corporate appoints a representative, written proof of the representative's appointment must be lodged with, or presented to, the Company before the Meeting.

A body corporate appointed as a proxy must also lodge a Certificate of Appointment of a Corporate Representative.

LODGING VOTING FORMS

Deadline

Proxy Forms must be received by 10.00 am (AWST) on Monday 16 November 2015.

How to lodge Proxy Forms

You can lodge your Proxy Form with the Company by:

Mail: to Computershare Investor Services Pty Ltd at GPO Box 242, Melbourne, Victoria 3001.

Facsimile: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

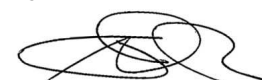
Electronically: for Shareholders, by visiting www.investorvote.com.au, or for intermediary online subscribers (custodians), by visiting www.intermediaryonline.com.

Further details on how to lodge your Proxy Form can be found on the reverse side of the Proxy Form.

ENQUIRIES

If you have any questions about this Notice or your Proxy Form please contact Company's share registry, Computershare Investor Services Pty Ltd, at 1300 556 161 or (within Australia) +61 3 9415 4000 (outside Australia).

By order of the Board of Directors



Mr Todd Alder
Company Secretary
9 October 2015

Toro Energy Limited

EXPLANATORY NOTES

ITEM 1 DISCUSSION OF FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, Shareholders will have a reasonable opportunity to ask questions or make comments on the Company's Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2015.

The Company's auditor, Grant Thornton Australia, will be present at the Meeting and Shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the Auditor's Report, the Company's accounting policies and the independence of the auditor.

The auditor will also respond to any written questions provided these are submitted to the Company no later than five business days prior to the Meeting.

There is no requirement for Shareholders to approve the Company's Financial Report, Directors' Report and Auditor's Report.

A copy of the Company's 2015 Annual Report, which includes the Company's Financial Report, Directors' Report and Auditor's Report, is available on the Company's website: www.toroenergy.com.au.

ITEM 2 REMUNERATION REPORT

Background

The Remuneration Report for the financial year ended 30 June 2015 is set out in the Company's Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for Directors and executive staff.

The Chair will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the Meeting. Shareholders will then be asked to vote on the Remuneration Report.

The vote is advisory only and does not bind the Company or its Directors. The Company's board (**Board**) will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

No spill resolution

If 25% or more of votes that are cast are voted against the adoption of the Company's Remuneration Report at two consecutive Annual General Meetings, Shareholders must vote on whether the Board should go up for re-election.

At the Company's 2014 Annual General Meeting, less than 25% of the votes cast on the resolution to adopt the 2014 Remuneration Report were voted against the resolution. Accordingly no spill resolution will be held at this Meeting.

Board recommendation

The Board unanimously recommends that Shareholders vote **in favour** of the adoption of the Remuneration Report.

The Chair intends to vote undirected proxies in favour of Item 2.

Voting prohibition statement

A vote on Item 2 must not be cast (in any capacity) by or on behalf of a member of Key Management Personnel (details of whose remuneration are including in the Remuneration Report) or any of their Closely Related Parties.

Unless the vote is cast as proxy for a person who is entitled to vote, where:

- the Proxy Form specifies how the proxy is to vote on Item 2; or
- the proxy is the Chair, who may vote in favour of Item 2 in accordance with an express authorisation on the Proxy Form.

ITEM 3A, 3B,3C, 3D and 3E ELECTION OF DIRECTORS

Richard Homsany and Richard Patricio were appointed to the Board on 1 December 2013, and most recently re-elected at the Company's 2014 Annual General Meeting, on 27 November 2014.

Michel Marier was appointed to the Board on 3 November 2014, and elected at the Company's General Meeting, on 22 December 2014.

John Cahill was appointed to the Board on 5 January 2015, and Fiona Harris was appointed to the Board on 20 February 2015.

In accordance with Listing Rule 14.4 and the Company's Constitution the above directors will retire and being eligible, offer themselves for election or re-election. Each director's relevant skills and experience is summarised below.

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EXPLANATORY NOTES

Richard Patricio LLB

Term	Appointed 1 December 2013
Independent	No, nominee of Mega Uranium Limited
Skills and experience	<p>Richard Patricio is Chief Executive Officer, of Pinetree Capital Ltd., a Toronto-based diversified investment, financial advisory and venture capital firm which specialises in early-stage resource and technology investments.</p> <p>Mr Patricio is also the Chief Executive Officer and President of Mega Uranium Ltd, a uranium focused investment and development company with assets in Canada and Australia.</p> <p>In addition to his legal and corporate experience, Mr Patricio has built a number of mining companies with global operations. He holds senior officer and director positions in several junior mining companies listed on the TSX, TSX Venture and NASDAQ exchanges. Previously, Mr Patricio practiced law at a top tier law firm in Toronto and worked as in-house General Counsel for a senior TSX listed company. Mr Patricio received his law degree from Osgoode Hall and was called to the Ontario bar in 2000.</p>
Other directorships	Plateau Uranium Corp (formerly Macusani Yellowcake Inc); U3O8 Corp; Mega Precious Metals Inc; Terreno Resources Corporation; Energy Fuels Inc; Caledonia Mining Corporation; Macarthur Minerals Ltd; NexGen Energy Ltd
Committees	Nil
Interests in the Company	Nil

Richard Homsany LLB (Hons), BCom, GDip Fin & Inv, F Fin, MAICD, CPA

Term	Appointed 1 December 2013
Independent	No, nominee of Mega Uranium Limited
Skills and experience	<p>Richard Homsany has extensive experience in the resources industry, having been the Executive Vice President for Australia at Mega Uranium Ltd since April 2010. He has also worked for North Ltd, an ASX top 50-listed internationally diversified resources company in operations, risk management and corporate prior to its takeover by Rio Tinto Ltd.</p> <p>Mr Homsany is an experienced corporate lawyer and Certified Practising Accountant advising numerous clients, including public listed companies, in the energy and resources sector. Mr Homsany was previously a Corporate Partner of international law firm DLA Phillips Fox (now DLA Piper), and has significant board experience with public listed companies in Australia and Canada.</p> <p>Mr Homsany is a Fellow of the Financial Services Institute of Australasia (FINSIA) and a Member of the Australian Institute of Company Directors. He has a Commerce Degree and Honours Degree in Law from the University of Western Australia, and a Graduate Diploma in Finance and Investment from FINSIA (State Dux).</p>
Other directorships	Redstone Resources Ltd (Chairman); Central Iron Ore Ltd (Chairman); Merah Resources Ltd (now MinQuest Limited) (resigned April 2014).
Committees	Member of Remuneration & Nominations Committee
Interests in the Company	Nil

