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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 2010 ANNUAL GENERAL MEETING**

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**Notice of the Annual General Meeting of the Company to be held at the Radisson Mayfair Hotel, Suite 3, Stratton Street, London W1J 8LT on 23 June 2010 at 10 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 Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU 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)*

Frank Brophy *(Technical Director)*

Thomas Kelly *(Commercial Director)*

John Laycock *(Finance Director)*

**Company Secretary:** Jade Styants

**Registered Office:** 200 Strand, London WC2R 1DJ

27 May 2010

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

Dear Shareholder,

### **Annual General Meeting 2010**

I am writing to you to explain the resolutions to be proposed at this year's Annual General Meeting to be held at the Radisson Mayfair Hotel, Suite 3, Stratton Street, London W1J 8LT at 10 a.m. on 23 June 2010 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 23 JUNE 2010**

### **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 2010 together with the Report of the Directors' and the Auditors' Report.

#### **Resolution 2 – Auditors' Reappointment and Remuneration**

This Resolution relates to the Auditors' re-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 Thomas Kelly who retires by rotation in accordance with the Company's Articles of Association. Mr. Kelly, being eligible, offers himself for re-election. A brief biography of Mr. Kelly is set out below:

Mr. Kelly has had more than 15 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 Stock Exchange (ASX) and several mergers and acquisitions within the Australian corporate sector. He

is currently a director of ASX listed Lefroy Resources Ltd and was formerly an Executive Officer of a prominent West Australia stock broking firm.

## **SPECIAL BUSINESS**

### **Resolution 4 – Section 551 authority**

This is an Ordinary Resolution authorising the Directors to allot relevant securities up to the authorised but unissued share capital. The Company's current authorised share capital is £2,000,000, comprising 1,000,000,000 ordinary shares of £0.002 each. At the date of this Document, the Company has issued share capital of £364,448.92 comprising 182,224,460 issued ordinary shares of the Company. The authority will expire at the commencement of the next Annual General Meeting following this meeting.

### **Resolution 5 –Dis-application of pre-emption rights**

Resolution 5 is a Special Resolution authorising the Directors to issue equity securities for cash on a non pre-emptive basis pursuant to the authority conferred by Resolution number 4 above. This will allow the Board to allot shares without recourse to the shareholders so that it can move quickly from time to time as it deems appropriate. If granted, the authority would only be exercised if the Directors believed that to do so would be in the best interests of the shareholders as a whole. This authority will expire at the commencement of the next Annual General Meeting following this meeting.

### **Resolution 6 – Adoption of new Articles of Association**

It is proposed in this resolution to adopt new articles of association (the 'New Articles') in order to update the Company's current articles of association (the 'Current Articles') primarily to take account of the implementation of the Companies Act 2006. The principal changes introduced in the New Articles are summarised in Appendix 1 to this Notice. Other changes, which are of a minor, technical or clarifying nature or conform the language of the New Articles have not been noted in Appendix 1. The New Articles showing all the changes to the Current Articles are available for inspection at the registered office of the Company during normal business hours on Monday to Friday (public holidays excepted) up to, and including, the date of the AGM.

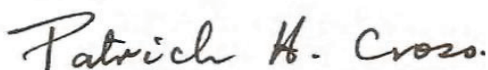
## **ANNUAL GENERAL MEETING**

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 10 a.m. on 21 June 2010. 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**

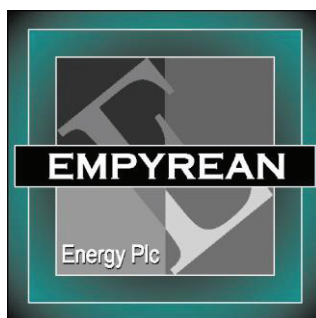
The Board considers that each of the Resolutions is in the best interest of the Company and its shareholders as a whole. Your Board will be voting in favour of each Resolution and they unanimously recommend that you should vote in favour of each of them as well.

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 Radisson Mayfair Hotel, Suite 3, Stratton Street, London W1J 8LT on 23 June 2010 at 10 a.m. to consider, and, if thought fit, pass the following Resolutions of which 1 to 4 will be proposed as Ordinary Resolutions and Resolutions 5 to 6 will be proposed as Special Resolutions.

### ORDINARY BUSINESS

1. To receive and adopt the audited accounts for the financial period ended 31 March 2010 together with the Reports of the Directors and the Auditors thereon.
2. To re-appoint Chapman Davis LLP 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 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.

