

26 September 2014

ASX : BRU

ABN 71 130 651 437
Level 2, 88 William Street
Perth, Western Australia 6000
Ph: +61 8 9215 1800
Fax: +61 8 9215 1899
www.buruenergy.com

Share Purchase Plan Offer Documentation

The following documents attached to this announcement have been dispatched to shareholders who are eligible to participate in Buru Energy Limited's Share Purchase Plan announced on 22 September 2014:

- Letter from the Executive Chairman;
- Share Purchase Plan Offer Document dated 26 September 2014; and
- Share Purchase Plan Application Form.

If you have any questions regarding the Share Purchase Plan, please contact the Buru Energy Limited SPP Offer Information Line any time between 8.30am and 5.00pm (Sydney time) Monday to Friday on 1800 660 083 if calling within Australia, or +61 2 8767 1211 if calling from outside of Australia.

Visit www.buruenergy.com for information on Buru Energy's current and future activities.

For other inquiries please contact Buru Energy:

Telephone: +61 8 9215 1800

Email: info@buruenergy.com

About Buru Energy

Buru Energy Limited (ASX: BRU, S&P/ASX300) is a Western Australian oil and gas exploration and production company headquartered in Perth with an operational office in Broome. The Company's petroleum assets and tenements are located onshore in the Canning Basin in the southwest Kimberley region of Western Australia. Its flagship high quality conventional Ungani Oilfield project is owned in 50/50 joint venture with Mitsubishi Corporation. As well as Ungani, the Company's portfolio includes potentially world class tight gas resources. The company's goal is to deliver material benefits to its shareholders, the State of Western Australia, the Traditional Owners of the areas in which it operates, and the Kimberley community, by successfully exploring for and developing the petroleum resources of the Canning Basin in an environmentally and culturally sensitive manner.

26 September 2014

Buru Energy Limited
ABN 71 130 651 437
Level 2, 88 William Street
Perth, Western Australia 6000
PO Box 7794, Perth
Cloisters Square WA 6850
Ph: 61-8 9215 1800
Fax: 61-8 9215 1899

Dear Shareholder

Offer to participate in Share Purchase Plan

The Company announced on 22 September 2014 the successful placement to Coogee Chemicals and selected existing shareholders in the Company at a price of \$0.75 per share, raising \$28 million before costs ("Placement").

This Placement will provide funding for the Company to complete its planned 2015 work program that includes drilling for high value oil and gas targets. A copy of the ASX release relating to this placement is attached and I would encourage you to read this as it sets out the background to the Placement and has information on the Company and its forward plans. Further information on the Company and its activities including the latest presentation on the Company's activities is available on the Buru website at www.buruenergy.com.

The Company is now pleased to offer you the opportunity to participate in this funding through a Share Purchase Plan ("SPP") under which you can apply for up to \$15,000 in New Shares at the same price paid by investors in the Placement of \$0.75 per share. You may apply to buy a parcel of New Shares by contributing a set amount of A\$2,500, A\$5,000, A\$10,000 or A\$15,000 as explained in the accompanying offer document.

Participation in the SPP is optional. It will be open to shareholders who were holders of fully paid ordinary shares in the Company as at 7.00pm (Sydney time) on 19 September 2014, and whose registered address is in Australia or New Zealand.

The proceeds raised under the SPP will be applied, together with proceeds from the Placement, to fund the working capital requirements of the Company.

To apply for a parcel of shares, please follow the instructions on the enclosed application form and ensure that your application is received in cleared funds no later than 5.00pm (Sydney time) on 17 October 2014.

Shares issued under the SPP will have the same entitlements as other shares in the Company. The Board of Buru has capped the SPP at \$12 million such that the maximum raised including the placement is \$40 million. This means that if applications for more than \$12 million are received your application will be scaled back.

We encourage you to read the attached SPP Terms and Conditions carefully. If you are unsure about whether to participate, please contact your professional adviser. If you require further information, please contact our Share Registry (contact details are in the enclosed instructions).