Michel Marier CFA, Masters in Finance

Term	Appointed 3 November 2014
Independent	No, nominee of Sentient Limited
Skills and experience	Mr Marier joined Sentient in 2009 as an investment manager. Before joining Sentient, Mr Marier worked for 8 years at the Private Equity division of la Caisse de dépôt et placement du Québec (CDPQ). Mr Marier holds a Master's Degree in Finance from HEC Montreal and is a CFA charter holder.
Other directorships	Geodynamics Ltd Samco Gold Ltd
Committees	Member of Audit & Risk Committee
Interests in the Company	Nil

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EXPLANATORY NOTES

John Cahill

BBus Grad Dip Bus FCPA GAICD

Term Appointed 5 January 2015

Independent Yes

Skills and experience John Cahill has over 25 years' experience working in senior treasury, finance, accounting and risk management positions predominantly in the energy utility sector. He is the past Chief Executive Officer of Alinta Infrastructure Holdings and past Chief Financial Officer of Alinta Limited.

Mr Cahill is currently a Director of Emeco Holdings Limited, an ASX-listed mining services company and chairs its Audit and Risk Committee. He is also a Councillor at Perth's Edith Cowan University where he chairs its resources committee and is a non-Executive Director of the Accounting Professional & Ethical Standards Board.

Mr Cahill holds a Bachelor of Business with a Major in Finance and Economics from the Western Australian Institute of Technology (now known as Curtin University) and a Post-Graduate Diploma of Business in Professional Accounting from Edith Cowan University. He is a Graduate Member of the Australian Institute of Company Directors and a Fellow and life member of CPA Australia Ltd.

Other directorships Emeco Holdings Ltd

Committees Chair of the Board, Chair of both the Audit & Risk Committee and Remuneration & Nominations Committee

Interests in the Company Nil

Fiona Harris

BComm, FCA,FAICD

Term Appointed 20 February 2015

Independent Yes

Skills and experience Fiona Harris has been a professional non-executive director for a period of almost twenty years, covering a range of sectors from financial services to utilities, property and resources.

Fiona has had a longstanding interest and involvement in the energy and natural resources sector, and this has included involvement in:

- Resource companies transitioning from development into production involving a variety of commodities and utilising open cut and underground mining techniques;
- Energy companies operating in Australia, USA, PNG and the Middle East in oil, LNG, shale and renewables;
- Resource companies operating in West Africa, Australia and Finland and marketing product into China and Japan;
- The full spectrum of energy generation, transmission, distribution and retailing;
- Multiple mergers and acquisitions ranging in size up to A\$15.7 billion; and
- Listed companies ranging from ASX50, ASX100, ASX200 and ASX300.

Fiona was a National Director of the Australian Institute of Company Directors and is also a past WA Division State President. She began her career with KPMG, spending 14 years working with them in Perth, San Francisco and Sydney. Her current board positions are with Infigen Energy, BWP Trust, Perron Group and Oil Search Limited.

Other directorships Oil Search Ltd
Infigen Energy
BWP Trust

Committees Nil

Interests in the Company Nil

Board Recommendation

The Board (other than the relevant Director in relation to his own election or re-election) recommends that Shareholders vote **in favour** of the election of Richard Patricio, Richard Homsany, Michel Marier, John Cahill and Fiona Harris.

The Chair intends to vote undirected proxies in favour Items 3A, 3B, 3C, 3D and 3E.

ITEM 4 RATIFICATION OF PRIOR ISSUE OF SHARES

Background

On 3 November 2014, the Company announced it had entered into a Subscription and Securities Sale Agreement (**SSSA**) with The Sentient Group (**Sentient**).

On 18 June 2015, the Company issued the second tranche of 90,372,555 Shares to Sentient consisting of 31,250,000 Deferred Subscription Shares for \$2.5 million and 59,122,555 Deferred Consideration Shares to complete the acquisition of The Sentient Groups' Uranium interests as detailed in ASX Release 3 November 2014 (**Sentient Placement**).

The Sentient Placement was within the Company's annual capacity to issue equity securities of the Company under Listing Rule 7.1 (**15% Capacity**).

Purpose of approval

Listing Rule 7.1 provides that the Company must not issue more than the 15% Capacity within a 12 month period unless a specified exception applies or the issue is made with prior Shareholder approval.

Toro Energy Limited

EXPLANATORY NOTES

Listing Rule 7.4 allows an issue made by the Company (without Shareholder approval) to be treated as having been made with approval for the purposes of Listing Rule 7.1, provided that:

- it is subsequently ratified by Shareholders at a general meeting; and
- the issue did not breach Listing Rule 7.1 at the time it was made.

Approval of Item 4 will provide the Company with the full 15% Capacity, to raise further capital by issuing equity securities, without the delays involved with seeking prior Shareholder approval.

The Board will only undertake further issues of equity securities if they consider it is in the best interests of the Company to do so.

Details of the Placement

Securities issued 90,372,555 Shares

Date of issue 18 June 2015

Issue price of each Share The Deferred Consideration Shares issued to acquire the Uranium Interests have a value ascribed under the SSSA of \$0.08 per Share.
The Deferred Subscription Shares were issued at \$0.08 per Share.

Allottees Sentient Executive GP III, Limited in its capacity as general partner of Sentient GP III, L.P. which in turn acts as the general partner of the Sentient Global Resources Fund III, L.P.;
Sentient Executive GP III, Limited in its capacity as general partner of Sentient GP III, L.P. which in turn acts as the general partner of SGRF III, Parallel I, L.P.
Sentient Executive GP IV, Limited in its capacity as general partner of Sentient GP IV, L.P. which in turn acts as the general partner of the Sentient Global Resources Fund IV, L.P.

Terms of issue Each Share ranks equally in all respects with existing fully paid ordinary Shares on issue.

Use of funds

The funds raised from the issue of the Deferred Subscription Shares are to be used for the development of the Wiluna Uranium Project and working capital.

