



**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:  
**Wednesday, 7 August 2019**

Time of Meeting:  
**10.30AM (AEDST)**

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

*This Notice of Extraordinary General Meeting, Explanatory Statement and proxy form should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay*

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

**Venue:** Automic  
Level 5  
126 Phillip Street  
Sydney NSW 2000

**Date:** Wednesday, 7 August 2019

**Time:** 10.30 a.m. (AEDST)

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 for in their entirety.

### ORDINARY BUSINESS

#### Resolution 1 – Ratification of previous issues of shares

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

*“That for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders approve and ratify the prior issue of 50,000,000 ordinary shares on 2 April 2019 for \$150,000”.*

#### Resolution 2 – Ratification of previous issues of shares

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

*“That for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders approve and ratify the prior issue of 116,600,000 ordinary shares and 116,000,000 EMPOC options on 26 June 2019 for \$330,000”.*

#### Resolution 3 – Consolidation of Share Capital (ASX: EMP & EMPOC)

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

*“That section 254H of the Corporations Act 2001 and ASX Listing Rule 7.20 and for all other purposes, the share capital of the Company be consolidated through the conversion of fifteen (15) present shares into one (1) ongoing share, and that any resulting fractions of a share held by a shareholder in each account be rounded up to the next whole number of shares, with such consolidation to take effect in the manner and on the date described in the Notes.*

#### Resolution 4 – Ratification of appointment of Mr Philip McNamara as a Director of the Company

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

*“That for the purposes of section 201H of the Corporations Act 2001 for all other purposes, shareholders approve, ratify the appointment of Mr Philip McNamara as a director of the company”.*

#### Resolution 5 – Ratification of appointment of Mr Nigel Harvey as a Director of the Company

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

*“That for the purposes of section 201H of the Corporations Act 2001 for all other purposes, shareholders approve, ratify the appointment of Mr Nigel Harvey as a director of the company”.*

#### Resolution 6 – Ratification of appointment of Mr Malcolm King as a Director of the Company

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

*“That for the purposes of section 201H of the Corporations Act 2001 for all other purposes, shareholders approve, ratify the appointment of Mr Malcolm King as a director of the company”.*

BY ORDER OF THE BOARD



**Carl Dumbrell**  
Company Secretary

10 July 2019

## Notes

- 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.
- 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 7.00pm 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.
- Proxies**
  - Votes at the Extraordinary General Meeting may be given personally or by proxy, attorney or representative.
  - Each shareholder has a right to appoint one or two proxies.
  - A proxy need not be a shareholder of the Company.
  - If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution.
  - 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.
  - 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.
  - 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.
  - To be effective, proxy forms must be received by the Company's share registry (Automic) no later than 48 hours before the commencement of the Extraordinary General Meeting, this is no later than 10:30 am (AEDST) Sydney time on Monday, 5 August 2019. Any proxy received after that time will not be valid for the scheduled meeting.

#### 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 Exclusion Statement:

##### Resolution 1

The Company will disregard any votes cast in favour of Resolution 1 on or behalf of any person who participate in the issue, and any associate of such person.

However, the entity need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- Its is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

##### Resolution 2

The Company will disregard any votes cast in favour of Resolution 2 on or behalf of any person who participate in the issue, and any associate of such person.

However, the entity need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- Its is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

##### Resolution 3

There are no voting exclusions on this resolution.

##### Resolution 4

There are no voting exclusions on this resolution.

##### Resolution 5

There are no voting exclusions on this resolution.

##### Resolution 6

There are no voting exclusions on this resolution.

## Explanatory Statement

### ORDINARY BUSINESS

#### Resolution 1 – Ratification of Previous Share Issue

##### Background

The Company is seeking Shareholder approval to ratify the issue of 50,000,000 fully paid ordinary shares for \$150,000 that was issued on 2 April 2019.

