



LARUS ENERGY LIMITED
ACN 140 709 360

Larus Energy Limited

Notice of Annual General Meeting
and Explanatory Statement

2013 Annual Report:
<http://www.larusenergy.com.au>

**10.00 am
Tuesday 30 September 2014
The Portside Centre
Symantec House
Level 5
207 Kent Street
Sydney NSW 2000**



LARUS ENERGY LIMITED
ACN 140 709 360

Notice of Annual General Meeting

NOTICE is given that the Annual General Meeting of the Company will be held at The Portside Centre, Symantec House, Level 5, 207 Kent Street, Sydney NSW at 10.00 am on Tuesday 30th September 2014.

ORDINARY BUSINESS

- 1. Receipt of the Financial Report for the year ended 31 December 2013**
Receipt of the Company's Financial Report and the Directors' Report and the Auditor's Report for the year ended 31 December 2013.
- 2. Elect Mr. Richard Gazal as a Director of the Company**
To consider and, if thought fit, pass the following Resolution:
"That Mr. Richard Gazal, having been appointed as a Director of the Company since the last annual general meeting and who retires in accordance with the Constitution of the Company, and being eligible, is elected as a Director of the Company."
- 3. Elect Mr. Ben Callanan as a Director of the Company**
To consider and, if thought fit, pass the following Resolution:
"That Mr. Ben Callanan, having been appointed as a Director of the Company since the last annual general meeting and who retires in accordance with the Constitution of the Company, and being eligible, is elected as a Director of the Company."
- 4. Elect Mr. Ashley Mangano as a Director of the Company**
To consider and, if thought fit, pass the following Resolution:
"That Mr. Ashley Mangano, having been appointed as a Director of the Company since the last annual general meeting and who retires in accordance with the Constitution of the Company, and being eligible, is elected as a Director of the Company."
- 5. Election of Auditors**
To consider and if thought fit to pass, the following resolution as an ordinary resolution:
"That Rothsay Chartered Accountants having consented to their appointment as auditor of the Company, be appointed as auditor of the Company."

Dated at Sydney, on the 1st day of September 2014

The Chairman will provide and update to shareholders at the meeting. In addition the Company's Exploration Manager will give a short technical presentation on operations.

By order of the Board
Matthew Azar
Company Secretary

2013 Annual Report:

The 2013 Annual Report is available on the Company's Website:

<http://www.larusenergy.com.au>



LARUS ENERGY LIMITED
ACN 140 709 360

Proxies

- A shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy or not more than two proxies to attend and vote instead of the shareholder.
- Where two proxies are appointed:
 - (i) a separate proxy Form, should be used to appoint each proxy;
 - (ii) the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and if it does not do so the proxy may exercise half of the votes.
- A shareholder can appoint any other person to be their proxy. A proxy need not be a shareholder of the Company. The proxy appointed can be described in the Proxy Form by an office held e.g. "the Chair of the Meeting".
- In the case of shareholders who are individuals, the Proxy Form must be signed:
 - (i) if the shares are held by one individual, by that shareholder;
 - (ii) if the shares are held in joint names, by any one of them.
- In the case of shareholders who are companies, the Proxy Form must be signed:
 - (i) if it has a sole director who is also sole secretary, by that director (and stating the fact next to, or under the signature on the Proxy Form);
 - (ii) in the case of any other company by either two directors or a director and secretary.

The use of the common seal of the company, in addition to those required signatures, is optional.

- If the person signing the Proxy Form is doing so under a power of attorney, or is an officer of a company outside those referred to above but authorised to sign the Proxy Form, the power of attorney or other authorisation (or a certified copy of it), as well as the Proxy form, must be received by the Company by the time and at the place specified below.
- A Proxy Form accompanies this notice. To be effective, you proxy must be received by the Company no later than 48 hours before the time for the holding of the meeting:
 - (i) by **facsimile** : +61 2 9290 9655; or
 - (ii) by **mail**:
Larus Energy Limited
C/- Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
 - in person:
Larus Energy Limited
C/- Boardroom Pty Limited
Level 7, 207 Kent Street
Sydney NSW 2000 Australia

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

In accordance with the *Corporations Act 2001 (Cth)*, the directors have determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of members as at 7.00pm on Sunday 28 September 2014.



LARUS ENERGY LIMITED
ACN 140 709 360

EXPLANATORY STATEMENT

1. Financial Report – Period ended 31 December 2013

The Corporations Act requires the financial report (which includes the financial statements and the directors' declaration), the directors' report and the auditor's report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the financial report, the directors' report or the auditor's report. Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the financial report.

2. Resolution 2 – Election of Mr. Richard Gazal as a Director

Mr Gazal is an executive director of, and the General Manager, Retail, of Gazal Corporation Limited, one of the largest publicly listed branded apparel companies in Australia. He has played an integral role in the expansion of a number of businesses in the Gazal Group since 2000.

Mr Gazal is a director and major shareholder of CINU Investments Pty Limited, a shareholder of the Company and a lender to the Company under the Convertible Note Deed described in the Company's 2013 Annual Report.

3. Resolution 3 – Election of Mr. Ben Callanan as a Director

Mr Callanan has over 18 years experience in investment banking, portfolio management and corporate finance. He is currently a Corporate Authorised Representative at Calibre Investments Pty Ltd and previously held positions at Macquarie Bank and Bankers Trust (Australia).

Mr Callanan's extensive investment banking experience compliments the existing skills demonstrated by the current Board. Ben has a wealth of experience in the funding of oil & gas and resources companies, including considerable experience with PNG resources companies.

In addition, Ben is a long-term shareholder and supporter of the company and is focused on the progression of the Company including the interests of all stakeholders.

4. Resolution 4 - Elect Mr. Ashley Mangano as a Director

Mr Mangano holds a masters in business administration from oxford university, specializing in corporate finance, along with undergraduate degrees in engineering (honours) and commerce from the university of Western Australia.

Mr Mangano has significant experience in international oil and gas, working on a diverse range of offshore and onshore projects in North America, West Indies, and Australasia. He spent the early part of his career as a drilling engineer with global oilfield service company Halliburton, before transitioning to a commercial manager role with Baker Hughes. Previous to his appointment with Larus Energy, Mr Mangano held the position of vice president, Trinidad, of publicly listed exploration and production company range resources limited where he not only completed a debt-funded development plan for existing reserves across three licenses, but also significantly increased the company's acreage position in Trinidad by a factor of 18 through execution of a farm-in agreement and a successful bid during the 2013 Trinidad and Tobago onshore bid round.



LARUS ENERGY LIMITED
ACN 140 709 360

5. Resolution 5 – Appointment of Rothsay Chartered Accountants as Auditors

Having been nominated by a shareholder, and pursuant to section 327B(1) of the Corporations Act 2001, Rothsay Chartered Accountants, being qualified and having consented to act under section 328 A of the Corporation Act 2001, have consented to be appointed as Auditors of Larus Energy Limited.

The directors unanimously recommend that shareholders vote in favour of the resolution.