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

#### **NOTICE OF 2018 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 5 September 2018 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, **Link 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)*

John Laycock *(Finance Director)*

Gajendra Bisht *(Executive Director - Technical)*

**Company Secretary:** Jonathan Whyte

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

10 August 2018

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

Dear Shareholder,

### **Annual General Meeting 2018**

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 5 September 2018 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 4 will be proposed as Ordinary Resolutions and Resolution 5 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 2018 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 John Laycock who retires by rotation in accordance with the Company's Articles of Association. Mr Laycock, being eligible, offers himself for re-election. A brief biography of Mr Laycock is set out below:

John Laycock has over 30 years' experience in accounting, finance and risk management. His previous positions include 22 years with BP both in UK and international experience in France and Japan. John Laycock has a degree in Mechanical Engineering from Bristol University and is a Chartered Management Accountant. He is based in the UK.

#### **Resolution 4 - 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 Company and its 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 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 4 above up to a nominal amount of £500,000 for the purpose set out in Resolution 4 above. This authority will expire at the commencement of the next AGM held by the Company.

## **2 ANNUAL GENERAL MEETING**

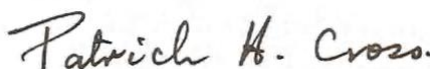
The AGM is to be held at 10.00 a.m. on 5 September 2018 at The Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS.

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, **Link 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.

## **3 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 insofar as their own respective holdings of ordinary shares in the capital of the Company 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 5 September 2018 at 10.00 a.m. to consider, and, if thought fit, pass the following Resolutions of which 1 to 4 will be proposed as Ordinary Resolutions and Resolution 5 will be proposed as a Special Resolution.

### ORDINARY BUSINESS

1. To receive the audited accounts for the financial period ended 31 March 2018 together with the Reports of the Directors and the Auditors thereon.
2. To re-appoint BDO 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 John Laycock, 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. 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

5. THAT, subject to the passing of Resolution 4 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 4 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 4 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  
10 August 2018

## 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) 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, Link Asset Services, 34 Beckenham Road, Beckenham, BR3 4TU (telephone number: 0871 664 0300).
- (3) 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 3 September 2018 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, Link 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); or
  - if your shares are held electronically via CREST, the proxy appointment may be lodged using the CREST Proxy Voting Service in accordance with note 4 below.
- (4) 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 (SI 2001/3755) (the “2001 Regulations”). 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.
- (5) Shares held in uncertificated 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.
- (6) 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.
- (7) The appointment of a proxy does not preclude a member from attending and voting at the meeting.
- (8) 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.
- (9) Pursuant to Regulation 41 of the 2001 Regulations, only those shareholders on the Register of Shareholders at close of business on 3 September 2018 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, shareholders 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.
- (10) 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.
- (11) 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.
- (12) As at the close of business on 10 August 2018 (being the latest practicable date before the publication of this Notice), the Company’s issued share capital comprised 413,995,110 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 413,995,110.



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**Form of proxy**

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<https://www.signalshares.com>