ASX Listing Rule 7.4 provides that a company may reinstate its capacity to issue up to 15% of the ordinary securities on issue in a 12-month period if shareholders ratify the previous issue of securities and the issue did not breach Listing Rule 7.1.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- The total number of fully paid ordinary shares in the company that were issued is 50,000,000;
- The shares were issued at a price of \$0.003 (0.3 cents) per share;
- The shares allotted and issued rank equally with the existing shares on issue;
- The shares were allotted and issued to Budici Fond Pty Ltd (6,666,667 shares), Mr P. Evans (1,666,666 shares), Mr. B. Pedley (15,000,000 shares), Tomlin Sales Pty Ltd (5,000,000 shares), The Australian Special Opportunity Fund (16,666,667 shares), Les Andrew SF (1,333,333 shares) Scintilla Strategic Investments Ltd (9,000,000 shares), Budgong SF (1,333,333 shares), Moonlight SF (1,666,667 shares) and The Bronte Fund (1,666,667 shares).
- The company raised \$150,000 from the share issue.
- The funds raised were used for ongoing exploration and administration activities.
- Further information is disclosed in Annexure A.

##### Board Recommendation

The Board recommends that shareholders vote in favour of the Resolution. The Chairman of the meeting intends to vote undirected proxies in favour of the resolution.

#### Resolution 2 – Ratification of Previous Share Issue

##### Background

The Company is seeking Shareholder approval to ratify the issue of 116,600,000 fully paid ordinary shares and 116,600,000 EMPOC options for \$330,000 that was issued on 26 June 2019.

ASX Listing Rule 7.4 provides that a company may reinstate its capacity to issue up to 15% of the ordinary securities on issue in a 12-month period if shareholders ratify the previous issue of securities and the issue did not breach Listing Rule 7.1.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- The total number of fully paid ordinary shares in the company that were issued is 116,600,000 with one attaching option for every share;
- The shares were issued at a price of \$0.003 (0.3 cents) per share;
- The shares allotted and issued rank equally with the existing shares on issue;
- The shares were allotted and issued to The Australian Special Opportunity Fund LP (11,666,667 shares), Mr C. Pontey (16,666,667 shares), C&J Chapman ATF Weevock Family Trust (8,000,000 shares), C. Chapman ATF Naspac Trust (34,000,000 shares), C&J Chapman ATF Chappos Super Fund (8,000,000 shares) Mr P. Evans (1,666,667 shares) Slade Technologies Pty Ltd (20,000,000), A&C Mathers (10,000,000 shares), Corporate Social Media (1,600,000 shares) Scintilla Strategic Investments Ltd (4,200,000 shares) and Zen88 Pty Ltd (800,000),
- The company raised \$330,000 from the share issue.
- The funds raised were used for ongoing exploration and administration activities.
- Further information is disclosed in Annexure A.

#### **Board Recommendation**

The board recommends that shareholders vote in favour of the Resolution. The Chairman of the meeting intends to vote undirected proxies in favour of the resolution.

#### **Resolution 3 – Consolidation of Share Capital (ASX: EMP & EMPOC)**

The Company proposes to consolidate its share capital through the conversion of fifteen (15) present EMP shares into one (1) ongoing EMP share, which will be listed on the ASX.

The proposed share consolidation will:

- Ensure that each shareholder's proportionate interest in the Company remains unchanged, subject to rounding up of fractional entitlements to the next whole number of shares, and as the ongoing shares will be listed there are no adverse taxation consequences envisaged although Shareholders should seek individual advice; and
- Reduce the number of EMP shares from 1,134,459,728 to approximately 75,630,649 making the number of shares on issue more manageable and at an expected share-price that investment parties would feel more comfortable with.

Key details for the share consolidation process, if approved by shareholders, are:

- The share consolidation will take effect from 24 August 2019.
- The share consolidation requires shareholder approval by ordinary resolution.
- Where the consolidation results in a shareholder's account having an entitlement to a fraction of a share, that fraction will be rounded to the nearest whole number of shares.
- The consolidation will not materially change the proportionate interest that each shareholder holds in the Company, because the consolidation ratio applies (subject to rounding) to all present shares.
- The options issued by the Company are listed will by their terms be similarly consolidated in number on a fifteen (15) for one (1) basis with the relevant strike price for each option being increased by a factor of fifteen (15).

The timetable for the share consolidation process is as follows.

