



Viculus Limited
ACN 074 976 828
Suite 32, Level 18, 101 Collins Street
MELBOURNE VIC 3000

6 May 2015

ASX Announcements Office
Australian Securities Exchange

Lodgement of Supplementary Prospectus with ASIC

Viculus Limited (ASX: VCL) (**the Company** or **Viculus**) has lodged a second supplementary prospectus with ASIC dated 1 May 2015 (**Second Supplementary Prospectus**). This Supplementary Prospectus must be read together with the Replacement Prospectus dated 25 February 2015 and Supplementary Prospectus dated 17 March 2015 (**Initial Supplementary Prospectus**).

We attach a copy of the Supplementary Prospectus.

The offer period has been extended with both the Offer Closing Date and Takeover Closing Date extended to 1 June 2015. As a consequence, the following revised timetable will now apply:

Takeover Bid offer closes	1 June 2015
Prospectus offer closes	1 June 2015
Expected Allotment Date of shares	8 June 2015
Readmission of Company to ASX	15 June 2015

Extension of Offer Period

We attach a notice of variation pursuant to section 650D(1)(a) of the *Corporations Act 2001 (Cth)*, which was lodged with ASIC and sent to Euro Petroleum Limited (**Euro**), extending the closing date of the Company's offers made under its off-market takeover bid (**Offers**) for all the fully paid ordinary shares in the capital of Euro, including those issued during the offer period (**Euro Shares**) to 5.00pm (AEST) on 1 June 2015.



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As a consequence of the extension of the offer period, the dates in the indicative timetable above set out on page 12 of the Replacement Prospectus dated 25 February 2015 will now apply.

Derek Lo
Company Secretary

This is a Second Supplementary Prospectus dated 1 May 2015 intended to be read with the Replacement Prospectus dated 25 February 2015 and Supplementary Prospectus dated 17 March 2015, relating to the Offer by Viculus Limited

**VICULUS LTD ACN 074 976 828 (ASX:VCL)
(‘the Company’)**

SECOND SUPPLEMENTARY PROSPECTUS

1. IMPORTANT NOTICE

This is a second supplementary prospectus (**‘Supplementary Prospectus’**) intended to be read in conjunction with the Replacement Prospectus dated 25 February 2015 (**‘Prospectus’**) and Supplementary Prospectus dated 17 March 2015 (**‘Initial Supplementary Prospectus’**) issued by the Company for the purposes of the Offer of Shares to be issued by the Company in connection with the Company’s application to re – list on the ASX following a change to the nature and scale of the Company’s activities.

This Supplementary Prospectus is dated 1 May 2015 and was lodged with the ASIC on that date. ASIC and ASX take no responsibility for the contents of the Prospectus or this Supplementary Prospectus.

This Supplementary Prospectus must be read together with the Prospectus. Pursuant to section 719(4) of the Corporations Act, the Prospectus is taken to include this Supplementary Prospectus. Terms used in this Supplementary Prospectus have the same meaning as in the Prospectus unless otherwise defined or the contrary intention appears. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued in both hard copy and electronic versions. The electronic version of the Prospectus may be viewed online at www.lankagraphite.com.au. The Offer is available to persons receiving an electronic version of the Prospectus and this Supplementary Prospectus in Australia. The Corporations Act prohibits any person from passing onto another person the Application Form unless it is attached to or accompanied by a complete and unaltered version of the Prospectus.

During the period of the Offer, any person may obtain a hard copy of the Prospectus and this Supplementary Prospectus by contacting the Company. This Supplementary Prospectus does not constitute an offer or invitation in any place which, or to any person whom, it would not be lawful to make such an offer or invitation. The distribution of this Supplementary Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Supplementary Prospectus should seek advice on and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

2. UPDATED FINANCIAL INFORMATION FOR PROSPECTUS

Since the issue of the Replacement Prospectus, the Company has lodged its Half Yearly Financial Report for the period to 31 December 2014 (a copy of which may be obtained on the ASX announcement platform (ASX:VCL)).

