



Larus Energy Limited
ACN 140 709 360

Notice of Annual General Meeting and Explanatory Statement

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

**Annual General Meeting to be held at:
5:00pm (AEST) on 7 June 2021
at Mills Oakley
Level 7
151 Clarence St
Sydney, NSW 2000**



LARUS ENERGY LIMITED
ACN 140 709 360

Notice of Annual General Meeting

NOTICE is given that the Annual General Meeting (**AGM**) of Larus Energy Limited ACN 140 709 360 (the **Company**) will be held at the offices of Mills Oakley, Level 7, 151 Clarence St, Sydney NSW 2000 on Monday 7 June, 2021 at 5:00pm (AEST).

The only business to be conducted, and matters to be discussed, at the AGM are those set out below. Due to COVID-19 restrictions, shareholders are required to pre-register if they intend to attend the AGM. Please follow the instructions over the page under the heading "AGM Attendance Requirements" if you wish to attend the AGM.

ITEMS OF BUSINESS

1. Receipt of the Financial Report for the year ended 31 December 2020

Receipt of the Company's Financial Report and the Directors' Report and the Auditor's Report for the year ended 31 December 2020.

2. Resolution 1 - Retirement by rotation and re-election of Mr Richard Gazal as a Director

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

"That, Mr Richard Gazal, 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 14 May 2021

By order of the Board
Matthew Azar
Company Secretary

2020 Annual Report:

The 2020 Annual Report is available on the Company's Website:

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

Go to *Investors - Financial Reports*



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AGM ATTENDANCE REQUIREMENTS

The business at this year's AGM will be restricted to the matters set out in the items of business contained in this Notice of Annual General Meeting, and questions from shareholders relating to such matters. With respect to updates on operational matters, shareholders are recommended to review the Company's 2020 Annual Report available on its website at <http://www.larusenergy.com.au>.

While restrictions have been relaxed in New South Wales with respect to gatherings, social distancing requirements remain. Due to these restrictions and in order to ensure the AGM may proceed as planned the Company requires any shareholder who wishes to attend the AGM to email their **Holders Name, Address** and **SRN** to matthew.azar@larusenergy.com.au. Information to be received no later than 7.00pm on Thursday, 27 May 2021.

In addition to facilitating the holding of the AGM these details need to be collected by the Company to comply with regulations that require venues to monitor personnel who attend the venue in case anything untoward occurs in connection with COVID-19. Failure to provide your details in advance of the AGM may prejudice your ability to attend on the day.

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. The proxy appointed can be the Chair of the Meeting.
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.



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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 5:00PM (AEST) on Saturday, 5 June 2021.

EXPLANATORY STATEMENT

1. Receipt of the Financial Report for the year ended 31 December 2020

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 – Retirement by rotation and re-election of Mr Richard Gazal as a Director

Mr Richard Gazal was originally appointed as a Director of the Company in 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. Currently, the longest serving Director since their last election is Richard Gazal who was last re-elected as a Director at the Company's 2018 AGM. Being eligible for re-election, Mr Gazal offers himself for re-election.

Richard is the Managing Director of 3C Capital, a private family office. Previously he was executive director of Gazal Corporation, a post he held for over 15 years.

Richard is an entrepreneur with extensive experience running companies across a wide range of sectors. He is the current chairman of the Company, a major shareholder of the Company under the existing Secured Convertible Note Deed dated 18 September 2013.

Each of the Directors (other than Mr Gazal) 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 Resolution 1 in favour of the re-election of Mr Gazal.