On behalf of the Board, I invite you to favorably consider this opportunity to increase your investment in the Company and thank you for your continued support.

Yours sincerely

Eric Streitberg, Executive Chairman

Share Purchase Plan Offer Document

For the offer of up to \$15,000 of fully paid ordinary shares in the Company (“**New Shares**”) at a price of \$0.75 per share.

Key Dates*

Date (and time if relevant)	Event
19 September 2014 7.00pm (Sydney time)	Record Date The date and time on which the Company determined who is eligible to participate in the SPP.
26 September 2014	Offer Documents lodged with ASX and mailed to eligible Shareholders
26 September 2014	Opening Date The date on which the offer opens.
17 October 2014 5.00pm (Sydney time)	Closing Date The offer closes at, and applications must be received by, this time and date.
24 October 2014	Allotment Date The date on which New Shares are allotted.
24 October 2014	Dispatch Date Transaction confirmations / holding statements will be sent to shareholders on or around this date.
27 October 2014	Trading Date The date on which New Shares are expected to begin trading.

* The Company may change any of the Key Dates at its discretion (even if the offer has opened or applications have been received).

Instructions

To participate in the SPP, please read the Terms and Conditions carefully and follow the step-by-step instructions on the Application Form. To apply and pay, you have two options:

Option 1: BPAY®

Provided you are not a Custodian (see paragraph (d) of “Significance of applying for New Shares” in the Terms and Conditions), you can make a payment by BPAY if you have an Australian bank account enabled for this purpose. If paying by BPAY, you do not need to return your Application Form.

BPAY customers must use the unique customer reference number shown on the Application Form which is required to identify your holding.

By making the application via BPAY you represent to the Company that you have complied with the matters set out in “Significance of applying for New Shares” in the Terms and Conditions.

Option 2: Application Form and cheque or money order

You can complete the Application Form and post or return it to the address below, together with a cheque or money order, in accordance with the instructions on the Application Form:

By post:

Buru Energy Limited
c/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

In person:

Buru Energy Limited
c/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

Cheques and money orders must be made payable to "Buru Energy Limited" in Australian dollars and drawn on an Australian bank for the correct amount. The Company will not accept payment by cash.

Timing

All payments and applications must be received before 5.00pm (Sydney time) on Friday, 17 October 2014. You cannot withdraw or cancel your application or BPAY payment once you have sent it in.

Do not forward cash. Receipts for payments will not be issued.

Application money will not bear interest as against the Company in any circumstances.

Please read the enclosed application for further details on how to apply for New Shares under the SPP.

Questions

If you have any questions, please contact the Buru Energy Limited SPP Offer Information Line any time between 8.30am and 5.00pm (Sydney time) Monday to Friday on 1800 660 083 if calling within Australia or +61 2 8767 1211 if calling from outside of Australia.

No offer to persons in the United States

These materials do not constitute an offer of securities for sale in the United States and may not be sent or disseminated in, directly or indirectly, the United States. The New Shares have not been and will not be registered under the US Securities Act of 1933 ("**US Securities Act**") or the securities laws of any state of the United States and may not be offered, sold or otherwise transferred in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable state securities laws.

Terms and Conditions

IMPORTANT NOTICE: The market price of shares in the Company may rise or fall from now to when the New Shares are allotted to you under the SPP. Therefore, if you apply for and we allot to you New Shares under the SPP, the offer price for those New Shares may be more than, or less than, the market price of shares in the Company you could buy at that time. By completing and returning the Application Form or making a BPAY payment, you acknowledge this risk. We encourage you to contact your professional advisor regarding whether to participate in the SPP and how much to contribute.