The Half Yearly Financial Report shows that the Company made a loss of \$241,365 for the half year ended 31 December 2014 (compared to a loss of \$51,910 for the prior corresponding half year period). The Half Yearly Financial Report also shows that the Company had net assets of minus \$440,308 as at 31 December 2014, as compared to net assets of minus \$198,943 as at 30 June 2014.

This is a Second Supplementary Prospectus dated 1 May 2015 intended to be read with the Replacement Prospectus dated 25 February 2015 and Supplementary Prospectus dated 17 March 2015, relating to the Offer by Viculus Limited

In addition, since the issue of the Replacement Prospectus, the Company has continued to incur working capital costs and expenses associated with the Offer and the acquisition of Euro Petroleum Ltd.

2.1 Updates to Application of Funds section of Prospectus:

The Company therefore wishes to update the Prospectus to replace existing section 3.9 'Application of Funds' with the following new section 3.9:

3.9 Application of Funds

Under the Offer, the Company plans to raise up to \$5,000,000. The Company intends to apply the funds raised from the Offer as follows:

Funds available	Minimum Subscription	Percentage of Funds (%)	Full Subscription	Percentage of Funds (%)
<i>Pre-offer Cash</i>	\$55,008		\$55,008	
<i>Total raised in this offer</i>	\$3,500,000		\$5,000,000	
Total Funds Available	\$3,555,008		\$5,055,008	
Allocation of Funds:				
<i>Exploration and evaluation activities over a two (2) year period*</i>	\$1,342,500	38%	\$2,805,000	55%
<i>Expenses of Offer</i>	\$219,533	6%	\$219,533	4%
<i>Administration, overheads and working capital (over a two (2) year period)¹</i>	\$836,000	24%	\$836,000	17%
<i>Payment of balance purchase price to Lanka Graphite SL Vendor</i>	\$1,070,000	30%	\$1,070,000	21%
Total Funds applied	\$3,468,033		\$4,930,533	

¹ The proposed application of funds towards administration, overheads and working capital costs has increased to \$836,000 to allow for additional expenses and liabilities incurred by the Company in connection with the Offer and acquisition of Euro Petroleum and which shall be budgeted for in the first year's working capital budget. In the Replacement Prospectus, it was disclosed that \$615,000 would be allocated towards the administration, overheads and working capital expenses.

This is a Second Supplementary Prospectus dated 1 May 2015 intended to be read with the Replacement Prospectus dated 25 February 2015 and Supplementary Prospectus dated 17 March 2015, relating to the Offer by Viculus Limited

2.2 Updates to Expenses of the Offer:

In addition, the Company wishes to provide Investors with an update as the expenses of the Offer which have been incurred by the Company.

The Company advises that the following amounts have been paid towards the expenses of the Offer that were listed in section 12.5 of the Prospectus:

- Independent Geologist's Report - \$50,000
- Printing and Postage - \$15,000
- Meeting expenses - \$15,000

In addition, the estimated Brokerage fees in connection with the Offer are lower than previously anticipated, and are now estimated at \$45,000.

Therefore, the Company wishes to update the Prospectus to replace existing section 12.5 'Expenses of the Offer' with the following new section 12.5:

12.5 Expenses of the Offer

The estimated expenses of the Offer are as follows:

Expense	Minimum Amount	Maximum Amount
<i>Total Legal Fees</i>	<i>\$70,000</i>	<i>\$70,000</i>
<i>Investigating Accountant's Report</i>	<i>\$15,000</i>	<i>\$15,000</i>
<i>Sri Lankan Solicitor's Report</i>	<i>\$10,000</i>	<i>\$10,000</i>
<i>Printing and Postage</i>	<i>\$15,000</i>	<i>\$15,000</i>
<i>IPO and ASX Expenses</i>	<i>\$62,308</i>	<i>\$62,308</i>
<i>ASIC Fees</i>	<i>\$2,225</i>	<i>\$2,225</i>
<i>Brokerage Fees</i>	<i>\$45,000</i>	<i>\$45,000</i>
<i>Total</i>	<i>\$219,533</i>	<i>\$219,533</i>

The above amounts are exclusive of GST.

