



EMPEROR ENERGY
L I M I T E D

EMPEROR ENERGY LIMITED
ABN 56 006 024 764

Notice of Extraordinary General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Friday, 4 January 2019

Time of Meeting:
9.00AM (AEDT)

Place of Meeting:
**Automic Group Office
Level 5
126 Phillip Street
Sydney NSW 2000**

*This extraordinary general meeting has been requisitioned by Mr Carl Dumbrell, a director of the Company (**Requisitioning Director**), under section 249CA of the Corporations Act.*

Each of the resolutions is supported by the Requisitioning Director.

This is an important document that should be read in its entirety. If you do not understand it you should consult your professional advisors without delay.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of Emperor Energy Limited (**Company**) will be held at:

Venue: Automic Group Office
Level 5
126 Phillip Street
Sydney NSW 2000

Date: Friday, 4 January 2019

Time: 9.00 a.m. (AEDT)

This Notice of Meeting (**Notice**) should be read in conjunction with the accompanying Explanatory Statement.

Agenda

This Explanatory Statement and proxy for which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Resolution 1 – Removal of Mr Justyn Peters as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Mr Justyn Peters be removed as a Director of the Company, effective from the conclusion of the Meeting.”

Resolution 2 – Removal of Mr Vazrick Hovanessian as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Mr Vazrick Hovanessian, be removed as a Director of the Company, effective from the conclusion of the Meeting.”

Resolution 3 - Election of Mr Nigel Harvey as a director

To consider and, if thought fit, pass the following as an ordinary resolution:

‘That Nigel Harvey be appointed as a Director of the Company, effective from the conclusion of the Meeting.’

Pursuant to section 201D of the Corporations Act, Nigel Harvey has given his consent to act as a director.

Resolution 4 - Election of Mr Phillip McNamara as a director

To consider and, if thought fit, pass the following as an ordinary resolution:

‘That Phillip McNamara be appointed as a Director of the Company, effective from the conclusion of the Meeting.’

Pursuant to section 201D of the Corporations Act, Phillip McNamara has given his consent to act as a director.

BY ORDER OF REQUISITIONING DIRECTOR



Carl Dumbrell
Director and Company Secretary
6 December 2018

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Extraordinary General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 9.00am (AEDT) Sydney time on the date 48 hours before the date of the Extraordinary General Meeting will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time. Only those persons will be entitled to vote at the Extraordinary General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Extraordinary General Meeting.
3. **Proxies**
 - a. Votes at the Extraordinary General Meeting may be given personally or by proxy, attorney or representative.
 - b. Each shareholder has a right to appoint one or two proxies.
 - c. A proxy need not be a shareholder of the Company.
 - d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution.
 - e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
 - f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
 - h. To be effective, proxy forms must be received by the Company's share registry (Automic Group) no later than 48 hours before the commencement of the Extraordinary General Meeting, this is no later than 9:00 am (AEDT) Sydney time on Wednesday, 2 January 2019. Any proxy received after that time will not be valid for the scheduled meeting.
 - i. The Chair of the Extraordinary General Meeting intends to vote all available undirected proxies held by him in favour of Resolutions 1 to 4.
4. **Corporate Representative**

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.
5. **Voting Entitlement**

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered as shareholders at 9:00am (AEDT) Sydney time on Wednesday, 2 January 2019.

Explanatory Statement

Introduction

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Extraordinary General Meeting of the Company to be held at Automic Group Office, Level 5, 126 Phillip Street, Sydney, NSW, 2000, on Friday, 4 January 2019 commencing at 9:00am (AEDT) Sydney time.

The purpose of this Explanatory Statement is to explain the Resolutions and to provide information that the Company believes is material to shareholders in relation to the Resolutions.

The Company recommends that Shareholders read this Explanatory Memorandum before making any decisions in relation to the Resolutions and the enclosed statements.

Background to special business being put to the Meeting

On 6 December 2018, the Company received notice under section 203D of the *Corporations Act 2001* (Cth) (**Corporations Act**) that Mr Carl Dumbrell (the **Requisitioning Director**) intended to move resolutions for the removal of Messrs Justyn Peters and Vazrick Hovanessian as Directors of the Company at a general meeting of the Company.

It is noted that the Company currently has three Directors - Mr Dumbrell, Mr Peters and Mr Hovanessian.

The Requisitioning Director is calling the meeting

This Notice of General Meeting details the following items of special business:

- Resolution 1 - Removal of Mr Justyn Peters as Director
- Resolution 2 - Removal of Mr Vazrick Hovanessian as Director
- Resolution 3 - Election of Mr Nigel Harvey as Director
- Resolution 4 - Election of Mr Phillip McNamara as Director

Director's Statement

Section 203D(4) of the *Corporations Act* provides that a director who is the subject of a proposed resolution for their removal from office is entitled to put their case to members by:

- giving the Company a written statement for circulation to members; and
- speaking to the motion at the meeting.

Any such statements of Mr Peters and Mr Hovanessian will be circulated to members by the Company if there is time to do so in the event that they are provided to the Company in accordance with the requirements of sections 203D(5) and (6) of the *Corporations Act*.

Each of the resolutions is supported by the Requisitioning Director.