Offer timetable

- (a) The offer timetable is set out in the Key Dates above and is included in these Terms and Conditions.
 - (b) Payment by BPAY, Application Forms, cheques and money orders may not be processed and may not be valid if they have not been received by the Company by the time and date specified for the Closing Date. You must allow adequate time for Application Forms and cheques or money orders forwarded by post to be received by Link Market Services Limited ("**Share Registry**"). You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment.
 - (c) The Company expects to send a transaction confirmation or holding statement to you on or around the Dispatch Date.
 - (d) The Company expects that the New Shares will be allotted under the SPP on the Allotment Date and will commence trading on ASX on the Trading Date. You must confirm your holding before trading in any New Shares you believe have been allotted to you under the SPP.
 - (e) At any time, the Company can change the Closing Date, the Allotment Date, the Trading Date and the Dispatch Date (even if the offer has opened, or BPAY payments and Application Forms have been received) by lodging a revised timetable with ASX.
- **Joint Holders:** If 2 or more persons are recorded in the register of members of the Company as jointly holding shares, they are considered to be a single registered holder for the purpose of the SPP and they are entitled to participate in the SPP in respect of that single holding only. If as joint holders you receive more than one offer under the SPP due to multiple identical holdings, you may still only contribute a maximum of A\$15,000 in applying for New Shares.
 - **Custodians, trustees and nominees:** If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order 09/425 ("**Custodian**"), you may contribute a maximum of A\$15,000 in applying for New Shares for each participating beneficiary on whose behalf you, or a downstream Custodian, holds shares (but joint holders are taken to be a single holder), subject to providing us with a certificate in accordance with paragraph (d) of "Significance of applying for New Shares" below. If you are not a Custodian, the rules for multiple single holdings apply and you may only contribute a maximum of A\$15,000 in applying for New Shares. You are not eligible to participate on behalf of a person who resides outside Australia and New Zealand or any person who is, or is acting for the account or benefit of, a US Person.

Eligible Shareholders

You are an "**Eligible Shareholder**" and may participate in the SPP if you were a registered holder of ordinary shares in the Company with a registered address in Australia or New Zealand as at 7.00pm (Sydney time) on Friday, 19 September 2014 ("**Record Date**"), unless you hold shares on behalf of a person who resides outside Australia or New Zealand (in which case you will not be eligible to participate in respect of the shares of that person).

The Company has determined that it is not practical for holders of shares with registered addresses in other countries to participate.

Further, you are not eligible if you are a "U.S. person" (as defined in Regulation S under the US Securities Act) ("**US Person**") or acting for the account or benefit of a US Person.

- **Holders receiving more than one offer:** If you are the only registered holder of shares in the Company, but you receive more than one offer under the SPP (due to multiple registered holdings), you may only contribute a maximum of A\$15,000 in applying for New Shares.

Participation is optional

Participation in the SPP is entirely optional. If you are an Eligible Shareholder, you can choose whether or not to participate. If you are a Custodian you can choose whether to extend the offer to your beneficiaries.

How much can you invest?

- (a) If you are an Eligible Shareholder, you may apply to buy a parcel of New Shares by contributing a set amount of A\$2,500, A\$5,000, A\$10,000 or A\$15,000.
- (b) This parcel may be subject to Scaleback and rounding.
- (c) Unless you are applying as a Custodian, the maximum amount of A\$15,000 applies even if you receive more than one Application Form or if you hold shares in the Company in more than one capacity (for example, if you are both a sole and joint holder of shares in the Company - see "Eligible Shareholders" above) and irrespective of the number of shares you held on the Record Date. We can reject any application for New Shares if we believe you have not complied with this condition.

How to apply for New Shares

If you would like to participate in the SPP, you have two options:

Option 1: BPAY

Provided you are not a Custodian (see paragraph (d) under the heading "Significance of applying for New Shares"), you can make a payment by BPAY if you have an Australian bank account enabled for this purpose. BPAY customers must use the unique customer reference number shown on the Application Form which is required to identify your holding. If paying by BPAY, you do not need to return your Application Form.