### SPECIAL BUSINESS

#### 4. As an Ordinary Resolution

That the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (“**Rights**”) up to an aggregate nominal amount of £1,635,551.08 (equal to the authorised but unissued share capital of the Company as at 27 May 2010) provided that such authority shall expire at the commencement of the Annual General Meeting next held after the passing of this resolution save that the Company may pursuant to the authority make an offer or agreement or other arrangement before the expiry of the authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to such offers or agreements as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

#### 5. As a Special Resolution

That, subject to the passing of Resolution 4 set out above, the Directors be empowered pursuant to Section 570 of the Act to allot equity securities, within the meaning of Section 560 of that Act, for cash pursuant to the authority conferred by Resolution 4, as if Section 561 of that Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- (i) in connection with a rights issue to holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with

fractional entitlements or legal or practical problems under the laws of any territory or the requirements of any regulatory authority or any stock exchange;

(ii) up to an aggregate nominal amount of £27,333.67 (representing approximately 7.5 per cent. of the issued share capital as at 27 May 2010) in connection with an unapproved share option scheme of the Company; and

(iii) otherwise than pursuant to sub-paragraphs (i) and (ii) above, up to an aggregate nominal amount of £328,004.03 (representing approximately 90 per cent. of the issued share capital as at 27 May 2010).

and such power shall expire upon the expiry of the authority conferred by Resolution 4 set out above, save that the Directors shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offers or agreements as if the power conferred hereby had not expired.

## 6. As a Special Resolution

That:

- a. the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 of the Companies Act 2006, are treated as provisions of the Company's Articles of Association; and
- b. the amended Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

*Registered Office*  
200 Strand  
London  
WC2R 1DJ

**Jade Styants**  
Company Secretary  
by order of the Board  
27 May 2010

## 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 Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU 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 p.m. on 21 June 2010 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 26 May 2010 (being the latest practicable date before the publication of this Notice), the Company's issued share capital comprised 182,224,460 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 182,224,460.
- (12) The following documents will be available for inspection during normal business hours on Monday to Friday (public holidays excepted) at the registered office of the Company up to, and including, the date of the AGM:
- a. a copy of the existing Articles of Association of the Company; and
  - b. a copy of the new Articles of Association proposed to be adopted by the Company pursuant to Resolution 6 set out in this notice.

# **Appendix 1 - Explanatory Notes of Principal Changes to the Company's Articles of Association**

The Companies Act 2006 (the “**2006 Act**”), which replaces the Companies Act 1985 (the “**1985 Act**”), has been implemented in stages and became fully in force from 1 October 2009. In addition, the Companies (Shareholders' Rights) Regulations 2009 (the “**Shareholders' Rights Regulations**”), which amend certain provisions of the 2006 Act relating to meetings of the Company, came into force on 3 August 2009. Pursuant to Resolution 6 (the “**Resolution**”), the Company is adopting new articles of association (the “**New Articles**”) which will reflect the changes in company law brought about by the Shareholders' Rights Regulations and by those provisions of the 2006 Act which came into effect on 1 October 2009. The New Articles also contain some other minor, technical or clarificatory amendments, including, where appropriate, bringing the New Articles into line with the wording of the new model form articles of association for public companies contained in Schedule 3 to the Companies (Model Articles) Regulations 2008 (the “**Model Form Articles**”).

Set out below is a summary of the principal changes in the New Articles.

## **1. The Company's objects**

The provisions governing the operations of the Company are currently set out in both its memorandum of association and its articles of association. The 2006 Act significantly reduces the constitutional significance of a company's memorandum of association. Under Section 28 of the 2006 Act, the majority of the current provisions of the memorandum of association, including most notably the objects clause, is now treated as part of the articles of association effective from 1 October 2009. The Company can remove these provisions by special resolution. Unless the articles of association provide otherwise, the Company's objects will be unrestricted. The Resolution therefore proposes that the Company remove its objects clause together with all other provisions of its memorandum of association which, by virtue of the 2006 Act, is treated as forming part of the Company's articles of association effective from 1 October 2009.

## **2. Limited liability**

Under the 2006 Act, the memorandum of association will also no longer contain a clause stating that the liability of the members of a company is limited. For existing companies, this statement will automatically be treated as having moved into the articles of association on 1 October 2009. As noted in paragraph 1 above, the Resolution removes from the Company's articles of association the provisions of the Company's memorandum of association which are treated as forming part of the Company's articles of association by virtue of Section 28 of the 2006 Act. These provisions include the statement of limited liability. An explicit statement of the members' limited liability is therefore included in the New Articles.

## **3. Authorised share capital and unissued shares**

The 2006 Act removes the concept of authorised share capital. Under provisions relating to existing companies, the statement of authorised share capital previously contained in a company's memorandum of association is deemed (with effect from 1 October 2009) to be a provision of the Company's articles of association setting out the maximum amount of shares that may be allotted by the Company. The adoption of the New Articles will have the effect of removing this provision. Directors will still need to obtain the usual shareholders' authorisation in order to allot shares (see Resolutions 4 and 5 in this Notice of Meeting). References to authorised share capital and to unissued shares have therefore been removed from the New Articles.

