

Empire Oil & Gas NL
ACN 063 613 730

**NOTICE OF EXTRAORDINARY GENERAL MEETING
AND EXPLANATORY MEMORANDUM**

Extraordinary General Meeting to be held at
Trident Capital, Level 24, 44 St Georges Terrace Perth WA 6000 on Friday, 8 November 2019,
commencing at 10:00 am (WST).

This Notice of Extraordinary General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 (08) 6211 5099.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that the Extraordinary General Meeting of Shareholders of Empire Oil & Gas NL will be held at the Company's registered office, Level 24, 44 St Georges Terrace Perth WA 6000 on Friday, 8 November 2019, commencing at 10:00 am (WST).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of this Notice.

In accordance with regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 10.00am (WST) on Wednesday, 6 November 2019. Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Annual General Meeting.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

Resolution 1 – Removal of Auditor

To consider and, if thought fit, to pass, with or without amendment the following, as an **ordinary resolution**:

"That, pursuant to section 329 of the Corporations Act and for all other purposes, approval is given for the removal of Ernst & Young as the current auditor of the Company effective from the date of the Meeting."

Resolution 2 – Appointment of Auditor

To consider and, if thought fit, to pass with or without amendment the following, as a **special resolution**:

"Subject to the passing of Resolution 1, that pursuant to section 327D of the Corporations Act and for all other purposes, HLB Mann Judd (WA Partnership), having been nominated by a Shareholder and consented in writing to act in the capacity of auditor, be appointed as auditor of the Company on the terms and conditions in the Explanatory Memorandum."

BY ORDER OF THE BOARD



Sean McCormick
Director
Empire Oil & Gas NL
2 October 2019

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at the Company's registered office, Level 24, 44 St Georges Terrace Perth WA 6000 on Friday, 8 November 2019, commencing at 10:00 am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a **proxy**) to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

3. Resolution 1 – Removal of Auditor

Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months' notice of intention to move the resolution has been given (Notice of Intention).

It should be noted that under this section, if a company calls a meeting after the Notice of Intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the Notice of Intention is given.

Resolution 1 is an ordinary resolution seeking the removal of Ernst & Young (E&Y) as the auditor of the Company. An auditor may be removed in a general meeting provided that the Notice of Intention to remove the auditor has been received from a member of the company. A copy of the Notice of Intention is set out in Schedule 2 to this Notice.

In accordance with section 329(2) of the Corporations Act, the Company has sent a copy of the Notice of Intention to E&Y and ASIC.

4. Resolution 2 – Appointment of Auditor

Under section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under section 329 of the Corporations Act.

Resolution 2 is a special resolution seeking the appointment of HLB Mann Judd (WA Partnership) (“HLB”) as the new auditor of the Company. Resolution 2 is subject to the passing of Resolution 1.

As required by the Corporations Act, a nomination for HLB to be appointed as the auditor of the Company has been received from a member. A copy of the nomination of HLB as auditor is set out in Schedule 2 to this Notice.

HLB has given its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act, subject to shareholder approval of this resolution.

If Resolutions 1 and 2 are passed, the appointment of HLB as the Company's auditor will take effect at the close of this Meeting.

5. Enquires

Shareholders should contact the Company on +61 (08) 6211 5099 if they have any queries in respect of the matters set out in this Notice.

Schedule 1 – Definitions

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

ASIC means the Australian Securities and Investments Commission.

Board means the board of Directors.

Business Day means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

Chair or **Chairman** means the person appointed to chair the Meeting conveyed by this Notice.

Company means Empire Oil & Gas NL (ACN 063 613 730)

Constitution means the constitution of the Company as at the commencement of the Meeting.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

E&Y means Ernst & Young

HLB Mann Judd means HLB Mann Judd (WA Partnership)

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of extraordinary general meeting.

Notice of Intention means the notice of intention set out in Schedule 2.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

WST means Western Standard Time, being the time in Perth, Western Australia.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

Schedule 2 – Notice of Intention and Nomination

The Directors
Empire Oil & Gas NL
Level 24
44 St Georges Terrace
Perth WA 6000

Dear Sir/Madam

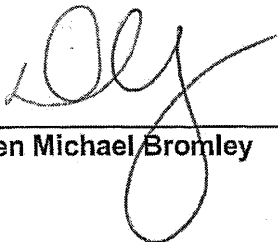
Notice of Intention to Remove Ernst & Young as Auditor and Nomination of HLB Mann Judd (WA Partnership)

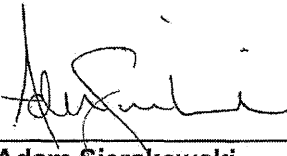
We, IML Holdings Pty Ltd (ACN 076 377 127) and Mr Darren Michael Bromley, being members of Empire Oil & Gas NL (ACN 063 613 730) ("**Company**") collectively holding at least 5% of the voting power of the Company, hereby request that the board of directors of the Company convene a meeting to be held at the first available time, to consider and if thought fit, pass resolutions that:

- Ernst & Young be removed as auditor of the Company; and
- HLB Mann Judd (WA Partnership) be appointed as the new auditor of the Company.

