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

#### **NOTICE OF 2022 ANNUAL GENERAL MEETING**

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**Notice of the Annual General Meeting of the Company to be held at the offices of Cenkos Securities, 6.7.8 Tokenhouse Yard, London EC2R 7AS on 27 September 2022 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. and may request a hard copy proxy form directly from the registrars, **Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL (telephone number: 0371 664 0391) Calls are charged at the standard geographical rate and will vary by provider.**

## 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 *(Non-Executive Director)*

Gajendra Bisht *(Executive Director - Technical)*

**Company Secretary:** Jonathan Whyte

**Registered Office:** 2<sup>nd</sup> Floor, 38 – 43 Lincoln's Inn Fields, London WC2A 3PE

1 September 2022

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

Dear Shareholder,

### **Annual General Meeting 2022**

I am writing to you to announce that this year's Annual General Meeting ("**AGM**" or "**Meeting**") will be held at the offices of Cenkos Securities, 6.7.8 Tokenhouse Yard, London EC2R 7AS at 10.00 a.m. on 27 September 2022 and the Notice of Annual General Meeting is set out at Part II of this document.

### **COVID-19 and the AGM**

The Company continues to monitor the status of the ongoing coronavirus ("**COVID-19**") global pandemic, including the related public health guidance and legislation issued by the UK Government. In convening our AGM, the health, safety and wellbeing of our staff and shareholders continues to be our highest priority. Shareholders who are planning to attend the AGM are asked not to do so if they are displaying symptoms of COVID-19.

I and John Laycock intend to attend the AGM in person on behalf of the Company. However, as a result of the continued limited number and inordinate cost of outbound flights from Australia, and as global flight routes still recover post COVID-19, the executive directors, Thomas Kelly and Gajendra Bisht together with the Company Secretary, Jonathan Whyte intend to attend the AGM via Zoom teleconference.

Registered Shareholders can submit questions about the business of the meeting or about the Company in advance of the meeting by email to: [enquiries@empyreanenergy.com](mailto:enquiries@empyreanenergy.com) by 10.00 a.m. on 20 September 2022 and responses to these questions, where appropriate and in accordance with regulations, will be uploaded to the Company's website as soon as practicable after the AGM. When submitting questions, Registered Shareholders must provide the registration details of their shareholding so that the Company can identify them as an Empyrean Shareholder.

Voting at the AGM will be carried out by way of a poll so that the votes cast in advance and the votes of all shareholders appointing the Chairman of the meeting as their proxy to vote on their behalf will be taken into account. The Company has made arrangements to ensure that there will be a quorum at the AGM. The results of the AGM will be announced as soon as practicable after the conclusion of the meeting.

## **Annual Report and Accounts to 31 March 2022**

The Company expects to publish and circulate the 2022 Annual Report and Accounts to shareholders before the AGM and a separate meeting will be convened as soon as possible to lay these before shareholders (the “**Accounts Meeting**”) together with other resolutions usually proposed at an Accounts Meeting. Further details of the Accounts Meeting will be provided in due course.

### **1 RESOLUTIONS**

An explanation of each of the Resolutions is set out below. Resolutions 1 to 3 will be proposed as Ordinary Resolutions and Resolution 4 will be proposed as a Special Resolution.

#### **Resolutions 1 and 2 – Re-election of Directors**

The Board recommends the re-election of Patrick Cross and Thomas Kelly who retire by rotation in accordance with the Company’s Articles of Association. Dr Cross and Mr Kelly, both being eligible, offer themselves for re-election. Brief biographies of Dr Cross and Mr Kelly are 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 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.

Mr Kelly has had more than 27 years of 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 and several mergers and acquisitions within the Australian corporate sector.

#### **Resolution 3 - Section 551 authority**

This is an Ordinary Resolution authorising the Directors to allot relevant securities up to a nominal amount of £1,000,000 (equating to 500,000,000 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 4 – Dis-application of pre-emption rights**

Resolution 4 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 3 above up to a nominal amount of £1,000,000 for the purpose set out in Resolution 3 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 27 September 2022 at the offices of Cenkos Securities, 6.7.8 Tokenhouse Yard, London EC2R 7AS.

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 may request a hard copy proxy form directly from the

registrars, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL (telephone number: 0371 664 0391).

### **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 offices of Cenkos Securities, 6.7.8 Tokenhouse Yard, London EC2R 7AS on 27 September 2022 at 10.00 a.m. to consider, and, if thought fit, pass the following Resolutions of which 1 to 3 will be proposed as Ordinary Resolutions and Resolution 4 will be proposed as a Special Resolution.

### ORDINARY BUSINESS

1. 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.
2. 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.
3. 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 £1,000,000 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

4. THAT, subject to the passing of Resolution 3 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 3 above for cash and/or the sale of treasury shares 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 or sale of treasury shares up to an aggregate nominal amount of £1,000,000 and such power shall expire upon the expiry of the authority conferred by Resolution 3 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*  
2nd Floor  
38-43 Lincoln's Inn Fields  
London WC2A 3PE

**Jonathan Whyte**  
Company Secretary  
by order of the Board  
1 September 2022

## 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 not be able to vote in person at the AGM, and may request a hard copy proxy form directly from the registrars, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL (telephone number: 0371 664 0391) Calls are charged at the standard geographical rate and will vary by provider.
- (3) In order to be valid, proxy votes (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 10.00 a.m. on 23 September 2022 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, PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL. You can request a hard copy proxy form directly from the registrars, Link Group Services by calling 0371 664 0391; or
  - 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 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.
- (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) 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 2001 Regulations, only those shareholders on the Register of Shareholders at close of business on 23 September 2022 shall be entitled to 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.
- (9) 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.
- (10) As at the close of business on 1 September 2022 (being the latest practicable date before the publication of this Notice), the Company’s issued share capital comprised 788,431,892 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 788,431,892.



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**Form of proxy**

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<https://www.signalshares.com>