Event	Indicative Date
Meeting held, including Resolutions to approve Share Consolidation	7 Aug 19
Company notifies ASX that Shareholders have approved the Share Consolidation	7 Aug 19
Last trading day for trading in pre-consolidation Shares	8 Aug 19
Trading in the consolidated Shares on a deferred settlement basis starts	9 Aug 19
Last day for the company to register Share transfers on a pre-consolidated basis	12 Aug 19
First day for Company to register share transfers on a consolidated basis and first day for Company to issues holding statements for Shares on a consolidated basis	13 Aug 19
Company announces to ASX that dispatch of the new holding statements has	19 Aug 19

occurred	
Deferred settlement trading ends	19 Aug 19
Normal T+2 trading in consolidated Shares starts	20 Aug 19

If the Company, in its absolute discretion, forms the view that a shareholder has been party to any shareholding splitting or division to obtain an advantage from the rounding of fractional entitlements, then the Company may take appropriate action, including (without limitation) the disregarding of the splitting or division, for the purposes of dealing with fractional entitlements.

There are no unpaid securities issued by the company.

#### **Board Recommendation**

The board recommends shareholders vote in favour of the resolution. The Chairman of the meeting intends to vote undirected proxies in favour of the resolution.

#### **Resolution 4 - Ratification of appointment of Mr Philip McNamara as a Director of the Company**

##### **Background**

Section 201H of the Corporations Act 2001 requires that if a person is appointed by the other directors as a director of a public company, the company must confirm the appointment by resolution at the company's shareholders at General Meeting.

Mr 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.

##### **Board Recommendation**

The board recommends shareholders vote in favour of the resolution. The Chairman of the meeting intends to vote undirected proxies in favour of the resolution.

#### **Resolution 5 - Ratification of appointment of Mr Nigel Harvey as a Director of the Company**

##### **Background**

Section 201H of the Corporations Act 2001 requires that if a person is appointed by the other directors as a director of a public company, the company must confirm the appointment by resolution at the company's shareholders at General Meeting.

Mr 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 Australian Financial Services Licence. 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.

##### **Board Recommendation**

The board recommends shareholders vote in favour of the resolution. The Chairman of the meeting intends to vote undirected proxies in favour of the resolution.

## **Resolution 6 - Ratification of appointment of Mr Malcolm King as a Director of the Company**

### **Background**

Section 201H of the *Corporations Act 2001* requires that if a person is appointed by the other directors as a director of a public company, the company must confirm the appointment by resolution at the company's shareholders at General Meeting.

Malcolm King has over 30 year's experience in the upstream oil & gas industry in both technical and commercial leadership roles, most of this with Shell. During the first half of his career Malcolm worked as an exploration geologist with focus on opening new plays and developing new ventures across Australia, with a final technical role as Exploration Manager Timor Sea and Onshore Basins. During the second half of his career Malcolm has led upstream business development and commercial teams including deal delivery, LNG marketing and joint venture management in Australia as well as in global roles across Asia including Japan, Brunei, Singapore and Indonesia. More recently Malcolm has been leading the Commercial and then Business Development & New Ventures functions for Senex Energy.

A point to note in Malcolm's technical background (with reference to Emperor Energy) is that while at Shell he was part of the team who developed the Judith play in the Gippsland Basin, including acquiring the acreage from LASMO at the time, and was later the well-site geologist during the drilling of the Judith-1 discovery. Judith is now the cornerstone asset for Emperor.

Malcolm has degrees in Applied Science (BSc, USQ) and Petroleum Geology (MSc, Aberdeen University, Scotland).

### **Board Recommendation**

The board recommends shareholders vote in favour of the resolution. The Chairman of the meeting intends to vote undirected proxies in favour of the resolution.

## **Glossary**

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

"\$" means Australian Dollars;

"**10% Placement Facility**" has the meaning as defined in the Explanatory Statement for Resolution 8;

"**10% Placement Period Facility**" has the meaning as defined in the Explanatory Statement for Resolution 11;

"**Annual Report**" means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2018;

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

"**ASX Settlement Operating Rules**" means the rules of ASX Settlement Pty Ltd which apply while the Company is an issuer of CHES approved securities;

"**Auditor's Report**" means the auditor's report on the Financial Report;

"**AEDST**" means Australian Eastern Daylight Standard 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;

"**CHES**" has the meaning in Section 2 of the ASX Settlement Operating Rules;

"**Closely Related Party**" means:

- (a) a spouse or child of the member; or

- (b) has the meaning given in section 9 of the Corporations Act.

