



Larus Energy Limited

ACN 140 709 360

Notice of Annual General Meeting and Explanatory Statement

2016 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>



LARUS ENERGY LIMITED
ACN 140 709 360

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.



LARUS ENERGY LIMITED
ACN 140 709 360

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.



ABN 16 140 709 360

All correspondence to:

BoardRoom
Smart Business Solutions

Boardroom Pty Limited
ABN 14 003 209 836
GPO Box 3993
Sydney NSW 2001

Tel: 1300 737 760 (within Australia)
Tel: +61 2 9290 9600 (outside Australia)
Fax: +61 2 9279 0664

www.boardroomlimited.com.au
origin@boardroomlimited.com.au

Dear Shareholder

eCommunication: Fast, Efficient and Effective

Larus Energy Limited encourages you to receive all your shareholder communications electronically.

eCommunications are a great way to:

- receive your information promptly and securely;
- keep up to date with significant Company announcements as they happen;
- create an electronic record of your communications; and
- reduce the use of paper and Larus' impact on the environment.

All our eCommunications are user-friendly and come in an easy-to-access format.

To register **please select the option** below and provide your email address.

Yes, I would like to receive **all my shareholder communications* electronically by email**. My email address is provided below.

Print your email address here:

*This includes, but is not limited to notices of meeting, proxy forms, company reports, dividend advices, major company announcements and other investor correspondence.

Return this form to Boardroom Pty Limited by email to enquiries@boardroomlimited.com.au, fax to +61 2 9279 0664 or in the supplied reply paid envelope.

If you take no action you will receive all shareholder communications as previously elected.

Update your EMAIL ADDRESS with LARUS

To ensure Larus can effectively keep all shareholders informed via email shareholder updates, please go to the [Email Alerts](#) page on our website and update your email address.

<http://www.larusenergy.com.au> and follow the links to [Investors](#) > [Email Alerts](#)

If you have any questions in relation to your holding or would like to update specific communication preferences not included in this form, please contact Boardroom Pty Limited on 1300 737 760, or on +61 2 9290 9600 (if outside Australia). Alternatively, you may also update your communication preferences directly via Investor Serve; <https://www.investorserve.com.au>.

Privacy Statement

The personal information in this form is collected by Boardroom Pty Limited ("Boardroom"), as registrar for the issuer of the securities you hold.

Boardroom Pty Limited's privacy policy can be viewed on their website (www.boardroomlimited.com.au).

Your personal information is required for administration of the register of securityholdings. Should some or all of the requested information not be provided correct administration of your securityholding may not be possible. Your personal information may be disclosed to the issuer of the securities you hold, it's or our related bodies corporate, external service companies such as print or mail service providers or otherwise as permitted by law. If, in accordance with the provisions of the Corporations Act the issuer of the securities you hold approves, you may be sent marketing material in addition to general corporate communications. You may elect not to receive marketing material by contacting Boardroom Pty Limited.

You can obtain access to you personal information and (if required) advise of any incorrect, inaccurate or out of date data information held, by contacting Boardroom Pty Limited on 1300 737 760



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am AEST on Sunday 29 May 2016.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am AEST on Sunday, 29 May 2016.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Larus Energy Limited

ACN 140 709 360

Name & Address

SRN (Security Reference Number)

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Larus Energy Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Norton Rose Fulbright, Level 18 Grosvenor Place, 225 George Street, Sydney 2000 on Tuesday, 31 May, 2016 at 10:00am AEST** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

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

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2016