In addition, pursuant to section 328B(1) of the *Corporations Act 2001* (Cth), we hereby attach notice of the nomination of HLB Mann Judd (WA Partnership) of 130 Stirling Street Perth, Western Australia, as auditor of the Company.

Yours faithfully



Darren Michael Bromley

Adam Sierakowski
Director
IML Holdings Pty Ltd

Date: 24 Sept 2019

Date: 24/9/19

1908 ADM COR
BGM

30 August 2019

Mr S McCormick
Empire Oil & Gas NL
c/- Level 24 44 St
Georges Terrace
PERTH WA 6000

Dear Sean

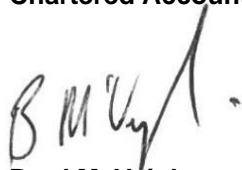
CONSENT TO ACT AS AUDITORS – EMPIRE OIL & GAS NL

In accordance with Section 990B(5) and Section 328A of the Corporations Act 2001, we hereby consent to act as auditors of Empire Oil & Gas NL subject to the receipt of ASIC's approval of the resignation or their removal at a general meeting of the previous auditor.

Yours faithfully,



HLB Mann Judd
Chartered Accountants



Brad McVeigh
Partner

hlb.com.au

HLB Mann Judd (WA Partnership) ABN 22 193 232 714

Level 4, 130 Stirling Street, Perth WA 6000 / PO Box 8124 Perth BC WA 6849

T: +61 (0)8 9227 7500 **E:** mailbox@hlbwa.com.au

Liability limited by a scheme approved under Professional Standards Legislation.

HLB Mann Judd (WA Partnership) is a member of HLB International, the global advisory and accounting network.

PROXY FORM

Empire Oil & Gas NL ACN 063 613 730

I/We

of

being a member of Empire Oil & Gas NL (ACN 063 613 730) entitled to attend and vote at the Extraordinary General Meeting, hereby

Appoint

Name of Proxy

OR

☐

the Chair of the Extraordinary General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Extraordinary General Meeting, 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, at the Extraordinary General Meeting to be held at Trident Capital, Level 24, 44 St Georges Terrace, Perth WA on Friday, 8 November 2019 at 10:00 am (WST), and at any adjournment thereof.

The Chair intends to vote all available proxies in favour of all Resolutions. If you have appointed the Chair as your proxy (or the Chair becomes your proxy by default), and you wish to give the Chair specific voting directions on a Resolution, you should mark the appropriate box(es) opposite those Resolutions in the panel below (directing the Chair to vote for, against or to abstain from voting).

Important: Each Resolution (Resolutions 1 and 2) is subject to, and conditional on, each of the other Resolutions being passed. Accordingly, the Transaction Resolutions should be considered collectively as well as individually.

Voting on business of the Extraordinary General Meeting		For	Against	Abstain
Resolution 1	Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 to be counted in computing the required majority.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signature of Member(s):

Date: _____

Individual or Member 1

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

Instructions for Proxy Form

1. Your name and address

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note you cannot change ownership of your securities using this form.

2. Appointment of a proxy

You are entitled to appoint no more than two proxies to attend and vote on a poll on your behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of your voting rights. If you appoint two proxies and the appointment does not specify this proportion, each proxy may exercise half of your votes.

If you wish to appoint the Chair of the Extraordinary General Meeting as your proxy, please mark the box. If you leave this section blank or your named proxy does not attend the Extraordinary General Meeting, the Chair will be your proxy. A proxy need not be a Shareholder.

3. Voting on Resolutions

You may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item your vote will be invalid on that item.

4. Signing instructions

You must sign this form as follows in the spaces provided:

- **(Individual)** Where the holding is in one name, the holder 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 Company's share registry, please attach a certified photocopy of the power of attorney to this form when you return it.
- **(Companies)** Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, as sole director can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

5. Return of a Proxy Form

To vote by proxy, please complete and sign the enclosed Proxy Form (and any power of attorney and/or second Proxy Form) and return by:

- post to the Company at c/- Trident Capital, PO Box Z5183, St Georges Terrace, Perth WA 6831;
- facsimile to Trident Capital on (61-8) 9218 8875; or
- email to the Trident Capital at info@tridentcapital.com.au,

so that it is received by no later than 10.00am (WST) on Wednesday, 6 November 2019.

Proxy Forms received later than this time will be invalid.
