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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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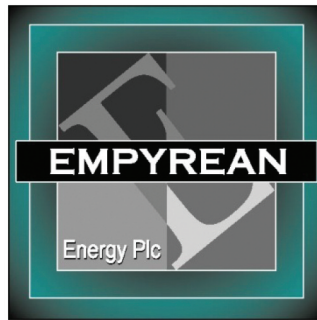
Empyrean Energy PLC

(incorporated and registered in England with registered number 5387837)

Notice of 2017 General Meeting

Notice of the General Meeting of the Company to be held at The Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS on 4 April 2017 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)*

Registered Office:

200 Strand
London
WC2R 1DJ

Company Secretary:

Amanda Wilton-Heald

17 March 2017

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

Dear Shareholder,

General Meeting 2017

I am writing to you to announce that this year's General Meeting ("**GM**" or "**Meeting**") will be held at The Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS at 10.00 a.m. on 4 April 2017 and the Notice of 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 and 2 will be proposed as Ordinary Resolutions with Resolutions 3 and 4 being proposed as Special Resolutions.

Resolution 1 – Section 551 authority

This is an Ordinary Resolution authorising the Directors to allot relevant securities up to a nominal amount of £140,000 (equating to 70,000,000 shares at a nominal value of 0.2p) to Topaz Energy Pty Ltd ("**Topaz**"), a company wholly owned by Gajendra Bisht, or its nominee. This relates to services provided by Topaz in relation to the introduction of the opportunity and successful award of the permit for 100% of the exploration rights for Block 29/11, offshore China to Empyrean Energy Plc (as announced 15 December 2016). If this resolution is not passed then Topaz will be paid cash consideration of £1,391,390. If this resolution is passed then Topaz may elect to receive either the cash consideration OR the shares described above. The authority will expire at the commencement of the next Annual General Meeting following this meeting.

Resolution 2 – Section 551 authority

This is an Ordinary Resolution authorising the Directors to allot relevant securities up to a nominal amount of £250,000 (equating to 125,000,000 shares at a nominal value of 0.2p). If granted, the authority would only be exercised if the Directors believed that to do so would be in the best interests of the shareholders as a whole. This Resolution is specifically to enable the Directors to raise capital by way of a placing of shares in an efficient and cost-effective manner, without the additional complexity of seeking further shareholder approval. This Resolution WILL NOT be used to grant options to Directors or Management. The authority will expire at the end of calendar year 2017.

Resolution 3 – Dis-application of pre-emption rights

Resolution 3 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 number 1 above up to a nominal amount of £140,000 for the purpose as set out in Resolution number 1 above. This authority will expire at the commencement of the next Annual General Meeting following this meeting.

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 number 2 above up to a nominal amount of £250,000 for the purpose as set out in Resolution 2 above. This authority will expire at the end of calendar year 2017.

2 GENERAL MEETING

The GM is to be held at 10.00 a.m. on 4 April 2017 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 GM 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 31 March 2017. 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.

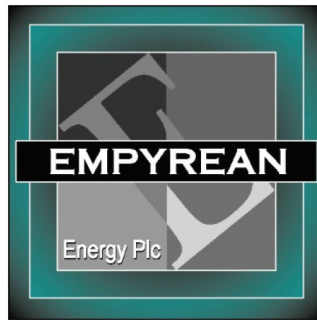
3 RECOMMENDATION

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

Dr. Patrick Cross
Chairman

PART II – NOTICE OF GENERAL MEETING



(Incorporated and registered in England with registered number 5387837)

Notice is hereby given that the General Meeting of the Company will be held at The Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS on 4 April 2017 at 10.00 a.m. to consider, and, if thought fit, pass the following Resolutions of which 1 and 2 will be proposed as Ordinary Resolutions and Resolutions of which 3 and 4 will be proposed as Special Resolutions.

ORDINARY BUSINESS

1. THAT, in accordance with section 551 of 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 £140,000 provided that this authority shall expire on the conclusion of the annual general meeting of the Company to be held in 2017 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.
2. THAT, in accordance with section 551 of 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 £250,000 provided that this authority shall expire at the end of calendar year 2017 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

3. THAT, subject to the passing of Resolution 1 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 1 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 £140,000 and such power shall expire upon the expiry of the authority conferred by Resolution 1 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.

4. THAT, subject to the passing of Resolution 2 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 2 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 £250,000 and such power shall expire upon the expiry of the authority conferred by Resolution 2 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

Amanda Wilton-Heald
Company Secretary
by order of the Board

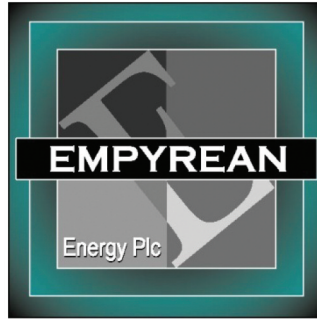
17 March 2017

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) 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 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 6.00 p.m. on 31 March 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 16 March 2017 (being the latest practicable date before the publication of this Notice), the Company's issued share capital comprised 239,833,853 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 239,833,853.

PROXY FORM



(Incorporated and registered in England with registered number 5387837)

I/We
 (BLOCK LETTERS)

of.....

being a member/members of the above-named Company hereby appoint the Chairman of the Meeting or*

.....

of.....

as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held at The Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS on 4 April 2017 at 10.00 a.m. and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the Resolutions as indicated by an X in the appropriate box.

* If it is desired to appoint another person as a proxy delete the words "*the Chairman of the Meeting*" and insert the name and address of the proxy, who need not be a member of the Company. Unless otherwise directed, and in respect of any other resolution properly moved at the Meeting, the proxy will vote, or may abstain from voting, as he thinks fit.

ORDINARY RESOLUTIONS	For	Against	Abstain
1. To authorise the directors to allot and issue shares.			
2. To authorise the directors to allot and issue shares			
SPECIAL RESOLUTIONS	For	Against	Abstain
3. To dis-apply statutory pre-emption rights for shares issued pursuant to Resolution 1.			
4. To dis-apply statutory pre-emption rights for shares issued pursuant to Resolution 2.			

Dated thisday of.....2017

Signature

**SEE NOTES TO THE FORM OF PROXY OVERLEAF
 PLEASE INSERT INTO PRE-PAID ENVELOPE SUPPLIED**

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.
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- (11) As at the close of business on 16 March 2017 (being the latest practicable date before the publication of this Notice), the Company's issued share capital comprised 239,833,853 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 239,833,853.