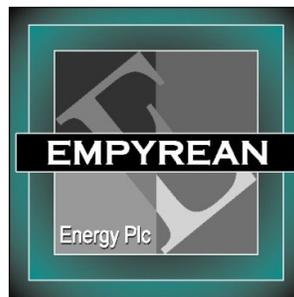


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Copies of this document are being sent to Shareholders. If you have sold or otherwise transferred all of your ordinary shares in Empyrean Energy PLC please forward this document and the accompanying form of proxy on at once to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or transferred part only of your holding in ordinary shares in Empyrean Energy PLC you should retain this document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

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This document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy ordinary shares in Empyrean Energy PLC.



(Empyrean Energy PLC, incorporated and registered in England with registered number 5387837)

NOTICE OF GENERAL MEETING

Notice of a General Meeting of the Company to be held at The Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS on 30 September 2015 at 10.00 a.m. is set out at Part II of this document. A form of proxy is enclosed with this document for use at the Meeting. Forms of proxy should be completed and returned to Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, BR3 4ZF as soon as possible and in any event so as to be received not later than 48 hours before the time fixed for the Meeting.

PART I - LETTER FROM THE CHAIRMAN



(Incorporated and registered in England with registered number 5387837)

Directors:

Dr. Patrick Cross (*Non-Executive Chairman*)

Thomas Kelly (*Chief Executive Officer*)

Frank Brophy (*Technical Director*)

John Laycock (*Finance Director*)

Company Secretary: Amanda Wilton-Heald

Registered Office: 200 Strand, London WC2R 1DJ

8 September 2015

To the Shareholders and, for information only, to the Option Holders

Dear Shareholder,

Notice of General Meeting

I am writing to you to explain the Resolutions to be proposed at a General Meeting (the “**Meeting**”) of Empyrean Energy plc (“**Empyrean**” or the “**Company**”) to be held at The Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS at 10.00 a.m. on 28 September 2015 and which are set out in the Notice of General Meeting at Part II of this document. Due to the timing of completion of the audit of the Company’s accounts for the financial period ended 31 March 2015, it was not possible for shareholders to have received the accounts 21 days prior to the Company’s 2015 AGM and therefore a separate meeting is now being held specifically for this purpose.

Resolutions to be proposed at the General Meeting

Resolution 1 - Receiving the Accounts

The Board recommends the receiving of the audited accounts for the financial period ended 31 March 2015 together with the Report of the Directors’ and the Auditors’ Report.

Resolution 2 – Auditors’ Appointment and Remuneration

This Resolution relates to the Auditors’ re-appointment and authorises the Directors to determine their remuneration.

Action to be taken

A form of proxy for use at the Meeting is enclosed. If you would like to vote on the Resolutions but cannot come to the Meeting please complete and sign the form of proxy and return it to the Registrars so as to arrive no later than 10.00 a.m. on 28th September 2015. The return of the form of proxy will not, however, prevent you from attending the Meeting and voting, in person, should you wish to do so.

Recommendation

The Board considers that the Resolutions are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of each Resolution and they unanimously recommend that you should vote in favour of them as well.

Yours faithfully

A handwritten signature in black ink that reads "Patrick H. Cross". The signature is written in a cursive, slightly slanted style.

**DR. PATRICK CROSS
CHAIRMAN**

PART II - NOTICE OF GENERAL MEETING



(Incorporated and registered in England with registered number 5387837)

Notice is hereby given that a General Meeting of the Company will be held at The Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS on 30 September 2015 at 10.00 a.m. to consider, and, if thought fit, pass the following Resolutions which will be proposed as Ordinary Resolutions.

ORDINARY BUSINESS

1. To receive the audited accounts for the financial period ended 31 March 2015 together with the Reports of the Directors and the Auditors thereon.
2. To re-appoint BDO International Limited as Auditors to the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting at which accounts are laid and to authorise the Directors to determine the remuneration of the Auditors of the Company.