NOTE: By using the BPAY facility to apply for New Shares, you represent that the total of the application price for the following does not exceed A\$15,000:

- (a) the New Shares you are applying for;
- (b) any other shares you are applying for under this SPP, or shares or interests in the class issued under a similar arrangement in the 12 months before this application;
- (c) any other shares or interests in the class which you have instructed a Custodian to acquire on your behalf under this SPP; and
- (d) any other shares or interests in the class issued to a Custodian under an arrangement similar to this SPP in the 12 months before this application as a result of you instructing the Custodian or another Custodian, which resulted in you holding a beneficial interest in the shares or interests.

Payment by BPAY may not be processed and may not be valid if it has not been received by the Company by the time and date specified as the Closing Date. You should be aware that the BPAY system closes at 5.00pm (Sydney time) and your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment.

Option 2: Application Form and cheque or money order

You must complete an Application Form and return it with a cheque or money order in accordance with the instructions on the Application Form.

Cheques and money orders must be payable to "Buru Energy Limited", in Australian dollars and drawn on an Australian bank for the correct amount. The Company will not accept payment by cash.

The Company's discretion regarding applications

The Company may accept or reject applications for New Shares under the SPP, including if:

- (a) an Application Form is incorrectly completed, incomplete or otherwise determined by the Company to be invalid;
- (b) a cheque is dishonoured or has not been completed correctly;
- (c) the correct amount corresponding to your application is not provided with the Application Form or BPAY payment;
- (d) a BPAY payment is not received or is incomplete or invalid;

- (e) unless you are applying as a Custodian, an applicant appears to be contributing more than A\$15,000 under the SPP;
- (f) if you are a Custodian, we are not satisfied with your certification for any reason;
- (g) an application is received after the time and date specified as the Closing Date. The Company has a discretion whether or not to accept late BPAY payments, Application Forms and cheques or money orders; or
- (h) the Company believes you are not an Eligible Shareholder,

and the Company must reject applications if required to do so under ASIC Class Order [CO 09/425].

The Company reserves the right to return your cheque or money order or refund your BPAY payment and not allot you any New Shares.

\$12 million cap and Scaleback

The maximum amount that may be raised by the SPP has been set by the Board of the Company at \$12 million. Therefore, the maximum total number of New Shares that may be issued under the SPP will be 16 million ("**Offer Limit**").

If the Company receives applications for more than the Offer Limit, it reserves the right, in its absolute discretion, to scale back applications ("**Scaleback**").

If there is a Scaleback you may not receive all the New Shares for which you have applied. Each applicant will be treated equally and scaled back on a pro rata basis. If a Scaleback produces a fractional number when applied to your parcel, the number of New Shares you will be allotted will be rounded down.

The Company will refund to you by direct credit deposit to your nominated bank account (where you have given your nomination to the Share Registry) or by cheque, the difference between your application money and the total price for the New Shares allotted to you.

Offer Price

The offer price of each New Share is \$0.75. This is the same price offered to investors under the Placement announced on 22 September 2014, and represents a discount of 8.6% to the volume weighted average price of the Company's shares for the 5 trading days immediately prior to the announcement of the Placement and the SPP (being \$0.821).

Rounding of New Shares

If you apply for New Shares under the SPP, you agree to contribute a certain amount to buy New Shares rather than to apply for a certain number of New Shares. The number of New Shares you will receive will be determined by:

- if there is no Scaleback applied to your allotment, dividing the amount you agree to contribute for New Shares by the offer price; or
- if there is a Scaleback applied to your allotment, dividing the amount you are taken to have contributed by the offer price.

If this calculation produces a fractional number, the number of New Shares you will be allotted will be rounded down to the nearest whole number of New Shares and:

- if there is no Scaleback applied to your allotment, any residual balance will form part of the assets of the Company. You will not receive a refund of this amount, which will always be less than the price of one New Share issued under the SPP; or
- if there is a Scaleback applied to your allotment, the residual balance from rounding down will be added to the refund you receive from the Scaleback.

No other participation costs

No brokerage, commission or other participation costs are payable by you to acquire New Shares under the SPP.

No interest

No interest will be paid on any application money returned to you.