## **4. Redeemable shares**

Whereas under the 1985 Act a company's articles of association need to set out the terms on which redeemable shares can be redeemed, this will no longer be the case under the 2006 Act. The Directors may determine the terms, conditions and manner of redemption of redeemable shares provided they are authorised to do so by the company's articles of association. The New Articles contain such authorisation. The Company currently has no plans to issue redeemable shares but if it did so the Directors would still require shareholders' authority to issue new shares in the usual way.



## **5. Transfer of shares**

The 2006 Act removes the right which exists under the 1985 Act for a company to suspend the registration of transfers of shares for periods of up to 30 days in any one year. Accordingly the provision which allowed the Company to suspend the registration of share transfers has been removed in the New Articles.

## **6. Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital**

Under the 1985 Act, a company requires specific authorisations in its articles of association to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital. Under the 2006 Act, public companies will not require specific authorisations in their articles of association to undertake these actions; but shareholder authority will still be required. Amendments have been made to the New Articles to reflect these changes and also to clarify the provisions on consolidation and sub-division of shares.

## **7. Extraordinary general meetings**

The concept of extraordinary general meetings, which is used in the 1985 Act, does not exist in the 2006 Act. Accordingly references to extraordinary general meetings have been removed in the New Articles. The 2006 Act also permits general meetings (other than annual general meetings) to pass a special resolution to be convened on 14 days notice and accordingly the New Articles reflect this provision.

## **8. Voting rights on a show of hands and on a poll**

The Shareholders' Rights Regulations clarify the various powers of proxies and representatives of corporations in respect of resolutions taken on a show of hands. Where a proxy has been duly appointed by one member, he has one vote on a show of hands, and where he has been duly appointed by more than one member, if all his appointers instruct him to vote the same way, he may vote once in that way, and if some appointers instruct him to vote for and some against a resolution, on a show of hands he has one vote for and one vote against the resolution. Where a corporation duly appoints representatives to attend meetings on its behalf, each representative duly appointed by a corporation has the same voting rights as the corporation would be entitled to. The New Articles contain provisions which clarify these rights and also clarify how the provision giving a proxy a second vote on a show of hands should apply to discretionary powers.

## **9. Validity of proxy votes**

Following the implementation of the Shareholders' Rights Regulations, proxies will be expressly required to vote in accordance with instructions given to them by members. The New Articles contain a provision stating that the Company is not required to enquire whether a proxy or corporate representative has voted in accordance with instructions given to him and that votes cast by a proxy or corporate representative will be valid even if he has not voted in accordance with his instructions.

## **10. Directors' interests**

Under the Company's current articles of association, a director may, notwithstanding his office as a director of the Company, be a director, officer or employee of any body corporate in which the Company is interested – provided that he has disclosed to the other directors the nature and extent of any material interest he has. In the New Articles, this provision has been amended for practical reasons so that, where a director is also a director, officer or employee of a body corporate in which the Company is interested, he shall be deemed to have disclosed the nature and extent of this interest to the directors as required under this provision.

## **11. Procedures regarding directors' resolution in writing**

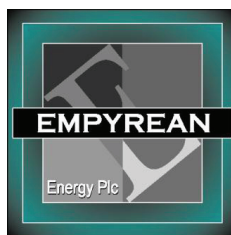
The current articles of association of the Company require all directors to sign a written resolution. The New Articles will clarify that a written resolution will be valid if agreed to by all the directors who would have been entitled to vote on that resolution had it been passed at a directors' meeting.

## **12. Making and retention of minutes**

The New Articles contains a new provision to the effect that minutes of meetings must be retained for at least ten years, reflecting the relevant provision of the 2006 Act. Under the 1985 Act no minimum retention period was specified.



## 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 Annual General Meeting of the Company to be held at the Radisson Mayfair Hotel, Suite 3, Stratton Street, London W1J 8LT on 23 June 2010 at 10 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*

- |   |                          |                          |                          |
|---|--------------------------|--------------------------|--------------------------|
| 1. To receive and adopt the accounts.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To re-appoint Chapman Davis LLP as Auditors and authorise the Directors to determine the remuneration of the Auditors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-elect Thomas Kelly as a Director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To grant the Directors the general authority to allot shares.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

### SPECIAL RESOLUTIONS

- |  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
| 5. To dis-apply the pre-emption rights.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To adopt new Articles of Association. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

DATED THIS                                      day of                                      2010

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 Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU not less than 48 hours before the time appointed for the holding of the meeting.
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- (12) The following documents will be available for inspection during normal business hours on Monday to Friday (public holidays excepted) at the registered office of the Company up to, and including, the date of the AGM:
  - a. a copy of the existing Articles of Association of the Company; and
  - b. a copy of the new Articles of Association proposed to be adopted by the Company pursuant to Resolution 6 set out in this notice.