The Deferred Consideration Shares were issued to Sentient as consideration for the acquisition of its uranium interests as detailed in the ASX Release on 3 November 2014. No additional funds were raised from the issue of the Deferred Consideration Shares.

Board Recommendation

The Board unanimously recommends Shareholders vote **in favour** of approving the Sentient Placement.

The Chair intends to vote undirected proxies in favour of Item 4.

Voting exclusion statement

The Company will disregard any votes cast on Item 4 by or on behalf of Sentient and any of their associates.

However, the Company need not disregard a vote if the vote is cast as proxy for a person who is entitled to vote:

- in accordance with the directions on the Proxy Form; or
- the Chairman of the meeting in accordance with a direction on the Proxy Form to vote as the proxy decides.

ITEM 5 ISSUE OF 884,776 SHARES TO DR VANESSA GUTHRIE

Background

The Board is seeking Shareholder approval to issue 884,776 Shares (**Remuneration Shares**) to Dr Guthrie, the Managing Director of the Company, or her nominee.

Reasons for grant of Shares

The primary purpose of the grant of the Remuneration Shares is to grant short-term incentives to Dr Guthrie, not to raise capital.

Under the terms of her employment, Dr Guthrie's remuneration comprises a fixed base salary and short and long term incentives. The grant of short-term incentives to Dr Guthrie is subject to satisfaction of certain key

performance indicators (set by the Board) up to a maximum value of 15% of Dr Guthrie's base annual salary.

The Board has determined that Dr Guthrie has met 99% of the short-term key performance indicators for period ending 30 June 2015. As a result the Board determined Dr Guthrie was entitled to receive 99% of the applicable total short-term incentive bonus for the period ending 30 June 2015, being \$51,317. Dr Guthrie and the Board have agreed that the short-term incentive be paid in new ordinary Toro shares. The valuation of the Remuneration Shares is to be based on the 20 day VWAP from close of trading on 2 September, 2015 being \$0.058 per share, which equates to 884,776 new shares.

Purpose of approval

Listing Rule 10.11 requires the Company to obtain Shareholder approval to issue, or agree to issue, securities to a related party unless an exception in Listing Rule 10.12 applies.

It is the view of the Company that the exceptions set out in Listing Rule 10.12 do not apply to the proposed grant of securities to Dr Guthrie. Accordingly, Shareholder approval is sought under Item 5, for the grant of the Remuneration Shares to Dr Guthrie.

Key terms of the issue

A summary of the terms of the grant is set out below:

Securities issued 884,776 Shares

Issue date Within one month of the Meeting.

Price Each Share will be issued to Dr Guthrie for no consideration, as payment for her short-term incentive bonus for the period ending 30 June 2015.
The valuation of the Remuneration Shares is based on the 20 day VWAP from close of trading on 2 September 2015 being \$0.058 per Share.

Use of funds No funds will be raised from the issue of the Shares.

Terms The Company will issue fully paid ordinary shares and will rank equally with the Company's existing Shares on issue.

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EXPLANATORY NOTES

Effect on the Company

The grant of the Remuneration Shares to Dr Guthrie will have a diluting effect on the percentage interest of existing Shareholders' holdings. The Company's Issued Shares will increase by 884,776. This represents a dilution of 0.04% based on the Company's current issued capital of 2,004,205,862 Shares.

There are no significant opportunity costs to the Company or benefits foregone by the Company in issuing the Remuneration Shares. No loan is provided by the Company to acquire the Remuneration Shares. There are no taxation consequences to the Company and no material benefits foregone by the Company in issuing the Remuneration Shares.

Remuneration and securities held

Details of the remuneration for Dr Guthrie are summarised below:

	Base	Superannuation	Other benefits	Total
2014	343,438	19,928	215,192	578,558
2015	351,043	27,358	185,673	564,074

Assumptions and explanations

- *Other benefits received in 2014 relate to performance rights approved at 2013 AGM valued at \$168,794, and short-term incentive bonus approved at 2014 AGM of \$46,398.*
- *Other benefits received in 2015 relate to performance rights approved at 2013 AGM valued using a probability factor of the vesting conditions being met.*

As at the date of this Notice, Dr Guthrie holds the following Toro securities:

- 7,657,913 Shares;
- 2,000,000 unquoted options; and
- 4,167,746 performance rights.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires the Company to seek Shareholder approval to give a financial benefit to a related party (unless an exception applies). For the purposes of the Chapter 2E, Dr Guthrie is considered to be a related party and the Remuneration Shares will constitute a financial benefit.

An exception to the requirement to obtain shareholder approval in accordance with Chapter 2E applies where the

financial benefit constitutes part of the related party's reasonable remuneration. The Board (other than Dr Guthrie who was not able to make a recommendation due to her interests in the issue of the Shares), considers that the grant of the Remuneration Shares to Dr Guthrie, constitutes part of the reasonable remuneration of Dr Guthrie. In reaching this conclusion, the Board has had regard to a variety of factors including market practice and the remuneration offered to persons in comparable positions at comparable companies.

Listing Rule 7.1

Approval under Listing Rule 7.1 is not required in order to issue the Remuneration Shares to Dr Guthrie or her nominee as approval is being obtained under Listing Rule 10.11.

Board Recommendation

The Board (other than Dr Guthrie, who declines to make a recommendation based on her interest in the outcome of this Item 5) recommend that Shareholders vote **in favour** of the grant of the Remuneration Shares to Dr Guthrie.

The Chair intends to vote undirected proxies in favour of Item 5.

Voting exclusion statement

The Company will disregard any votes cast on Item 5 by or on behalf of Dr Guthrie and any of her associates.

However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on Item 5:

- in accordance with their directions of how to vote in the proxy form; or
- by the Chair in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting prohibition statement

A vote on Item 5 must not be cast as a proxy for a person who is entitled to vote, by a member of the Company's Key Management Personnel or any of their Closely Related Parties, unless:

- the Proxy Form specifies how the proxy is to vote on the Item; or
- the vote is cast by the Chair in accordance with the express authorisation on the Proxy Form to vote in favour of Item 5.

ITEM 6 APPROVAL OF THE ISSUE OF SHARES TO MS FIONA HARRIS

Background

The Board is seeking Shareholder approval to issue 131,621 Shares to Ms Fiona Harris, a non-executive director of the Company, or her nominee.