You cannot transfer your rights under this SPP

Your rights under this offer are personal to you and non-renounceable. This means, if you are eligible, you cannot transfer your right to purchase New Shares under this SPP to anyone else.

Equal ranking and rights to dividends

New Shares issued under the SPP will, at the time of issue, rank equally with existing shares quoted on ASX, with the same voting rights, dividend rights and other entitlements.

Significance of applying for New Shares

If you apply to participate in the SPP:

- (a) you agree that once you have sent in your application or made your BPAY payment, you cannot withdraw or cancel your application and your application is unconditional;
- (b) you confirm that you are an Eligible Shareholder and that you are lawfully permitted to accept the offer under the SPP and participate in the SPP in accordance with these Terms and Conditions and any applicable laws and specifically that you are not a US Person or acting for the account or benefit of a US Person;
- (c) you certify that, even if you have received more than one offer under the SPP or received offers in more than one capacity, the aggregate application money paid by you in any capacity (except as a Custodian) for:
 - the New Shares the subject of the Application Form or BPAY payment; and
 - any other shares issued to you, or to a Custodian on your behalf and at your instruction, under the SPP or any similar arrangement operated by the Company in the 12 months before the date we received your application,

is not more than A\$15,000;

- (d) if you are a Custodian and are applying for New Shares with a total application price exceeding A\$15,000, you agree to certify to us in writing the matters required by

ASIC Class Order [CO 09/425] condition 9, in accordance with the Custodian certificate, a copy of which can be obtained from the Share Registry;

- (e) you agree to these Terms and Conditions and you agree not to do anything which would be contrary to the spirit, intention or purpose of the SPP;
- (f) you agree to be bound by the constitution of the Company;
- (g) you authorise the Company (and its officers or agents) to correct any error or omission in your Application Form and to complete the Application Form by inserting missing details if we elect to do so;
- (h) you agree that the Company may determine that your Application Form is valid and in accordance with these Terms and Conditions, even if it is incomplete, contains errors or is otherwise defective;
- (i) you agree that your application is only effective when received by us and not when posted;
- (j) you accept the risk associated with any refund that may be sent to you by direct credit or cheque to your address shown on the Company's register;
- (k) you are responsible for any dishonour fees or other costs which the Company may incur if your cheque for payment is dishonoured;
- (l) you agree that if there is a rounding down of the number of New Shares and no Scaleback, any remaining balance of your payment after your allotment will form part of the assets of the Company and will not be refunded;
- (m) you acknowledge that no interest will be paid on any application money held pending the allotment of New Shares or subsequently refunded to you for any reason;
- (n) you agree that if you have previously provided the Company or the Share Registry with bank account details for the purpose of direct credit of dividends, any refund to be paid to you under these Terms and Conditions may be directed into that nominated account;
- (o) you agree that the Company and the Share Registry have not provided you with investment or financial product advice, and that they have no obligation to provide advice to you about your decision to apply for and buy New Shares; and
- (p) you agree that the Company is not liable for any exercise of its discretions referred to in these Terms and Conditions.

Notice to New Zealand shareholders

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an

investment statement or prospectus under New Zealand law is required to contain.

No offer outside Australia and New Zealand

If you apply to participate in the SPP, you acknowledge and agree that:

- (a) the New Shares have not, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia and New Zealand;
- (b) the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
- (c) you must not send copies of these Terms and Conditions or any other material relating to the SPP to any person in the United States or to any person who is, or is acting for the account or benefit of, a US Person;
- (d) you must not submit an Application Form or make payment by BPAY for any person resident in the United States or elsewhere outside Australia and New Zealand or who is, or is acting for the account or benefit of, a US Person; and
- (e) if you do not comply with these restrictions, it may result in violations of applicable securities laws.

Withdrawal, waiver, suspension and termination

The Company reserves the right to withdraw the offer at any time up to the Allotment Date.

The Company reserves the right at any time to:

- (a) waive compliance with any provision of these Terms and Conditions;
- (b) amend or vary these Terms and Conditions; and
- (c) suspend or terminate the SPP.

