

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document, or the action you should take, you are recommended immediately to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant, fund manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) who specialises in advising on the acquisition of shares and other securities.

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 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.

The distribution of this document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy ordinary shares in Empyrean Energy PLC.



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

NOTICE OF GENERAL MEETING

Notice of General Meeting of the Company to be held at the offices of Cenkos Securities, 6.7.8 Tokenhouse Yard, London EC2R 7AS on Wednesday 19 October 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 General Meeting in the post. Please submit your vote electronically using the link <http://www.signalshares.com>. You will need to log into your Signal Shares account, or register if you have not previously done so. To register you will need your Investor Code; this is detailed on your share certificate or is available from our Registrar, Link Group. Once registered, you will immediately be able to vote. Proxy votes should be submitted no later than 48 hours prior to the time set for the meeting. You may request a hard copy proxy form directly from the registrar, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL (telephone number; 0371 664 0391).

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: 2nd Floor, 38 – 43 Lincoln's Inn Fields, London WC2A 3PE

26 September 2022

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

Dear Shareholder,

General Meeting 2022

I am writing to you regarding a general meeting ("**GM**") for the Company, to be held at the offices of Cenkos Securities, 6.7.8 Tokenhouse Yard, London EC2R 7AS at 10.00 a.m. on Wednesday 19 October 2022 and the Notice of General Meeting is set out at Part II of this document. As previously advised, this Meeting has been convened to: (i) receive the Company's Annual Accounts for the year ended 31 March 2022 together with the Directors' reports and the Auditors' report; and (ii) re-appoint the Company's Auditors and to authorise the Directors to determine the Auditors remuneration.

You will not receive a form of proxy for the GM in the post. Please submit your vote electronically using the link <http://www.signalshares.com>. You will need to log into your Signal Shares account, or register if you have not previously done so. To register you will need your Investor Code; this is detailed on your share certificate or is available from our Registrar, Link Group. Once registered, you will immediately be able to vote. Proxy votes should be submitted no later than 48 hours prior to the time set for the meeting. You may request a hard copy proxy form directly from the registrar, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL (telephone number; 0371 664 0391).

Recommendation

The Board considers that the Resolution is in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of the 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 the Resolution as well.

Yours faithfully

DR. PATRICK CROSS
CHAIRMAN

PART II - NOTICE OF GENERAL MEETING



(Incorporated and registered in England with registered number 5387837)

Notice is hereby given that a General Meeting of the Company will be held at the offices of Cenkos Securities, 6.7.8 Tokenhouse Yard, London EC2R 7AS on Wednesday 19 October 2022 at 10.00 a.m. to consider, and, if thought fit, pass the following Resolutions, which will be proposed as Ordinary Resolutions.

1. To receive the audited accounts for the financial period ended 31 March 2022 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 General Meeting at which accounts are laid and to authorise the Directors to determine the remuneration of the Auditors of the Company.

Registered Office
2nd Floor
38-43 Lincoln's Inn Fields
London WC2A 3PE

Jonathan Whyte
Company Secretary
by order of the Board
26 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 GM in the post. Please submit your vote electronically using the link <http://www.signalshares.com>. You will need to log into your Signal Shares account, or register if you have not previously done so. To register you will need your Investor Code; this is detailed on your share certificate or is available from our Registrar, Link Group. Once registered, you will immediately be able to vote. Proxy votes should be submitted no later than 48 hours prior to the time set for the meeting. You may request a hard copy proxy form directly from the registrar, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL (telephone number; 0371 664 0391)."
- (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. 17 October]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 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 [17 October 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 26 September 2022 (being the latest practicable date before the publication of this Notice), the Company's issued share capital comprised 788,431,8923 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.

Form of proxy

You will not receive a form of proxy for the General Meeting in the post. Please submit your vote electronically using the link <http://www.signalshares.com>. You will need to log into your Signal Shares account, or register if you have not previously done so. To register you will need your Investor Code; this is detailed on your share certificate or is available from our Registrar, Link Group. Once registered, you will immediately be able to vote. Proxy votes should be submitted no later than 48 hours prior to the time set for the meeting. You may request a hard copy proxy form directly from the registrar, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL (telephone number; 0371 664 0391).