Reasons for grant of Shares

The grant of the Shares is part of an agreed remuneration package in which Ms Harris receives 30% of her non-executive director fee in shares. The value of Ms Harris's non-executive director fees to be remunerated in Shares for the period 20 February 2015 to 30 June 2015 is \$9,182.

Purpose of approval

Listing Rule 10.11 requires the Company to obtain Shareholder approval to issue, or agree to issue, securities to a related party unless an exception in Listing Rule 10.12 applies.

It is the view of the Company that the exceptions set out in Listing Rule 10.12 do not apply to the proposed grant of securities to Fiona Harris. Accordingly, Shareholder approval is sought under Item 6, for the grant of the Shares to Ms Harris.

Key terms of the issue

A summary of the terms of the grant is set out below:

Securities issued	131,621 Shares
Issue date	Within one month of the Meeting.
Price	Each Share will be issued to Fiona Harris for no consideration, as payment for 30% of her director fees for the period 20 February 2015 to 30 June 2015. The valuation of the Shares is based on the 30 day VWAP from close of trading on 1 July 2015 being \$0.06976 per Share.
Use of funds	No funds will be raised from the issue of the Shares.
Terms	The Company will issue fully paid ordinary Shares and will rank equally with the Company's existing Shares on issue.

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Effect on the Company

The grant of the 131,621 Shares to Ms Harris will have a diluting effect on the percentage interest of existing Shareholders' holdings. The Company's issued Shares will increase by 131,621. This represents a dilution of 0.0066% based on the Company's current issued capital of 2,004,205,862 Shares.

There are no significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares. No loan is provided by the Company to acquire the Shares. There are no taxation consequences to the Company and no material benefits foregone by the Company in issuing the Shares.

Remuneration and securities held

The total remuneration package per annum for Ms Harris is \$95,000.

As at the date of this Notice, Ms Harris holds no Toro securities.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires the Company to seek Shareholder approval to give a financial benefit to a related party (unless an exception applies). For the purposes of the Chapter 2E, Ms Fiona Harris is considered to be a related party and the Shares will constitute a financial benefit.

An exception to the requirement to obtain shareholder approval in accordance with Chapter 2E applies where the financial benefit constitutes part of the related party's reasonable remuneration. The Board (other than Fiona Harris who was not able to make a recommendation due to her interests in the issue of the Shares), considers that the grant of the Shares to Ms Fiona Harris, constitutes part of her reasonable remuneration. In reaching this conclusion, the Board has had regard to a variety of factors including market practice and the remuneration offered to persons in comparable positions at comparable companies.

Listing Rule 7.1

Approval under Listing Rule 7.1 is not required in order to issue the Shares to Ms Fiona Harris or her nominee as approval is being obtained under Listing Rule 10.11.

Board Recommendation

The Board (other than Ms Fiona Harris, who declines to make a recommendation based on her interest in the outcome of this Item 6) recommend that Shareholders vote **in favour** of the grant of the Shares to Ms Fiona Harris.

The Chair intends to vote undirected proxies in favour of Item 6.

Voting exclusion statement

The Company will disregard any votes cast on Item 6 by or on behalf of Ms Fiona Harris and any of her associates.

However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on Item 6:

- in accordance with their directions of how to vote in the proxy form; or
- by the Chair in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting prohibition statement

A vote on Item 6 must not be cast as a proxy for a person who is entitled to vote, by a member of the Company's Key Management Personnel or any of their Closely Related Parties, unless:

- the Proxy Form specifies how the proxy is to vote on the Item; or
- the vote is cast by the Chair in accordance with the express authorisation on the Proxy Form to vote in favour of Item 6.

ITEM 7 APPROVAL OF ADDITIONAL CAPACITY TO ISSUE SECURITIES

Background

The Company seeks Shareholder approval to increase the Company's capacity to issue equity securities by a number equal to 10% of the Company's ordinary securities as at the date 12 months prior to this Meeting (**Additional 10% Capacity**).

The Additional 10% Capacity is in addition to the Company's capacity to issue equity securities equivalent to 15% of the Company's ordinary securities, under Listing Rule 7.1.

The Additional 10% Capacity will provide the Company with the maximum flexibility to raise funds by issuing equity securities without the need for further Shareholder approval.

If approved the Additional 10% Capacity will remain valid for a period of 12 months following the date of this Meeting.

If the Additional 10% Capacity is not approved, the Company may be required to obtain Shareholder approval at the time of an issue, which may limit the Company's ability to take advantage of opportunities to raise equity capital.

Purpose of approval

Under Listing Rule 7.1A the Company must obtain Shareholder approval at this Meeting to issue equity securities equivalent to 10% of the Company's ordinary securities in the 12 months following the approval.

The Additional 10% Capacity must be approved by a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The number of equity securities issued under the Additional 10% Capacity will be determined in accordance with the formula set out in Listing Rule 7.1A.2.

Details of the Additional 10% Capacity

Minimum issue price	The issue price will be at least 75% of the VWAP for the securities in the same class, calculated over the 15 days on which trades in that class were recorded immediately before: <ul style="list-style-type: none">• the date on which the price at which the securities are to be issued is agreed; or• if the securities are not issued within five trading days of the date in paragraph above, the date on which the securities are issued.
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Date of issue	The Additional 10% Capacity will expire on the earlier of: <ul style="list-style-type: none">• 18 November 2016; or• the date Shareholders approve a significant change to the nature or scale of the Company's activities or a disposal of the Company's main undertaking.
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Toro Energy Limited

EXPLANATORY NOTES

Use of funds

Shares may be issued for:

- cash consideration, to continue exploration and evaluation on the Company's current assets, to acquire new assets or investments, or for general working capital; and
- non cash consideration, for the acquisition of new assets or resources.

The Company will comply with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A in relation to any issue of securities under the Additional 10% Capacity.

Allocation policy

The identity of allottees will be determined on a case-by-case basis having regard to factors which may include:

- the methods of raising funds which are available to the Company;
- the effect of an issue on the control of the Company; and
- advice from corporate, financial and broking advisers.