Any amendment, variation, suspension or termination is binding on all Eligible Shareholders even if the Company does not notify you of the event.

Settling disputes

The Company may settle in any manner it sees fit, any difficulties, anomalies or disputes which may arise in connection with the operation of the SPP whether generally or in relation to any participant or any application for New Shares (including any Scaleback). The Company's decision is conclusive and binding on all participants and other persons to whom the determination relates. These rights may be exercised by the Company's Board or any delegate of the Board.

Governing Law

These Terms and Conditions are governed by the laws in force in Western Australia. By accepting this offer, you submit to the non-exclusive jurisdiction of the courts of Western Australia.

No underwriting

The SPP will not be underwritten.

Interpretation

The term "these Terms and Conditions" includes terms and conditions in the Application Form, Instructions and Key Dates.

Directory

Registered Office

Level 2, 88 William Street
Perth WA 6000

Share Registry

Link Market Services Limited
Central Park
Level 4
152 St Georges Terrace
Perth WA 6000

Legal Advisers

Gadens
Level 7
150 St Georges Terrace
Perth WA 6000



Buru Energy Limited

ABN 71 130 651 437

All Registry communications to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
Telephone (free call within Australia): 1800 660 083
From outside Australia: +61 2 8767 1211
ASX Code: BRU
Website: www.linkmarketservices.com.au

SRN/HIN:

Entitlement Number:

Record Date: 19 September 2014

Offer Opens: 26 September 2014

Issue Price per Share: A\$0.75

Offer Closes
5:00pm (AEDT): 17 October 2014

SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

How do I apply for Shares under this offer?

- Carefully read the SPP Terms and Conditions accompanying this form.
- Decide on the amount you wish to apply for.
- Pay for the Shares in accordance with the instructions outlined in the Terms and Conditions Booklet and further important instructions on the reverse of this form.

Option 1: Paying by BPAY®.

Option 2: Paying by Cheque, Bank Draft or Money Order.

- Payments must be in Australian dollars.

PAYMENT OPTIONS

Option 1: Paying by BPAY®

If paying by BPAY®, you do NOT need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY® by 5:00pm (AEDT) on 17 October 2014. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your Application Payment.

If you make a payment by BPAY® and Buru Energy Limited receives an amount which is not equal to either A\$2,500, A\$5,000, A\$10,000 or A\$15,000, Buru Energy Limited may round down the number of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$2,500.



Biller Code: 424150

Ref:

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account.

More info: www.bpay.com.au

© Registered to BPAY Pty Ltd ABN 69 079 137 518

Option 2: Paying by Cheque, Bank Draft or Money Order

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment.

- Tick the box beside the amount you wish to apply for, either A\$2,500, A\$5,000, A\$10,000 or A\$15,000.
- Enter your cheque, bank draft or money order details. The amount of your Application Payment should be equal to the amount applied for in section A of the Acceptance Slip. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Buru Energy Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to either A\$2,500, A\$5,000, A\$10,000 or A\$15,000, Buru Energy Limited may round down the number of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$2,500.
- Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.



Please detach and enclose with payment

SRN/HIN:

Entitlement Number:



A I/we wish to purchase a parcel of Shares to the dollar amount of (tick one box only):

A\$2,500 OR A\$5,000 OR A\$10,000 OR A\$15,000

B Make your cheque, bank draft or money order payable to "Buru Energy Limited" and crossed "Not Negotiable"

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/> .00

C Telephone Number – Business Hours Telephone Number – After Hours Contact Name

<input type="text"/>	<input type="text"/>	<input type="text"/>
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IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order [CO 09/425] you must complete and submit an additional Schedule that contains additional certifications and details that must be provided ("the Schedule") before your Application will be received. The Schedule can be obtained by contacting the Buru Energy Limited SPP Offer Information Line. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you certify that the aggregate of the Application Payment paid by you for:
 - the parcel of New Shares indicated on this Application Form or BPAY® payment; and
 - any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by BPAY® does not exceed A\$15,000.
7. Buru Energy Limited reserves the right to make amendments to this Application Form where appropriate.
8. If Buru Energy Limited receives applications for more than the offer limit of A\$12 million, it reserves the right, in its absolute discretion, to scale back applications.

