



Larus Energy Limited

ACN 140 709 360

Notice of Annual General Meeting and Explanatory Statement

Annual Report:

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

**10:00AM
31 May 2016
Norton Rose Fulbright
Level 18, Grosvenor Place
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, Level 18 Grosvenor Place, 225 George Street, Sydney at 10:00am on Tuesday 31 May 2016.

ORDINARY BUSINESS

1. Receipt of the Financial Report for the year ended 31 December 2015

Receipt of the Company's Financial Report and the Directors' Report and the Auditor's Report for the year ended 31 December 2015.

2. Resolution - 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 29 April 2016

The Chairman will provide an update to Shareholders at the meeting. In addition, both the Company's Exploration Manager and CEO will give a short technical presentation on current matters.

By order of the Board
Matthew Azar
Company Secretary

2015 Annual Report:

The 2015 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 on Sunday, 29 May 2016.



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EXPLANATORY STATEMENT

1. Receipt of the Financial Report for the year ended 31 December 2015

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

Mr Richard Gazal was elected as a Director of the Company in February 2013. 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 Gazal must retire by rotation at the Annual General Meeting. Being eligible for re-election, Mr Gazal offers himself for re-election.

Mr Gazal is a director and major shareholder of 3C Consolidated Capital Pty Limited (formerly called Cinu Investments Pty Limited), a major shareholder of the Company and a lender to the Company under the existing Secured Convertible Note Deed dated 18 September 2013 (amended on 5 February 2014 and 2 September 2014). Mr Gazal is a non-executive director of Gazal Corporation Limited.

Each of the Directors (other than Mr Gazal) recommends Shareholders vote in favour of the Resolution. 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 Gazal.