3. UPDATE ON STATUS OF CAPITAL RAISING

The Company now takes this opportunity to provide Investors with an update on the status of the capital raising under the Offer.

As at the date of this Supplementary Prospectus, the Company has received applications for Shares totaling \$3,623,000.

Therefore, the Company has received applications for the Minimum Subscription under the Offer and intends to continue to raise further capital during the extended period of the Offer as provided by this Supplementary Prospectus.

This is a Second Supplementary Prospectus dated 1 May 2015 intended to be read with the Replacement Prospectus dated 25 February 2015 and Supplementary Prospectus dated 17 March 2015, relating to the Offer by Viculus Limited

The Company has received acceptances under its takeover bid for Euro Petroleum from shareholders holding 90.7% of the issued shares in Euro Petroleum.

4. EXTENSION OF CLOSING DATE OF OFFER

The Offer Closing Date has been extended to 5:00 pm (EST) on Monday, 1 June 2015. The Directors reserve the right, at their discretion, to close the Offer early or further extend the Offer.

The Takeover Closing Date has been extended to 5:00 pm (EST) on Monday, 1 June 2015. The Directors reserve the right, at their discretion, to close the Takeover Bid Period early or further extend the Takeover Bid Period.

5. REVISED TIMETABLE

As a consequence of the extension of the Offer Closing Date and the Takeover Closing Date, the following dates in the indicative timetable set out on page 12 of the Prospectus will now apply:

Takeover Bid offer closes	1 June 2015
Prospectus offer closes	1 June 2015
Expected Allotment Date of shares	8 June 2015
Readmission of Company to ASX	15 June 2015

The dates shown above are indicative only and may be varied.

The Company has made an application to ASX seeking a waiver of the time period permitted for the issue of securities approved to be issued for the purposes of the Offer and acquisition of Euro Petroleum. Such approval was granted by the Company's shareholders at the General Meeting of the Company held on 25 August 2014.

The Company had previously obtained a waiver from ASX to permit the issuance of such securities by 30 April 2015.

The Company has applied for a further waiver to enable it to extend the period by which it may issue the securities through to 15 June 2015 in order to accord with the revised timetable set out above.

ASX may not approve the application for a further waiver, in which case, the Company will be required to call a general meeting of its shareholders to approve the transaction to acquire Euro Petroleum and to issue the securities that were previously approved to be issued for the purposes of the Offer and the acquisition of Euro Petroleum.

Therefore, in the event that ASX do not provide a waiver and a General Meeting is required to be held, the Offer will be conditional upon approval by the Company's Shareholders of the resolutions relating to the issuance of securities subject of the Offer and the acquisition of Euro Petroleum.

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6. RIGHT TO WITHDRAW

In accordance with the Corporations Act, the Company must give Applicants who have applied for Shares under the Prospectus a copy of this Supplementary Prospectus a one (1) month right from the date of Supplementary Prospectus to withdraw their Application and be repaid their Application Money in full.

If an Applicant elects to withdraw their Application, the Company will not pay interest on Application Monies refunded.

Any Applicant investor who has already submitted an Application as at the date of this Supplementary Prospectus, and wishes to obtain a refund of their Application Monies, should provide a written request to the Company as set out below by 5pm (EST) on 1 June 2015.

