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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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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.



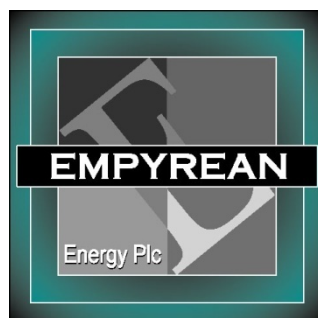
*(Empyrean Energy PLC, incorporated and registered in England with registered number 5387837)*

#### **NOTICE OF 2016 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 13 September 2016 at 10.00 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 Asset Services, PXS1, 34 Beckenham Road, Beckenham, BR3 4ZF 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*)  
Thomas Kelly (*Chief Executive Officer*)  
Frank Brophy (*Technical Director*)  
John Laycock (*Finance Director*)

**Company Secretary:** Amanda Wilton-Heald

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

18 August 2016

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

Dear Shareholder,

### **Annual General Meeting 2016**

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 13 September 2016 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 3 will be proposed as Ordinary Resolutions.

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

The Board recommends the receiving of the audited accounts for the financial period ended 31 March 2016 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.

## **2 ANNUAL GENERAL MEETING**

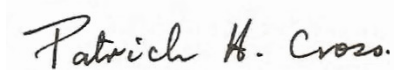
The AGM is to be held at 10.00 a.m. on 13 September 2016 at The Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS.

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 10.00 a.m. on 9 September 2016. 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 and they unanimously recommend that you should vote in favour of each of them as well.

Yours faithfully

A handwritten signature in black ink that reads "Patrick H. Cross." The signature is written in a cursive style.

**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 13 September 2016 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.

### **ORDINARY BUSINESS**

1. To receive the audited accounts for the financial period ended 31 March 2016 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 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.

#### *Registered Office*

200 Strand  
London  
WC2R 1DJ

#### **Amanda Wilton-Heald**

Company Secretary  
by order of the Board  
18 August 2016

### **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 Asset Services, PXS1, 34 Beckenham Road, Beckenham, BR3 4ZF 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 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.
- (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 6.00 p.m. on 9 September 2016 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 17 August 2016 (being the latest practicable date before the publication of this Notice), the Company's issued share capital comprised 221,833,853 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 221,833,853



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