



Larus Energy Limited

ACN 140 709 360

Notice of Annual General Meeting and Explanatory Statement

Annual Report:

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

**2:00PM (AEST)
3 August 2017
Norton Rose Fulbright
Grosvenor Place, Level 18
225 George 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 Larus Energy Limited ACN 140 709 360 (the **Company**) will be held at the offices of Norton Rose Fulbright, Grosvenor Place, Level 18, 225 George Street, Sydney at 2:00pm (AEST) on Thursday 3 August 2017.

ORDINARY BUSINESS

1. Receipt of the Financial Report for the year ended 31 December 2016

Receipt of the Company's Financial Report and the Directors' Report and the Auditor's Report for the year ended 31 December 2016.

2. Resolution 1 – Re-election of Mr Jon Adgemis as a Director

To consider and, if thought fit, pass the following Resolution as an ordinary resolution:

“That, Mr Jon Adgemis, having been appointed as an additional Director of the Company since the last annual general meeting and who retires in accordance with paragraph 55.2 of the Constitution of the Company, and being eligible for re-election, is re-elected as a Director of the Company.”

3. Resolution 2 - Retirement by rotation and re-election of Mr Ric Malcolm as a Director

To consider and, if thought fit, pass the following Resolution as an ordinary resolution:

“That, Mr Ric Malcolm, who retires by rotation in accordance with paragraph 57.1 of the Company's Constitution, and being eligible for re-election, is re-elected as a Director of the Company.”

Dated at Sydney, on 10 July 2017

By order of the Board
Matthew Azar
Company Secretary

2016 Annual Report:

The 2016 Annual Report is available on the Company's Website: <http://www.larusenergy.com.au>



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PROXIES

1. 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.
2. 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 each proxy may exercise half of the total number of votes that may be exercised on a resolution.
3. 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". If the Chair of the Meeting (the **Chair**) is appointed as a proxy, the Chair is entitled to cast the votes in accordance with the direction of the proxy despite the Chair having an interest in the resolution that is the subject of the direction on the Proxy Form.
4. 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.
5. In the case of Shareholders who are companies, the Proxy Form must be signed:
 - (i) if it has a sole director (including where that director 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.
6. 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.
7. A Proxy Form accompanies this notice. To be effective, your proxy must be received by the Company **no later than 48 hours before the time for the holding of the meeting:**

By facsimile

+61 2 9290 9655

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 12, 225 George Street
Sydney NSW 2000
Australia

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

In accordance with the Corporations Act 2001 (Cth) (**Corporations Act**), the directors have determined that a person's entitlement to vote at the meeting will be the entitlement of that person named in the register of members as at 7:00PM (AEST) on Tuesday, 1 August 2017.



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EXPLANATORY STATEMENT

1. Receipt of the Financial Report for the year ended 31 December 2016

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 1 – Re-election of Mr Jon Adgemis as a Director

Mr Jon Adgemis was elected as an additional Director on 21 April 2017. Paragraph 55.2 of the Company's Constitution provides that a Director appointed as an additional Director will hold office until the end of the next annual general meeting of the Company, at which time the Director may be re-elected. Accordingly, Mr Adgemis offers himself for re-election.

Mr Adgemis is a Partner at KPMG with over 16 years experience specialising in Mergers and Acquisitions across a range of sectors. He is currently National Head of Mergers and Acquisitions division which is a global market leader in advising clients in the mid-market deal space.

Prior to joining KPMG, Mr Adgemis worked at Gresham Partners, a corporate advisory and funds management group. Outside of KPMG, he has entrepreneurial interests currently spanning technology, property, film and mining. Mr Adgemis is a Director at Eastern Property Group, which holds an extensive commercial property portfolio and is also a shareholder of the Company.

Each of the Directors (other than Mr Adgemis) recommends Shareholders vote in favour of Resolution 1. The Chair of the meeting at the time of the resolution intends to vote any undirected proxies on the resolution in favour of the re-election of Mr Adgemis.

3. Resolution 2 – Retirement by rotation and re-election of Mr Ric Malcolm as a Director

Mr Richard (Ric) Malcolm was elected as an additional Director on 16 October 2014. Paragraph 57.1 of the Company's Constitution provides that at the close of each annual general meeting, one third of the Directors must retire by rotation. The Director to retire is the Director who has been in office for the longest period of time since their last election. In accordance with the Constitution, Mr Malcolm must retire by rotation at the Annual General Meeting. Being eligible for re-election, Mr Malcolm offers himself for re-election.

Mr Malcolm is a professional geoscientist with over 30 years of varied oil and gas experience within seven international markets. He began his career as a Petroleum Geologist with Woodside Petroleum in Perth exploring for oil and gas on the Northwest Shelf. He spent ten years with Ampoex Limited (Perth and Sydney) as a Senior Explorationist and then Exploration Manager in Western Australia and Asset Manager in Northern & Eastern Australia. Following Mobil's takeover of Ampoex, Mr Malcolm was appointed manager of Mobil's assets in Papua New Guinea. Three years later he joined OMV, initially as Exploration Manager for Australia & New Zealand and later as Exploration & Reservoir Manager for OMV Libya, General Manager Norway and in 2006, Managing Director of OMV UK. Between 2008 and 2013, Mr Malcolm was CEO of Gulfsands Petroleum plc, an AIM listed production, exploration and development company with operations in Syria, Tunisia, Morocco, USA and Colombia.

Each of the Directors (other than Mr Malcolm) recommends Shareholders vote in favour of Resolution 2. The Chair of the meeting at the time of the resolution intends to vote any undirected proxies on the resolution in favour of the re-election of Mr Malcolm.