As at the date of this Notice, the allottees have not been determined. They may, however, include substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Risk of dilution

There is a risk of economic and voting dilution to the Shareholders, including that:

- the market price for the Shares may be significantly lower on the date of the issue than it is on the date of the Meeting; and
- the Shares may be issued at a price that is at a discount to the market price for the Shares,

which may have an effect on the amount of funds raised by the issue of the Shares.

The table below sets out:

- the economic and voting dilution based on 100%, 150% and 200% of the Company's current issued Share capital; and

- the capital raised by an issue of securities at the current market rate, at a 50% reduction and at a 100% increase to the current market rate.

Shares on issue	Shares issued	Capital raised		
	10% voting dilution	At 50% decrease in market price	At current market price	At 100% increase in market price
	(Shares)	\$0.030	\$0.06	\$0.12
Current				
2,004,205,862	200,420,586	\$6,012,618	\$12,025,235	\$24,050,470
50% increase				
3,006,308,793	300,630,879	\$9,018,926	\$18,037,853	\$36,075,706
100% increase				
4,008,411,724	400,841,172	\$12,025,235	\$24,050,470	\$48,100,941

Assumptions and explanations

- The market price is \$0.06, based on the closing price for the Shares on 8 October 2015.
- The issue prices included in the table do not take into account discount to the market price (if any).
- These calculations assume that each Shareholder maintains its current Share holding in the Company and does not participate in the issue which utilises the 10% Capacity.
- No further equity is issued either under the Company's current capacity to issue 15% of its equity securities or on conversion of convertible securities.
- The company utilises the full Additional 10% Capacity by issuing Shares.
- The table represents dilution as a whole and is not example of dilution that may be caused to a particular Shareholder.

Previous approval

At the Company's 2014 Annual General Meeting, Shareholders approved the Company's capacity to issue equity securities equivalent to Additional 10% of the Company's ordinary securities.

The approval given at the 2014 Annual General Meeting will expire on 27 November 2015.

As at the date of this Notice, the Company has not issued any securities under this additional capacity.

Security issues in the last 12 months

The Company has issued the following equity securities in the 12 month period preceding the date of this Notice, details of which are set out in **Schedule 1** to this Notice.

Reason	Number	Security
Remuneration Shares	760,623	Shares
Placement to professional and sophisticated investors	12,500,000	Shares
Share Purchase Plan	48,794,375	Shares
Placement to professional and sophisticated investors	273,930,165	Shares
Placement to professional and sophisticated investors	90,372,555	Shares
Vesting of incentives under employee incentive plans	2,778,868	Shares
Share issue to employees	3,950,661	Shares
Remuneration Shares	3,334,197	Shares
Total	436,421,444	

The equity securities issued in the previous 12 months amount to 436,421,444 Shares. On 18 November 2014, the equity securities of the Company constituted, or were convertible into 1,584,648,778 Shares.

On this measure, the equity securities issued in the preceding 12 months amount to approximately 27.5% of the equity securities on issue on 18 November 2014.

Use of funds received

The Company's remaining funds as at 31 August 2015, of approximately \$15.8 million are expected to be used for working capital and in the continued development of the Wiluna Uranium Project.

Board Recommendation

The Board unanimously recommends Shareholders vote in **favour** of granting the Company the Additional 10% Capacity.

The Chair intends to vote undirected proxies in favour of Item 7.

Toro Energy Limited

EXPLANATORY NOTES

Voting exclusion statement

The Company will disregard any votes cast on Item 7 by or on behalf of any person who may participate in the proposed issue and any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if Item 7 is passed, and any associate of those persons.

However, the Company need not disregard a vote if the vote is cast as proxy for a person who is entitled to vote:

- in accordance with the directions on the Proxy Form; or
- the Chairman of the meeting in accordance with a direction on the Proxy Form to vote as the proxy decides.

As at the date of this Notice, the Company has not identified any particular person or class or person who would be excluded from voting on Item 7.

ITEM 8 RENEWAL OF EMPLOYEE SHARE OPTION PLAN

Background

The Company first adopted its Employee Share Option Plan (**ESOP**) in March 2006 and shareholder approval has been obtained at the 2009 and 2012 Annual General Meetings of shareholders.

The purpose of the ESOP is to put in place a mechanism allowing the Board, from time to time, to issue options to eligible employees as an incentive or reward for achieving certain performance objectives. The ESOP provides the Company with another tool through which to attract, retain and reward key employees and is considered a valuable tool to enhance retention of employees.

Purpose of approval

Under the Listing Rules, a company is not specifically required to seek shareholder approval for the ESOP. However, subject to the exceptions in Listing Rule 7.2, Listing Rule 7.1 prohibits a listed company from issuing or agreeing to issue equity securities (including shares and options) equal to an amount of more than 15% of a company's ordinary capital in any 12 month period without shareholder approval.

Exception 9(b) of Listing Rule 7.2 permits securities issued under an employee incentive scheme such as the ESOP, to be excluded from the 15% limit where the Shareholders have approved the issue of securities under the employee incentive scheme within 3 years before the date they are issued.

Shareholder approval is therefore being sought for the issue of securities under the ESOP for the purposes of Exception 9 of Listing Rule 7.2.

Key Features of the Plan

Eligibility Subject to the Board's discretion, all employees (full and part time) will be eligible to participate in the ESOP after a qualifying period of 12 months' employment by the Company or any of its 'related bodies corporate' (as defined in the Corporations Act) although the Board may waive this requirement. Non-executive directors are not eligible to participate in the ESOP.

Options Options are granted under the ESOP at the discretion of the Board and if permitted by the Board, may be issued to an employee's nominee. Each option is to subscribe for one fully paid ordinary share in the Company and will expire 5 years from its date of issue (**Expiry Date**). An option is exercisable at any time from its date of issue subject to any vesting or escrow conditions applicable. Options will be issued free.

Exercise Price The exercise price of options will be determined by the Board, subject to a minimum price equal to the market value of the Company's shares at the time the Board resolves to offer those options.

Cessation of Employment If, prior to the expiry date of the options, a person ceases to be an employee of the Company or its related body corporate (as applicable) for any reason other than retirement, permanent disability, redundancy or death, the options held by that person (or that person's nominee) will to the extent they haven't been exercised beforehand automatically lapse on the first to occur of a) the expiry of the period of 1 month from the date of such occurrence, and b) the Expiry Date. If a person dies, the options held by that person will be exercisable by that person's legal personal representative.