Applicants may withdraw their Applications and be repaid any Application Monies upon written request to the Company as follows:

Mailed to:

Viculus Ltd
Level 18
101 Collins Street
Melbourne VIC 3000

or

Viculus Ltd
C/ Computershare Investor Services P/L
452 Johnston Street
Abbotsford VIC 3067

Or delivered to:

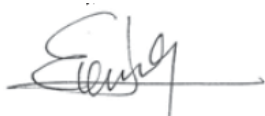
Computershare
452 Johnston Street
Abbotsford VIC 3067

Please note: The details of the refund cheque (including the address to which it should be sent) must correspond to the details contained in the Application Form lodged by that Applicant.

7. DIRECTORS' CONSENT

Each of the Directors of Viculus Limited has consented to the lodgment of this Supplementary Prospectus with ASIC.

Signed for and on behalf of Viculus Limited



Ms. Emily Lee
Managing Director, Viculus Ltd

Dated: 1 May 2015

This is an important document and should be read in its entirety. If you do not understand this Supplementary Prospectus you should consult your professional advisers without delay. The Shares offered by this Supplementary Prospectus are of a speculative nature.

Viculus Limited
ACN 074 976 828

Corporations Act 2001 (Cth)
Sections 650C, 650D, 650E and 630(2)

Notice of Variation: Extending Offer Period and Date for giving Notice of Status of Conditions

Date: 1 May 2015

TO: Australian Securities and Investments Commission (**ASIC**)

Euro Petroleum Ltd (**Euro**)

Each person to whom an offer was made to acquire all of the shares in Euro Petroleum Ltd (ACN 147 870 362) (**Offer**) pursuant to the Bidder's Statement prepared by Viculus Limited (ACN 074 976 828) dated 1 August 2014 and the Supplementary Bidder's Statement dated 25 August 2014.

Viculus Limited (ACN 074 976 828) (**Viculus**) hereby gives notice under section 650D of the *Corporations Act 2001 (Cth)* (**Act**) that pursuant to section 650C of the Act, it varies the Offer by extending the Offer Period (as described in the Bidder's Statement dated 1 August 2014 and the Notice of Variation dated 25 August 2014) so as to change the close of the Offer Period from 5pm (AEST) on 30 April 2015 to 5pm (AEST) on 1 June 2015.

The Offer is varied by replacing all references to "8 September 2014" with "1 June 2015" in the Bidder's Statement, from "30 April 2015" as per the previous Notice of Variation of 14 April 2015.

The date for giving notice on the status of the Conditions of the Offer as set out in clause 11.3 of the Bidder's Statement has been postponed pursuant to section 630(2) of the Act. The new date for giving the Notice on Status of Conditions is 25 May 2015.

In accordance with section 650E of the Act, as the extension of the Offer Period extends for more than one month when Viculus has to meet its obligations under the Offer, all Euro Shareholders to whom Viculus has made an Offer and who have accepted the Offer before the date of this Notice have the right to withdraw their acceptance within fourteen (14) days of the date of this Notice.

A withdrawal notice withdrawing an acceptance must be in a form consistent with the Withdrawal Form annexed to the Supplementary Bidder's Statement (**Withdrawal Form**).

Euro Shareholders can choose to exercise this withdrawal right and return the correctly completed Withdrawal Form within fourteen (14) days of the date of this Notice, your acceptance of the Offer will be cancelled, and your Euro Shares will be transferred back into your name(s).

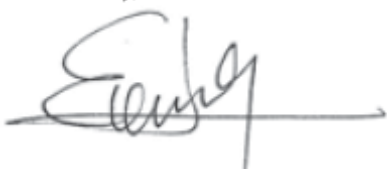
Withdrawal Forms must be mailed to:

Viculus Limited
Suite 32, Level 18, 101 Collins Street, Melbourne VIC 3000

A copy of this Notice was lodged with the ASIC on 1 May 2015.

ASIC takes no responsibility for the contents of this Notice.

Signed for and on behalf of Viculus Limited (ACN 074 976 828) with a resolution of the directors of Viculus.



Name: Emily Lee
Director
Viculus Limited

Name: Alison Coutts
Director
Viculus Limited