SPECIAL BUSINESS

Resolution 1 – Removal of Mr Justyn Peters as a Non-Executive Director

Resolution 1 relates to the removal of Mr Justyn Peters as a Director.

Mr Peters was first appointed as a director on 12 August 2016 as a casual vacancy and was subsequently remained as a Non-Executive Director until this time.

Mr Peters has graduate law and politics degrees and is Executive Chairman of ASX listed Leigh Creek Energy Limited which is advancing the development of the Leigh Creek Energy Project in South Australia. Previously he was Executive General Manager for Linc Energy and held a wide range of senior executive appointments for over 6 years.

Previously Mr Peters was employed at the Queensland EPA as Head of Investigations and Compliance and then as acting Director of Central and Northern Regions. He earlier managed the integration of the environmental regulation of Queensland mining into the EPA.

Requisitioning Director Recommendation

Mr Dumbrell is in favour of the removal of Mr Peters and recommends that Shareholders vote in favour of Resolution 1.

Voting Exclusions

There are no voting exclusions in relation to this Resolution.

Resolution 2 - Removal of Mr Vazrick Hovanessian as a Non-Executive Director

Resolution 2 relates to the removal of Mr Vazrick Hovanessian as a Non-Executive Director

Mr Hovanessian has graduate and postgraduate degrees in Accounting and Finance with over 25 years' experience with junior oil & gas and mining companies and has held directorship, secretarial and finance roles in several of them.

He has served on the Boards or had Company Secretarial/CFO roles in ASX listed Beach Petroleum, Stirling Resources, Capital Energy, Zephyr Minerals, and Suler Mines and currently is an executive director on Mandalong Resources Ltd and Broad Investments Ltd.

Mr Hovanessian has extensive corporate advisory, finance and property and tourism experience and in the ASX listed junior resources area, and has been instrumental in or assisted with the ASX listing by IPO or back-door listing of such companies.

Requisitioning Director Recommendation

The Requisitioning Director is in favour of the removal of Mr Hovanessian and recommends that Shareholders vote in favour of Resolution 2.

Voting Exclusions

There are no voting exclusions in relation to this Resolution.

Resolution 3 - Election of Mr Nigel Harvey as Director

Resolution 3 relates to the election of Mr Nigel Harvey as Director.

Nigel Harvey is an experienced ASX Director and has previously been a Director of Emperor Energy. He is Chairman of a mid sized not for profit organisation and holds a wholesale AFSL. Nigel operates a markets consulting practice predominantly on AFSL compliance.

Early in his career he was a business and finance journalist predominantly in London and the Middle East and subsequently worked as an investment banker in Sydney for several decades predominantly covering the Asia Pacific region for energy derivatives and hedging. He has held roles with large banks including JP Morgan and Macquarie.

He has undertaken the Australian Institute of Company Directors course including the two update courses.

Requisitioning Director Recommendation

The Requisitioning Director is in favour of the appointment of Mr Harvey and recommends that Shareholders vote in favour of Resolution 3.

Voting Exclusions

There are no voting exclusions in relation to this Resolution.

Resolution 4 - Election of Mr Phillip McNamara as Director

Resolution 4 relates to the election of Mr Phillip McNamara as Director.

Phillip McNamara is a Mining Engineer with 36 Years of experience in the Resources Industry. He is a qualified Coal Mine Manager having managed 3 underground coal mines across a 13 year period. He has held corporate roles with Junior Exploration Companies across the last 10 Years and was the Founding CEO and Managing Director of ASX listed Armour Energy (ASX: AJQ). Phillip McNamara has been providing consulting services to Emperor Energy since 2016 and has played a key role in Emperor Energy's progress to redefine the Judith gas prospect in the Company's key Exploration Permit Vic/P47.

Requisitioning Director Recommendation

The Requisitioning Director is in favour of the appointment of Mr McNamara and recommends that Shareholders vote in favour of Resolution 4.

Voting Exclusions

There are no voting exclusions in relation to this Resolution.

Glossary

The following terms have the following meanings in this Explanatory Statement:

"ASX" means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

"AEDT" means Australian Eastern Daylight Time.

"Board" means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

"Chairman" means the person appointed to chair the Meeting of the Company convened by the Notice;

"Company" means Emperor Energy Limited ABN 56 006 024 764;

"Constitution" means the constitution of the Company as at the date of the Meeting;

"Corporations Act" means the Corporations Act 2001 (Cth);

"Director" means a Director of the Company;

"Explanatory Statement" means the explanatory memorandum which forms part of the Notice;

"Meeting" has the meaning given in the introductory paragraph of the Notice;

"Notice" means the Notice of Meeting accompanying this Explanatory Statement;

"Proxy Form" means the proxy form attached to the Notice;

"Resolution" means a resolution referred to in the Notice;

"Section" means a section of the Explanatory Memorandum;

"Share" means a fully paid ordinary share in the capital of the Company;

"Shareholder" means shareholder of the Company.



EMPEROR ENERGY
LIMITED

EMPEROR ENERGY LIMITED | ABN 56 006 024 764

EGM Registration Card

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

Holder Number:
[HolderNumber]

Vote by Proxy: EMP

Your proxy voting instruction must be received by **9.00AM (AEDT), Wednesday 2 January 2019**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).