



Luminus Systems Limited
ABN 30 103 228 271

000001 000 LSL
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by **11:00am Wednesday 13 June 2012**

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 as they choose. 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

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 information tab, "Downloadable 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.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



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

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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.



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I ND

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 Luminus Systems 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, as the proxy sees fit) at the Annual General Meeting of Luminus Systems Limited to be held at Boardroom, 349 Collins Street, Melbourne on Friday, 15 June 2012 at 11:00am and at any adjournment of that meeting.

Important for Item 2 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 2 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Item 2, the Chairman of the Meeting will not cast your votes on Item 2 and your votes will not be counted in computing the required majority if a poll is called on this item. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Item 2).

The Chairman of the Meeting intends to vote all available proxies in favour of Item 2 of business.

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 2 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel.

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
Item 1 Re-election of Mr Ian Pattison	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Non-binding Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Delisting from the official list of the ASX	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

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 / / _____

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of members of Luminus Systems Limited will be held at Boardroom, 349 Collins Street, Melbourne on Friday, 15 June 2012 at 11.00am.



Items of Business

Chairman's Address

Financial Statements and Reports

To receive and consider the financial report, director's report and auditor's report in respect of the year ended 31 December 2011.

To consider and if thought fit pass the following resolutions as ordinary resolutions:

Item 1: Re-Election of Mr Ian Pattison

That Mr Ian Pattison, a Director retiring in accordance with clause 9.5 of the Company's Constitution, and being eligible and having signified his candidature for the office, be and is hereby re-elected as a Director of the Company.

Item 2: Non-binding Adoption of Remuneration Report

That members hereby adopt the 2011 Remuneration Report as published in the Company's 2011 Annual Report.

Item 3: Delisting from the official list of the ASX

That for the purpose of ASX Listing Rule 17.11 and for all other purposes, the Company be removed from the official list of the ASX on a date to be decided by the ASX and the directors be authorised to do all things reasonably necessary to give effect to the delisting of the Company from the ASX.

Further Business

To transact any business that may be legally brought forward.

By order of the Board of Directors of Luminus Systems Limited

Ian Pattison
Company Secretary
15 May 2012

Voting by Proxy

A member who is entitled to attend and vote at the meeting may appoint a proxy to vote at the meeting on behalf of the member. The proxy need not be a member of the Company. If a member is entitled to cast 2 or more votes at a meeting the member may appoint 2 proxies and may specify the proportion or number of votes each proxy is entitled to exercise. If the appointment does not specify the proportion or number of votes that each proxy may exercise, each proxy may exercise half of the members votes on a poll.

Proxies may be lodged by being posted to or delivered to:

Luminus Systems Limited Share Registry,
Computershare Investor Services Pty Limited,
452 Johnston Street, Abbotsford, Victoria 3067.

Alternatively, those documents may be faxed to (outside Australia) +61 3 9473 2555 or (within Australia) 1800 783 447

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

The Company must receive the completed Proxy Form and, if relevant, the Power of Attorney or other authority under which it is signed (or a certified copy of that Power or Authority) at the address or fax number set out above, at least 48 hours before the meeting.

Voting Eligibility

The Company has determined that, in accordance with the Corporations Regulations 2001 (Cth), the holders of shares of the Company that are quoted any Members will be entitled to vote at the meeting if they are registered as a Member at 7pm (Melbourne time) on 13 June 2012.

EXPLANATORY MEMORANDUM TO THE NOTICE OF MEETING DATED 18 MAY 2012 FOR THE ANNUAL GENERAL MEETING ON 15 JUNE 2012

This Explanatory Memorandum has been prepared for the information of members of Luminus Systems Limited (the "Company") in connection with the business to be conducted at the Annual General Meeting of members.

This Explanatory Memorandum should be read in conjunction with the Notice of Meeting and deals with the following matters to be considered at the meeting:

- The re-election of Ian Pattison
- Adoption of Remuneration Report; and
- Delisting from the ASX

The Directors unanimously recommend that you vote in favour of each of the resolutions to be considered at the meeting.

Item 1: Re-election of Director

Mr. Pattison is retiring in accordance with Clause 9.5 of the Constitution of Luminus Systems Limited; and being eligible offers himself for re-election.

Mr. Pattison was appointed as a Director on 22 December 2002. Mr. Pattison has contributed extensively to the company prior to and since its relisting on the Australian Securities Exchange on 21 October 2004.

The other Directors recommend the re-election

Item 2: Non-binding Adoption of Remuneration Report

Pursuant to the Corporations Act 2001, the Annual General Meeting of a listed company must propose a resolution that the Remuneration Report be adopted. Pursuant to the Corporations Act, the vote on this resolution is advisory only and does not bind either the Directors or the company.

Item 3: Delisting from the ASX

The Board of Directors have resolved that the Company be delisted from the ASX.

The ASX has made a determination that the exercise of the Duyfken Option is to be treated as a backdoor listing and as such the Company is required to re-comply with Chapters 1 and 2 of the Listing Rules.

The Company has sought to restructure the Duyfken Option in such a way as to avoid this determination however the ASX made a final determination on the issue in April 2012. The ASX has also indicated that the Company may not exercise the Duyfken Option whilst it remains listed on the ASX unless it first re-complies with Chapters 1 and 2 of the Listing Rules. The Company intends to exercise the Duyfken Option immediately the Company is delisted. It will then commence development work on the Mount Haden assets.

The anticipated timetable for the delisting of the Company is as follows:

15 May 2012	Notice of Annual General Meeting released to market
15 June 2012	Annual General Meeting. Resolution to delist passed
22 June 2012	Company delisted from ASX

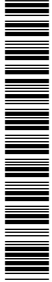
The Company reserves the right to amend the timetable as required and as agreed to by the ASX.

The Company intends to issue a prospectus and seek quotation on a stock exchange in the future.



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Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Luminus Systems Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHES environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHES are also updated.

Yours sincerely

Luminus Systems Limited