SAMPLE

How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia.

Acceptance Slip and the payment for New Shares must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

Buru Energy Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

or

Hand Delivery

Buru Energy Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (AEDT) on 17 October 2014. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Buru Energy Limited reserves the right not to process any Acceptance Slips and Application Payments received after the Closing Date.

If you require information on how to complete this Acceptance Slip please contact the Buru Energy Limited SPP Offer Information Line on 1800 660 083 free call if calling within Australia or +61 2 8767 1211 if calling from outside of Australia.

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BURU ENERGY COMPLETES A PLACEMENT TO A NEW CORNERSTONE SHAREHOLDER AND EXISTING INVESTORS, TO FULLY FUND 2014 AND 2015 WORK PROGRAMS

Highlights

- \$28 million placement of 12.5% of Buru Energy's equity capital at an issue price of \$0.75 per share, of which \$20 million has been subscribed by Coogee Chemicals
- Coogee Chemicals to become a substantial shareholder in Buru Energy
- Strong support from Buru Energy's current eligible sophisticated and professional shareholders with \$8 million of the placement subscribed by these long term supportive investors
- Share Purchase Plan provides the opportunity for participation by all existing eligible shareholders
- Buru Energy's 2015 planned work program is now fully funded
- Coogee Chemicals past experience in small to medium scale gas projects and gas market opportunities provides additional scope for gas monetisation

Equity Placement

Buru Energy Limited (**Buru**) will raise \$28 million via a placement of 12.5% of its equity capital (**Placement**). \$20 million of the Placement is being subscribed by Coogee Chemicals Pty Ltd and its holding company, Chemco Pty Ltd (together **Coogee Chemicals**), with the balance subscribed by current Buru eligible sophisticated investors and institutional shareholders. Following completion of the Placement, Coogee Chemicals will become a substantial shareholder in Buru.

Some 37.3 million shares will be issued at a price of \$0.75 per share, which is a 2% discount to the closing price of Buru on 17 September 2014 immediately prior to the trading halt.

The shares issued under the placement will be within Buru's existing placement capacity pursuant to ASX Listing Rule 7.1, with quotation and trading on the ASX scheduled to commence on Friday, 26 September 2014. All shares issued under the placement will rank equally with Buru's existing shares.

Share Purchase Plan

Buru will offer all existing eligible shareholders the opportunity to invest additional equity via a non-underwritten Share Purchase Plan (SPP). The SPP will allow eligible shareholders to acquire up to \$15,000 of new shares, at the placement price of \$0.75. The maximum amount that will be raised by both the Placement and the SPP has been set by the Board of Buru Energy at \$40 million, which means the maximum amount that can be raised under the SPP is \$12 million, which means eligible applicants may be subject to scale back. However, there is no minimum amount that

must be raised by the SPP. No brokerage or transaction costs will be payable by subscribing shareholders. All shares issued pursuant to the SPP will rank equally with existing Buru shares.

Participation in the SPP is optional and will be open to shareholders who were registered holders of Buru shares at 5:00pm (Perth time) on the record date of Friday, 19 September 2014, and whose registered address is in Australia or New Zealand. Further details of the SPP, including the timetable, will be provided to eligible shareholders shortly.

Coogee Chemicals

Coogee Chemicals Pty Ltd is a substantial private company, based in Perth, which manufactures and distributes a wide range of industrial, agricultural and mineral processing chemicals (including methanol) into both Australian and international markets. Coogee Chemicals Pty Ltd is investigating the development of a gas-to-methanol plant, to be located in northwest Western Australia, and Buru will work with Coogee Chemicals Pty Ltd to determine whether the proposed plant could be supplied with gas to be produced from Buru's Laurel Formation basin centred tight wet gas project. Coogee Chemicals Pty Ltd has also been a highly successful investor in the Australian oil and gas industry.

