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

NOTICE OF 2014 ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of the Company to be held at The Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS on 30 September 2014 at 9.30 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: Elizabeth Hunt

Registered Office: 200 Strand, London WC2R 1DJ

5 September 2014

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

Dear Shareholder,

Annual General Meeting 2014

I am writing to you to explain the Resolutions to be proposed at this year's Annual General Meeting ("AGM" or "Meeting") to be held at The Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS at 9.30 a.m. on 30 September 2014 and which are set out in the Notice of Annual General Meeting at Part II of this document.

BUSINESS OF THE ANNUAL GENERAL MEETING TO BE HELD ON 30 September 2014

ORDINARY BUSINESS

Resolution 1 – Receiving and adopting the Accounts

The Board recommends the receiving and adopting of the audited accounts for the financial period ended 31 March 2014 together with the Report of the Directors' and the Auditors' Report.

Resolution 2 – Auditors' Appointment and Remuneration

This Resolution relates to the Auditors' appointment and authorises the Directors to determine their remuneration. It is usual business for an Annual General Meeting.

Resolution 3 – Re-election of Director

The Board recommends the re-election of Patrick Cross who retires by rotation in accordance with the Company's Articles of Association. Dr Cross, being eligible, offers himself for re-election. A brief biography of Dr Cross is set out below:

Dr Cross has international experience in corporate finance, organisation structures, marketing and joint venture operations. His previous positions include 25 years with BP specialising in marketing, strategic planning and business development across different cultures. He also worked for two years as President of Cable and Wireless Japan, and six years as Managing Director of BBC World Ltd. Dr Cross has operated in South America, Asia, Europe and the United Kingdom establishing relationships at senior levels with major companies, Governments and the European Commission. He is non-executive chairman of Mercom Oil Sands Plc and a Trustee of The Royal Society of Tropical Medicine and Hygiene.

Resolution 4 – Re-election of Director

To re-elect Thomas Kelly, a director who retires by rotation in accordance with the Articles of Association of the Company, and, being eligible, offers himself for re-election as a director of the Company.

Mr Kelly has had more than 20 years corporate, finance and investment banking experience. During this period, Mr Kelly has had involvement in and been responsible for the financing of numerous listed companies on the Australian Securities Exchange (ASX) and several mergers and acquisitions within the Australian corporate sector. He is a founding director and shareholder of Empyrean Energy Plc.

ANNUAL GENERAL MEETING

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 AGM please complete and sign the form of proxy and return it to the Registrars so as to arrive no later than 9.30 a.m. on 30 September 2014. 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 each of the Resolutions is 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 each of them as well.

Yours faithfully



DR. PATRICK CROSS
CHAIRMAN

PART II - NOTICE OF ANNUAL GENERAL MEETING



(Incorporated and registered in England with registered number 5387837)

Notice is hereby given that the Annual General Meeting of the Company will be held at The Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS on 30 September 2014 at 9.30 a.m. to consider, and, if thought fit, pass the following Resolutions of which 1 to 4 will be proposed as Ordinary Resolutions.

ORDINARY BUSINESS

1. To receive and adopt the audited accounts for the financial period ended 31 March 2014 together with the Reports of the Directors and the Auditors thereon.
2. To 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.
3. To re-elect Patrick Cross, a Director who retires by rotation in accordance with the Articles of Association of the Company, and, being eligible, offers himself for re-election as a Director of the Company.
4. To re-elect Thomas Kelly, a Director who retires by rotation in accordance with the Articles of Association of the Company, and, being eligible, offers himself for re-election as a Director of the Company.

Registered Office
200 Strand
London
WC2R 1DJ

Elizabeth Hunt
Company Secretary
by order of the Board
5 September 2014

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 appointor 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 26 September 2014 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 5 September 2014 (being the latest practicable date before the publication of this Notice), the Company's issued share capital comprised 221,433,853 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 221,433,85