Registered Office
200 Strand
London
WC2R 1DJ

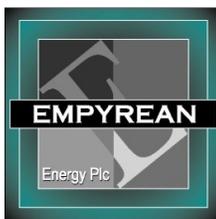
Amanda Wilton-Heald
Company Secretary
by order of the Board
8 September 2015

NOTES

- (1) A member entitled to attend, speak and vote is entitled to appoint a proxy to attend, speak and vote on his behalf. A proxy need not be a member of the Company.
- (2) Forms of proxy, together with any power of attorney or other authority under which it is executed or a notarially certified copy thereof, must be completed and, to be valid, must reach the Registrar of the Company at Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, BR3 4ZF not less than 48 hours before the time appointed for the holding of the meeting.
- (3) To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RA10 by not less than 48 hours before the time appointed for the holding of the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001. In any case your proxy form must be received by the company's registrars no less than 48 hours before the time appointed for the holding of the meeting.
- (4) Shares held in uncertified form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
- (5) If the appointer is a corporation, the form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised.
- (6) The appointment of a proxy does not preclude a member from attending and voting at the meeting.

- (7) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- (8) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (SI 2001/3755). Reg. 41(1) and (2), only those shareholders on the Register of Shareholders at 6.00 p.m. on 28 September 2015 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. If the meeting is adjourned by more than 48 hours, then to be so entitled, shareholder must be entered on the Company's Register of Shareholders at the time which is 48 hours before the time appointed for holding the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.
- (9) You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should contact the Company's Registrar at the address given in Note 2 above and make necessary arrangements.
- (10) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the Resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
- (11) As at the close of business on 4 September 2015 (being the latest practicable date before the publication of this Notice), the Company's issued share capital comprised 221,833,853 ordinary shares of £0.002 each. Each ordinary share carries the right to one vote at a general meeting of the Company, and therefore the total number of voting rights in the Company as at the time and date given above is 221,833,853

PROXY FORM



(Incorporated and registered in England with registered number 5387837)

I/We _____ (Block _____ Letters)

.....

of.

being a member/members of the above-named Company hereby appoint the Chairman of the Meeting or *

.....

of.....

.....

as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held at The Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS on 30 September 2015 at 10.00 a.m. and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the Resolutions as indicated by an X in the appropriate box.

* If it is desired to appoint another person as a proxy delete the words "*the Chairman of the Meeting*" and insert the name and address of the proxy, who need not be a member of the Company. Unless otherwise directed, and in respect of any other resolution properly moved at the Meeting, the proxy will vote, or may abstain from voting, as he thinks fit.

ORDINARY RESOLUTIONS

For Against Abstain

To receive the accounts.

To re-appoint BDO International Limited as Auditors and authorise the Directors to determine the remuneration of the Auditors.

DATED THIS _____ day of _____ 2015

SIGNATURE

NOTES

- (1) A member entitled to attend, speak and vote is entitled to appoint a proxy to attend, speak and vote on his behalf. A proxy need not be a member of the Company.
- (2) Forms of proxy, together with any power of attorney or other authority under which it is executed or a notarially certified copy thereof, must be completed and, to be valid, must reach the Registrar of the Company at Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, BR3 4ZF not less than 48 hours before the time appointed for the holding of the meeting.
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procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001. In any case your proxy form must be received by the company's registrars no less than 48 hours before the time appointed for the holding of the meeting.

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- (5) If the appointer is a corporation, the form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised.
- (6) The appointment of a proxy does not preclude a member from attending and voting at the meeting.
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- (11) As at the close of business on 4 September 2015 (being the latest practicable date before the publication of this Notice), the Company's issued share capital comprised 221,833,853 ordinary shares of £0.002 each. Each ordinary share carries the right to one vote at a general meeting of the Company, and therefore the total number of voting rights in the Company as at the time and date given above is 221,833,853.