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

#### **NOTICE OF 2017 ANNUAL GENERAL MEETING**

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**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 11 September 2017 at 10.00 a.m. is set out at Part II of this document. You will not receive a form of proxy for the Annual General Meeting in the post. Instead, you will receive instructions to enable you to vote electronically and how to register to do so. You will still be able to vote in person at the Annual General Meeting, and may request a hard copy proxy form directly from the registrars, Capita Asset Services, 34 Beckenham Road, Beckenham, BR3 4TU (telephone number: 0871 664 0300).**

## 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)*

Gaz Bisht *(Executive Director (China))*

**Company Secretary:** Jonathan Whyte

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

18 August 2017

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

Dear Shareholder,

### **Annual General Meeting 2017**

I am writing to you to announce that this year's Annual General Meeting ("**AGM**" or "**Meeting**") will be held at The Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS at 10.00 a.m. on 11 September 2017 and the Notice of Annual General Meeting is set out at Part II of this document.

### **1 RESOLUTIONS**

An explanation of each of the Resolutions is set out below. Resolutions 1 to 6 will be proposed as Ordinary Resolutions and Resolution 7 will be proposed as a Special Resolution.

#### **Resolution 1 – Receiving the Accounts**

The Board recommends the receiving of the audited accounts for the financial period ended 31 March 2017 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. 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:

Patrick 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. Patrick 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 was non-executive chairman of Mercom Capital Plc, was a non-executive director of Orca Interactive Limited, until the company was successfully sold in 2008 and is a Trustee of the Royal Society of Tropical Medicine and Hygiene.

#### **Resolution 4 – 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:

Thomas Kelly has had more than 25 years corporate, finance and investment banking experience. During this period, Thomas 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. Thomas Kelly is a founding Director of Empyrean Energy Plc.

#### **Resolution 5 – Election of Director**

Resolution 5 is proposed for the formal election of Gajendra ("Gaz") Bisht as a Director of the Company. He was appointed by the Board since the last annual general meeting and a brief summary of his biography is set out below:

Gaz Bisht is an oil and gas professional with over 28 years' of proven skills in all aspects of Exploration and Production. In the past 5 years, he has developed strong business acumen in strategy framing and execution and has built deep and effective relationships with international companies as well as regulators in South East and North Asia, particularly in Indonesia, China and Malaysia.

The Board recommends the election of Gaz Bisht.

#### **Resolution 6 - Section 551 authority**

This is an Ordinary Resolution authorising the Directors to allot relevant securities up to a nominal amount of £500,000 (equating to 250,000,000 shares at a nominal value of 0.2p). If granted, the authority will only be exercised if the Directors believed that to do so would be in the best interests of the shareholders as a whole. The resolution is specifically proposed to enable the Directors to have the flexibility to grow the Company in an appropriate manner. The authority will expire at the commencement of the next AGM held by the Company.

#### **Resolution 7 – Dis-application of pre-emption rights**

Resolution 7 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 6 above up to a nominal amount of £500,000 for the purpose as set out in Resolution 6 above. This authority will expire at the commencement of the next AGM held by the Company.

### 3 ANNUAL GENERAL MEETING


The AGM is to be held at 10.00 a.m. on 11 September 2017 at The Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS.

You will not receive a form of proxy for the AGM in the post. Instead, you will receive instructions to enable you to vote electronically and how to register to do so. You will still be able to vote in person at the AGM, and may request a hard copy proxy form directly from the registrars, **Capita Asset Services, 34 Beckenham Road, Beckenham, BR3 4TU (telephone number: 0871 664 0300)**. 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.

### 4 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 11 September 2017 at 10.00 a.m. to consider, and, if thought fit, pass the following Resolutions of which 1 to 6 will be proposed as Ordinary Resolutions and Resolution 7 will be proposed as a Special Resolution.

### **ORDINARY BUSINESS**

1. To receive the audited accounts for the financial period ended 31 March 2017 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.
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.
5. To elect Gajendra Bisht as a Director of the Company.
6. THAT, in accordance with section 551 of Companies Act 2006 ("**Act**"), the Directors be generally and unconditionally authorised to exercise all 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 £500,000 provided that this authority shall expire at the commencement of the next Annual General Meeting held by the Company save that the Company shall be entitled to make offers or agreements before the expiry of this 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.

### **SPECIAL BUSINESS**

7. THAT, subject to the passing of Resolution 6 above, the Directors be empowered pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of that Act) pursuant to the general authority conferred by Resolution 6 above for cash as if section 561 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of the equity securities up to an aggregate nominal amount of £500,000 and such power shall expire upon the expiry of the authority conferred by Resolution 6 set out above, save that the Directors shall be entitled to make offers or agreements before the expiry and the Directors may allot equity securities pursuant to any such offers or agreements as if the power conferred by this resolution had not expired.

Registered Office  
200 Strand  
London  
WC2R 1DJ

Jonathan Whyte  
Company Secretary  
by order of the Board  
18 August 2017

#### 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) In order to be valid, the form of proxy (together with any power of attorney or other authority under which it is executed or a duly certified copy of any such power or authority) must be returned by one of the following methods, in each case so as to arrive no later than 10 am on 9 September 2017 or, in the case of an adjourned meeting, not less than 48 hours before the time appointed for holding such adjourned meeting (ignoring for these purposes non-working days) or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used:  
—in hard copy form by post, by courier or by hand to the company’s registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF  
—via [www.signalshares.com](http://www.signalshares.com) by logging on and selecting the ‘Proxy Voting’ link. If you have not previously registered for electronic communications, you will first be asked to register as a new user, for which you will require your investor code (IVC), (which can be found on your share certificate), family name and postcode (if resident in the UK); and  
—if your shares are held electronically via CREST, the proxy appointment may be lodged using the CREST Proxy Voting Service in accordance with note 3 below.
- (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 close of business on 9 September 2017 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 15 August 2017 (being the latest practicable date before the publication of this Notice), the Company’s issued share capital comprised 398,995,110 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 398,995,110.



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**Form of proxy**

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<https://www.signalshares.com>