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

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

"**Convertible Security**" means a security of the Company which is convertible into shares;

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

"**Director**" means a Director of the Company;

"**Directors Report**" means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

"**Equity Security**" has the same meaning as in the Listing Rules;

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

"**Financial Report**" means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

"**Key Management Personnel**" means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

"**Listing Rules**" means the Listing Rules of the ASX;

"**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;

"**Remuneration Report**" means the remuneration report which forms part of the Directors' Report of Emperor Energy Limited for the financial year ended 30 June 2018 and which is set out in the 2018 Annual Report.

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

"**Schedule**" means schedule to 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;

"**Trading Day**" means a day determined by ASX to be a trading day in accordance with the Listing Rules;

"**VWAP**" means volume weighted average price.



## Annexure A

### Non-Cash Issue

Date:	2 April 2019
Number of securities:	150,000,000
Security type:	Fully paid ordinary
Terms:	Fully paid ordinary
Description:	Issue of new shares
Party:	The shares were allotted and issued to Budici Fond Pty Ltd (6,666,667 shares), Mr P. Evans (1,666,666 shares), Mr. B. Pedley (15,000,000 shares), Tomlin Sales Pty Ltd (5,000,000 shares), The Australian Special Opportunity Fund (16,666,667 shares), Les Andrew SF (1,333,333 shares) Scintilla Strategic Investments Ltd (9,000,000 shares), Budgong SF (1,333,333 shares), Moonlight SF (1,666,667 shares) and The Bronte Fund (1,666,667 shares).
Price:	\$0.003
Discount to 15 day VWAP:	N/A
Total Consideration:	\$150,000

### Cash Issue

Date:	26 June 2019
Number of securities:	116,600,000
Security type:	Fully paid ordinary and EMPOC options
Terms:	Fully paid ordinary and EMPOC options
Description:	Issue of new shares and options
PARTY:	The shares were allotted and issued to The Australian Special Opportunity Fund LP (11,666,667 shares), Mr C. Pontey (16,666,667 shares), C&J Chapman ATF Weevock Family Trust (8,000,000 shares), C. Chapman ATF Nasmpac Trust (34,000,000 shares), C&J Chapman ATF Chappos Super Fund (8,000,000 shares) Mr P. Evans (1,666,667 shares) Slade Technologies Pty Ltd (20,000,000), A&C Mathers (10,000,000 shares), Corporate Social Media (1,600,000 shares) Scintilla Strategic Investments Ltd (4,200,000 shares) and Zen88 Pty Ltd (800,000),
Price:	\$0.003
Discount to 15 day VWAP:	N/A
Total Consideration:	\$330,000



**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 **10.00AM (AEDST), Monday 5 August 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.

## Return your completed form



**BY MAIL:**  
Automic Group  
GPO Box 5193  
Sydney NSW 2001



**IN PERSON:**  
Automatic Group  
Level 5, 126 Elizabeth Street  
Sydney NSW 2000

**Contact us – All enquiries to Automic**



**WECHAT:** <https://automic.com.au/>



**EMAIL:** [meetings@automic.com.au](mailto:meetings@automic.com.au)



**PHONE:**  
1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

## STEP 1: Appoint Your Proxy

Complete and return this form as instructed only if you do not vote online

I/We being a Shareholder entitled to attend and vote at the **Extraordinary General Meeting of Emperor Energy Limited (Company)** to be held at the **Automic Group Office, Level 5, 126 Phillip Street, Sydney NSW 2000** on **Wednesday, 7 August 2019 at 10.00am (AEDST)** hereby:

**Appoint the Chairman of the Meeting (Chair)** OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “for,” “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

## STEP 2: Your Voting Direction

Resolutions		For	Against	Abstain
1.	Ratification of previous issues of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Ratification of previous issues of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Consolidation of Share Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Ratification of appointment of Mr Philip McNamara as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Ratification of appointment of Mr Nigel Harvey as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Ratification of appointment of Mr Malcolm King as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

## STEP 3: Sign Here + Contact Details

**SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED**

Individual or Securityholder 1

--

Sole Director and Sole Company Secretary

Securituholder 2

--

Director

Securituholder 3

\_\_\_\_\_

Director / Company Secretary

Contact Name:

[illegible]

Email Address:

[illegible]

Contact Dautime Telephone

[illegible]

Date (DD/MM/YY)

		/			/		
--	--	---	--	--	---	--	--

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