Further details of the ESOP are set out in **Schedule 2**.

Previous issues

The number of Shares issued since the ESOP was approved at the 2012 Annual General Meeting of shareholders and the options yet to be exercised are set out below:

Shares	Details
Shares issued	-
Issue period	-
Price range	-
Options	Details
Options outstanding	5,750,000
Exercise price	0.11
Expiry date	16/1/17

Board Recommendation

The Board (other than Dr Guthrie, who declines to make a recommendation based on her interest in the outcome of this Item 8) recommends that Shareholders vote **in favour** of the re-approval of the employee share option plan.

The Chair intends to vote undirected proxies in favour of Item 8.

Voting exclusion statement

The Company will disregard any votes cast on Item 8 by or on behalf of:

- directors or their associates (except a director ineligible to participate in the Plan or any associate of such a director); and
- Shareholders who are also managerial or executive officers who are eligible participants in the Plan (and their associates).

However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on Item 8:

- in accordance with their directions of how to vote in the proxy form; or
- by the Chair in accordance with a direction on the Proxy Form to vote as the proxy decides.

Toro Energy Limited

EXPLANATORY NOTES

Voting prohibition statement

A vote on Item 8 must not be cast as a proxy for a person who is entitled to vote, by a member of the Company's Key Management Personnel or any of their Closely Related Parties, unless:

- the Proxy Form specifies how the proxy is to vote on the Item; or
- the vote is cast by the Chair in accordance with the express authorisation on the Proxy Form to vote in favour of Item 8.

ITEM 9 APPROVAL OF NON-EXECUTIVE DIRECTOR SHARE PLAN AND ISSUE OF SECURITIES UNDER THE NON-EXECUTIVE DIRECTOR SHARE PLAN

Background

The Company proposes to adopt a Non-Executive Director Share Plan (the **NED Plan**) to give greater flexibility to the Company's remuneration framework and to ensure that the Company can continue to attract, retain and reward non-executive Directors and to ensure that the interests of the non-executive Directors and the Shareholders are aligned. Under the terms of the NED Plan, non-executive Directors may apply to the Company to substitute part, or all of their cash remuneration for new issued Shares of the Company.

Purpose of Approval

Under the Listing Rules, a company is not specifically required to seek shareholder approval for the Plan. However, subject to the exceptions in Listing Rule 7.2, Listing Rule 7.1 prohibits a listed company from issuing or agreeing to issue equity securities equal to an amount of more than 15% of a company's ordinary capital in any 12 month period without shareholder approval.

Exception 9(b) of Listing Rule 7.2 permits securities issued under a scheme, such as the NED Plan, to be excluded from the 15% limit where the Shareholders have approved the issue of securities under the scheme within 3 years before the date they are issued.

Shareholder approval is therefore being sought for the issue of securities under the NED Plan for the purposes of Exception 9 of Listing Rule 7.2.

Approval is also sought under Listing Rule 10.14 which requires the Company to obtain Shareholder approval prior to

issuing Shares to non-executive Directors under plans such as the NED Plan.

Key features of the Plan

Eligibility

All of the Company's non-executive Directors from time to time (or their nominees) are eligible to participate in the NED Plan. Currently, there are 5 non-executive Directors who are each eligible to participate, being Mr John Cahill, Ms Fiona Harris, Mr Richard Patricio, Mr Richard Homsany and Mr Michel Marier.

On 1 October 2015, ASX granted the Company a waiver from Listing Rule 10.15.4A. The waiver permits this Notice not to state the names of all non-executive Directors who may participate in the NED Plan.

Accordingly, non-executive Directors appointed after the Meeting are eligible to participate in the NED Plan.

Executive Directors cannot participate.

Entitlement

Non-executive Directors may elect to receive (either directly or through a nominee) part or all their annual Director fees in the form of Shares of the Company.

Share Pool

The maximum number of Shares that may be issued under the NED Plan on or before 18 November 2016 is 5,172,414 Shares (calculated as 100% of the total annual non-executive director's remuneration for 2015/2016) based on the 20 day VWAP from close of trading on 2 September, 2015 being \$0.058.

The precise number of Shares that will be issued under the NED Plan cannot be precisely calculated at this time, as it depends on the proportion of the annual non-executive Director fee that is settled in Shares under the NED Plan.

Timing of issue

Shares under the NED Plan will be issued quarterly in arrears. New Shares will only be issued under the NED Plan up until 18 November 2016, unless shareholder

approval for the issue of the Shares is refreshed prior to that date.

Share Issue Price

The issue price of Shares issued under the NED Plan shall be the value represented by the 20 day VWAP calculated for the preceding 20 days before the end of the relevant quarter

Rights attaching to shares

The Shares issued under the NED Plan will rank equally, in relation to dividends and all other rights, with all other issued fully paid Shares in the Company

Board's discretion in relation to the issue

If at any time the Board determines that the allocation of Shares to a non-executive Director under the NED Plan would result in the Company breaching the Company's Constitution, the laws, rules or requirements of any regulatory or statutory body, or is otherwise inappropriate in the circumstances, the Board may defer the allocation of Shares until a more suitable time, pay to the non-executive Director in cash, the corresponding amount of his or her annual Director fee, or terminate the non-executive Director's participation in the Plan.

Further details of the NED Plan are set out in **Schedule 3**.

Listing Rule 7.1

Approval under Listing Rule 7.1 is not required in order to issue the Shares to non-executive directors or their nominees under the NED Plan as approval is being obtained under Listing Rule 10.14.

Previous grants

As at the date of the Meeting, no Shares will have been granted under the NED Plan.

Toro Energy Limited

EXPLANATORY NOTES

Board Recommendation

The Board (other than Mr Homsany, Mr Patricio, Mr Marier, Mr Cahill and Ms Harris who decline to make a recommendation based on their interest in the outcome of Item 9) recommends that Shareholders vote **in favour** of adopting the Plan.

The Chair intends to vote undirected proxies in favour of Item 9.

Voting exclusion statement

The Company will disregard cast votes on Item 9 by or on behalf of a director or associate of a director (except a director who is ineligible to participate in the Plan or any associate of such director).