Additional Directors

With the strengthening of the balance sheet and a forward focus on monetisation of its gas and oil assets the Board will continue its process for the appointment of additional non-executive Directors with appropriate skills and experience. In this regard, consideration will be given to the appointment of directors representing the Company's larger shareholders where they bring the appropriate skill sets to the Board.

Funded Calendar 2014 and 2015 Work Program

The capital raising will be used to fund the Company's 2015 work program and for general corporate purposes. The Company's 2014 work program was already funded, and the 2015 program will now also be fully funded from the proceeds of the Placement.

Buru's planned work program for the remainder of 2014 includes:

- Completion of one of the year's largest seismic programs onshore Australia, including up to 1,000kms of 2D data and a substantial 3D program
- The drilling of up to four wells for conventional oil targets, with the first well (Commodore 1) due to spud next month
- Continued production from the Ungani EPT with production increases planned from the restoration of production from the Ungani 1ST1 well
- Testing of the Ungani North 1 well and further testing of the Ungani 3 well. The planned test of the Paradise 1 well is now likely to be delayed until after the wet season
- Phase 1 of the Laurel Formation wet gas test program including well conditioning, CBL logging and acquisition of DFIT's (mini-fracs)

Subject to the successful completion of the remaining 2014 program, and on receipt of relevant approvals, Buru expects to undertake the following work program during calendar 2015:

- Acquisition of further prospect oriented seismic data
- Further development of the Ungani Oilfield including at least one additional production well, the upgrade of the Ungani production facilities, and the optimisation of the oil export system
- The drilling of at least four oil and gas exploration wells

- The frac and flow test of up to four wells to determine the flow characteristics of the Laurel Formation tight wet gas accumulation

The Company will also continue to progress discussions in relation to the potential farmout and future funding of the Laurel wet gas commercialisation project.

Commenting on the placement, Buru's Executive Chairman, Eric Streitberg, said:

"We are delighted to welcome Coogee Chemicals onto our share register. Coogee Chemicals is a highly successful privately owned Western Australian company that has demonstrated the ability to add significant value to oil and gas investments. The support of our existing major shareholders is also very welcome and we look forward to working closely with all of them to drive the future success of the company.

Our strengthened balance sheet will now allow us to pursue the substantial development opportunities which we have before us with confidence and determination. The recent restructuring of the Company's management and our focus on strict cost controls will also ensure that we are able to deliver short and long term value for shareholders."

Advisers

Macquarie Capital (Australia) Limited acted as Lead Manager. Highbury Partnership Pty Limited is acting as Buru's Financial Adviser.

Visit www.buruenergy.com for information on Buru Energy's current and future activities.

For inquiries please contact Buru Energy:

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Competent Persons Statement

Information in this release related to exploration and production results and petroleum resources is based on information compiled by Eric Streitberg who is an employee of Buru Energy Limited. Mr Streitberg is a Fellow of the Australian Institute of Mining and Metallurgy and the Australian Institute of Company Directors, and a member and Certified Petroleum Geologist of the American Association of Petroleum Geologists. He has over 40 years of relevant experience. Mr Streitberg consents to the inclusion of the information in this document.

About Buru Energy

Buru Energy Limited (ASX: BRU, S&P/ASX300) is a Western Australian oil and gas exploration and production company headquartered in Perth with an operational office in Broome. The Company's petroleum assets and tenements are located onshore in the Canning Basin in the southwest Kimberley region of Western Australia. Its flagship high quality conventional Ungani Oilfield project is owned in 50/50 joint venture with Mitsubishi Corporation. As well as Ungani, the Company's portfolio includes potentially world class tight gas resources. The company's goal is to deliver material benefits to its shareholders, the State of Western Australia, the Traditional Owners of the areas in which it operates, and the Kimberley community, by successfully exploring for and developing the petroleum resources of the Canning Basin in an environmentally and culturally sensitive manner.