However, the Company need not disregard a vote if the vote is cast as proxy for a person who is entitled to vote:

- in accordance with the directions on the Proxy Form; or
- the Chairman of the meeting in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting prohibition statement

A vote on Item 9 must not be cast as a proxy for a person who is entitled to vote, by a member of the Company's Key Management Personnel or any of their Closely Related Parties, unless:

- the Proxy Form specifies how the proxy is to vote on the Item; or
- the vote is cast by the Chair in accordance with the express authorisation on the Proxy Form to vote in favour of Item 9.

SCHEDULE 1 – SECURITIES ISSUED IN PRIOR 12 MONTHS

Brief Details	Date of Issue	Summary of Terms	Investor / Recipient	Price	Discount to market price on date of issue	Amount received and use of funds	Current value of non-cash consideration
Remuneration shares issued to Dr Guthrie	27 November 2014	760,623 Shares, issued on the same terms and ranks equally in all respects with existing fully paid ordinary shares on issue in the Company	Dr Guthrie	Nil	N/A	Issued as part of remuneration package	\$46,398
Placement of Shares to institutional and sophisticated investors	9 December 2014	12,500,000 Shares, issued on the same terms and ranks equally in all respects with existing fully paid ordinary shares on issue in the Company	Sophisticated investors	\$0.08 per Share	No discount to closing price on date of issue	\$1,000,000 used for development of Wiluna Uranium Project, assessment of Canadian assets and ongoing working capital. No funds remaining.	N/A
Placement of Shares to existing shareholders pursuant to the Company's Share Purchase Plan	11 December 2014	48,794,375 Shares issued on the same terms and ranking equally in all respects with existing fully paid shares on issue in the Company.	Existing shareholders	\$0.08 per Share	No discount to closing price on date of issue	\$3,903,550 used for development of Wiluna Uranium Project, assessment of Canadian assets and ongoing working capital. No funds remaining.	N/A
Placement of Shares to Sentient Group (Sentient Placement)	22 December 2014	93,750,000 Initial Subscription Shares issued on the same terms and ranking equally in all respects with existing fully paid shares on issue in the Company.	Sentient Group	\$0.08 per Share	1.2% discount to closing price on date of issue	\$7,500,000 to be used for development of Wiluna Uranium Project and ongoing working capital. Funds not used to date.	N/A
Placement of Shares to Sentient Group (Sentient Placement)	22 December 2014	2,812,500 Initial Subscription Fee Shares in satisfaction of the 3% placement fee of \$225,000	Sentient Group	Nil	N/A	Issued in satisfaction of placement fee	\$225,000
Placement of Shares to Sentient Group (Sentient Placement)	22 December 2014	177,367,665 Initial Consideration Shares for the acquisition of The Sentient Group's Uranium interests.	Sentient Group	Nil	N/A	Issued as consideration for acquisition of assets	\$14,366,781
Placement of Shares to Sentient Group (Sentient Placement)	18 June 2015	31,250,000 Deferred Subscription Shares issued on the same terms and ranking equally in all respects with existing fully paid shares on issue in the Company.	Sentient Group	\$0.08 per Share	No discount to closing price on date of issue	\$2,500,000 used for partial repayment of Macquarie Bank Limited loan. No funds remaining.	N/A
Placement of Shares to Sentient Group (Sentient Placement)	18 June 2015	59,122,555 Deferred Consideration Shares for the acquisition of The Sentient Group's Uranium interests.	Sentient Group	Nil	N/A	Issued as consideration for acquisition of assets	\$4,788,927
Issued upon vesting of performance rights pursuant to the terms Company's performance rights plan	1 July 2015	2,778,828 Shares, issued on the same terms and ranks equally in all respects with existing fully paid ordinary shares on issue in the Company	Eligible employee under the performance rights plan	Nil	N/A	Issued as employee incentives	\$161,174
Issued in line with achievement against annual performance targets	8 September 2015	3,950,661 Shares, issued on the same terms and ranks equally in all respects with existing fully paid ordinary shares on issue in the Company	Eligible employees	Nil	N/A	Issued as employee incentives	\$229,138
Remuneration shares issued to Dr Guthrie	5 October 2015	3,334,197 Shares, issued on the same terms and ranks equally in all respects with existing fully paid ordinary shares on issue in the Company	Dr Guthrie	Nil	N/A	Issued as part of remuneration package	\$270,070

SCHEDULE 2 – SUMMARY OF RULES OF EMPLOYEE SHARE OPTION PLAN

Eligibility	Subject to the Board's discretion, all employees (full and part time) will be eligible to participate in the ESOP after a qualifying period of 12 months' employment by the Company or any of its 'related bodies corporate' (as defined in the Corporations Act), although the Board may waive this requirement. Non-executive directors are not eligible to participate in the ESOP.
Options	Options are granted under the Plan at the discretion of the Board and if permitted by the Board, may be issued to an employee's nominee. Each option is to subscribe for one fully paid ordinary share in the Company and will expire 5 years from its date of issue (Expiry Date). An option is exercisable at any time from its date of issue subject to any vesting or escrow conditions applicable. Options will be issued free. Option holders may only participate in new issues of securities to Shareholders by first exercising their options.
Exercise Price	The exercise price of options will be determined by the Board, subject to a minimum price equal to the market value of the Company's shares at the time the Board resolves to offer those options.
Total number of Shares	The total number of shares the subject of options issued under the Plan, when aggregated with issues during the previous 5 years pursuant to the ESOP and any other employee share plan, must not exceed 5% of the Company's issued share capital.
Cessation of Employment	If, prior to the expiry date of the options, a person ceases to be an employee of the Company or its related body corporate (as applicable), for any reason other than retirement, permanent disability, redundancy or death, the options held by that person (or that person's nominee) will to the extent they haven't been exercised beforehand automatically lapse on the first to occur of a) the expiry of the period of 1 month from the date of such occurrence, and b) the Expiry Date. If a person dies, the options held by that person will be exercisable by that person's legal personal representative.
Transferability of Options	Options are only transferable with Board approval.
Rights attaching to shares	Shares issued as a result of the exercise of options will rank equally with the Company's previously issued shares.
Quotation of options	The Company will not apply for official quotation of any options.
Reorganisation of capital	The rights of an option holder will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation (Listing Rule 6.16).
Pro rata issue	If there is a pro rata issue (other than a Bonus Issue) to the holders of Shares, the Exercise Price of an Option will be reduced according to the formula provide in Listing Rule 6.22.2.
Bonus issue	If there is a bonus issue to the holders of Shares, the number of Shares over which the option is exercisable may be increased by the number of Shares which the holder of the option would have received if the option had been exercised before the record date for the bonus issue (Listing Rule 6.22.3).

SCHEDULE 3 – SUMMARY OF NON EXECUTIVE DIRECTORS SHARE PLAN

Eligibility	<p>All of the Company's non-executive Directors from time to time (and their nominees) are eligible to participate in the NED Plan.</p> <p>Currently, there are 5 non-executive Directors who are each eligible to participate, being Mr John Cahill, Ms Fiona Harris, Mr Richard Patricio, Mr Richard Homsany and Mr Michel Marier.</p> <p>On 1 October 2015, ASX granted the Company a waiver from Listing Rule 10.15.4A. The waiver permits this Notice not to state the names of all non-executive Directors who may participate in the NED Plan. Accordingly, non-executive Directors appointed after the Meeting are eligible to participate in the NED Plan.</p> <p>Executive directors cannot participate.</p>
Entitlement	<p>Non-executive Directors may elect to receive (either directly or through a nominee) part or all their annual Director fees in the form of shares of the Company. Each individual non-executive Director may receive no more than 100% of their remuneration in shares of the Company.</p>
Application process	<p>Any non-executive director who wishes to participate in the NED Plan must submit to the Company a written application signed by the non-executive Director which must specify: (i) whether the non-executive Director is applying to participate in the NED Plan or to nominate a nominee (Nominee) to participate in the NED Plan; (ii) details of the Nominee (if applicable); and (iii) the percentage of the non-executive Director's annual remuneration that the non-executive Director wishes to receive (either directly or through his Nominee) in Plan Shares.</p> <p>Upon acceptance of the application by the Board, the non-executive Director (or his or her Nominee) becomes a participant in the NED Plan (Participant) and agrees to be bound by the Rules and from the time of issue of any Shares under the NED Plan, to be bound by the Constitution of the Company.</p>
Nominee	<p>A non-executive Director may only appoint the following as a Nominee:</p> <ul style="list-style-type: none"> (i) a spouse of the non-executive Director; or (ii) a company whose members comprise no person other than the non-executive Director and his or her spouse.
Termination of participation	<p>The participation of a Participant in the NED Plan will terminate upon: (i) the Participant (or in the case of a Nominee, the appointing Non-executive Director) ceasing to be a non-executive director; (ii) the Board terminating the participation of the Participant; or (iii) the non-executive Director providing a notice in writing to this effect to the Company.</p>
Timing of Issue	<p>The Company must issue and allot Shares to the participants under the Plan on a quarterly basis, within 10 Business Days of the end of each quarter.</p>
Number of Plan Shares to be granted	<p>The Shares to be issued to a participant under the Plan in each quarter are calculated in accordance with the formula below:</p> $\frac{\text{Non-executive Directors' Nominated Percentage} \times \text{Non-executive Directors' Annual Remuneration}}{\text{Plan Share Price} \times 4}$
Share issue price	<p>The issue price of Shares issued under the NED Plan shall be the value represented by the 20 day VWAP calculated for the preceding 20 days before the end of the relevant quarter.</p>
Resignation as a Director	<p>In the event that a Participant resigns as a director, the Company must issue to the Participant (in respect of the quarter in which he resigns), the pro rata number of Plan Shares for the period of the quarter prior to the resignation.</p>
Rights attaching to Shares	<p>The Shares issued under the NED Plan will rank equally, in relation to dividends and all other rights, with all other issued fully paid Shares in the Company.</p>

SCHEDULE 3 – SUMMARY OF NON EXECUTIVE DIRECTORS SHARE PLAN

Board's discretion in relation to the issue	If at any time the Board determines that the allocation of Shares to a non-executive Director under the NED Plan would result in the Company contravening the Corporations Act, the Listing Rules or the Constitution, local laws, or is otherwise inappropriate in the circumstances, the Board must not issue the Plan Shares. The Board may defer the allocation of Shares for a maximum of 6 months, pay to the non-executive Director in cash, the corresponding amount of his or her annual director fee, or terminate the non-executive Director's participation in the Plan.
Quotation of shares on ASX	The Company must procure that an application is made to ASX for quotation of Shares issued under the Plan within the time required by the Listing Rules.
Registration and certificates	Shares issued under the Plan must be registered in the name of the Participant. As soon as practicable after the issue of any Shares, the Company must issue a holding statement in the name of the Participant that specifies the number of Shares issued to the Participant and the price at which they were issued.
Suspension and termination of the NED Plan	<p>The NED Plan may be suspended at any time by the Board. The period of suspension is at the discretion of the Board.</p> <p>The Board may terminate the operation of the NED Plan at any time by resolution of the Board.</p> <p>The suspension or termination of the Plan will not prejudice the existing rights of Participants.</p>
Board's discretion	Except as otherwise expressly provided in the NED Plan, the Board has absolute and unfettered discretion to act or refrain from acting under or in accordance with the Plan and in the exercise of any power or discretion under the NED Plan.



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PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 10:00am (AWST) Monday 16 November 2015

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form


Please mark  to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Toro Energy Limited hereby appoint

☐ the Chairman of the Meeting **OR**


 **PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Toro Energy Limited to be held at Woodside Plaza, Level 15, 240 St Georges Terrace, Perth, Western Australia on Wednesday 18 November 2015 at 10:00am (AWST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 2, 5, 6, 8 & 9** (except where I/we have indicated a different voting intention below) even though **Items 2, 5, 6, 8 & 9** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 2, 5, 6, 8 & 9** by marking the appropriate box in step 2 below.

STEP 2 Items of Business

 **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Business

	For	Against	Abstain
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a Re-election of Richard Patricio as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b Re-election of Richard Homsany as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3c Re-election of Michel Marier as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3d Election of John Cahill as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3e Election of Fiona Harris as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Abstain
6 Approval of issue of shares to Ms Fiona Harris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Additional capacity to issue securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Re-approval of Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Approval of Non-Executive Director Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Business

4 Ratification of prior issue of 90,372,555 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of issue of shares to Dr Vanessa Guthrie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

_____ / /

Date