



EMPEROR ENERGY
L I M I T E D

23 June 2021

ASX Market Announcements
20 Bridge Street
Sydney NSW 2000

**Extraordinary General Meeting of Emperor Energy Limited ACN 006 024 764
to be held on 21 July 2021 at 10:00AM (AEST)**

In accordance with Listing Rule 3.17, I attach a copy of the following documents:

1. A Letter to Shareholders regarding arrangements for the Extraordinary General Meeting as dispatched to Shareholder in lieu of the Notice of Meeting;
2. Notice of Meeting; and
3. Proxy form

Yours faithfully

Carl Dumbrell
Company Secretary



23 June 2021

**Extraordinary General Meeting of Emperor Energy Limited
To be held on Wednesday 21 July 2021 at 10:00am (AEST)**

Dear Shareholder

An Extraordinary General Meeting ("EGM") will be held virtually on Wednesday 21 July 2021 at 10:00am via videoconference.

Due to the COVID-19 pandemic and related issues, the EGM will be held virtually via a live videoconference with strictly no Shareholders in physical attendance.

Details of how to participate in the meeting are as follows:

Online Voting Procedures during EGM

Shareholders who wish to participate in the EGM online may do so by registering in advance for this webinar:

https://zoom.us/webinar/register/WN_EPXj8RiHQ_KH19isPulcMg

Attending the meeting online enables shareholders to view the EGM live, ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

Although the Corporations (Coronavirus Economic Response) Determination (no.3) 2020 (No.3 Determination) expired on 21 March 2021 and the Treasury Laws Amendment (2021 Measures No. 1) Bill 2021 was not enacted, ASIC announced on 29 March 2021 that they have adopted a 'no-action' position in relation to the convening and holding of virtual meetings.

In accordance with the 'no-action' position taken by ASIC, the Notice of EGM, accompanying explanatory statement and annexure's ("the Meeting Materials") are being made available to shareholder electronically. You will be able to access the Meeting Materials using the links below or the ASX company announcements platform at www.asx.com.au under the ASX code of EMP.

To view the Notice of Extraordinary General Meeting, please use the following link:

<https://emperorenergy.com.au/2021-2/>

VOTING IS NOW OPEN. To vote online please use the instructions on the Proxy form from the company share registry, Automic.

Important Note: For your voting instructions to be valid and counted towards this meeting please ensure your online lodgement is received no later than 5:00pm (AEST) on Monday 19 July 2021. Voting instructions received after this time will not be valid for the scheduled meeting.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at <https://www.automicgroup.com.au>. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

Should you have any queries regarding your holding or the upcoming Emperor Energy Limited Extraordinary General Meeting, please contact our share registry Automic on <https://www.automicgroup.com.au> or by phone on 1300 288 664 (within Australia) or on +61 2 9698 5414



EMPEROR ENERGY
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(Outside Australia) between 8:30am and 5:30pm (AEDT) Monday to Friday, or email
meetings@automicgroup.com.au

Yours sincerely,

Carl Dumbrell
Company Secretary
Emperor Energy Limited

Notice of Extraordinary General Meeting

Notice is given of an Extraordinary General Meeting of Shareholders of Emperor Energy Limited (EMP or the Company) will be held virtually on Wednesday 21 July 2021 at 10:00am AEST.

EMP has been monitoring the impact of the COVID-19 pandemic. Having regard to the interests of the health and safety of our Shareholders, Directors and staff, EMP has decided that the EGM will be held as a virtual event. This approach is in line with ASIC no action position 21-061MR.

The Meeting will be held virtually via a live videoconference with strictly no Shareholders in physical attendance.

The Board encourages shareholders to monitor the ASX and the Company's website for any updates in relation to the Meeting that may need to be provided. In the meantime, the Board encourages shareholders to submit their proxies as early as possible, even if they intend to attend the Meeting, as the situation may change (e.g. there may be restrictions on how the meeting itself may be held or conducted).

Online Voting Procedures during EGM

Shareholders who wish to participate in the EGM online may do so by registering in advance for this webinar:

https://zoom.us/webinar/register/WN_EPXj8RiHQ_KH19isPulcMg

Attending the meeting online enables shareholders to vie the EGM live, ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

We strongly recommend that all Shareholders lodge their votes via the Company's share registry or by appointing a proxy prior to 5:00pm AEST on Monday 19 July 2021.

If you are unable to attend the Meeting, we encourage you to complete and return the enclosed Proxy Form. The completed Proxy form must be received by the Company at least 48 hours before the commencement of the meeting.

This Notice of Extraordinary General Meeting and Explanatory Statement 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.

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 Prior Share Issue

Resolution 1 (a) – Ratification of Prior Share Issue

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and approve the allotment and issue on 18 January 2021 of 3,500,000 fully paid ordinary shares in the Company at an issue price of \$0.033 (3.30 cents) per share.”

Resolution 1 (b) – Ratification of Prior Share Issue

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and approve the allotment and issue on 22 June 2021 of 34,166,665 fully paid ordinary shares in the Company at an issue price of \$0.03 (3.00 cents) per share.”

Resolution 2 – Placement or Issue of Securities to a Related Parties

Resolution 2(a) – Placement or Issue of Securities to a Related Party

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

“That, for the purposes of listing Rule 10.11 and Chapter 2E of the Corporations Act 2001 and for all other purposes, approval be given to grant 2,000,000 Shares in the Company at an issue price of \$0.03 to Carl Dumbrell (or his nominee), the Non-Executive director of the Company, on the terms and conditions described in the Explanatory Statement.”

Resolution 2(b) – Placement or Issue of Securities to a Related Party

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

“That, for the purposes of listing Rule 10.11 Chapter 2E of the Corporations Act 2001 and for all other purposes, approval be given to grant 2,000,000 Shares in the Company at an issue price of \$0.03 to Phil McNamara (or his nominee), the Non-Executive director of the Company, on the terms and conditions described in the Explanatory Statement.”

Resolution 2(c) – Placement or Issue of Securities to a Related Party

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

“That, for the purposes of listing Rule 10.11 and for all other purposes, approval be given to grant 2,000,000 Shares in the Company at an issue price of \$0.03 to Nigel Harvey (or his nominee), the Non-Executive director of the Company, on the terms and conditions described in the Explanatory Statement.”

Resolution 2(d) – Placement or Issue of Securities to a Related Party

“That, for the purposes of listing Rule 10.11 and for all other purposes, approval be given to grant 500,000 Shares in the Company at an issue price of \$0.03 to Malcolm King (or his nominee), project and business development consultant, on the terms and conditions described in the Explanatory Statement.”

Resolution 2(e) – Placement or Issue of Securities to a Related Party

“That, for the purposes of listing Rule 10.11 and for all other purposes, approval be given to grant 500,000 Shares in the Company at an issue price of \$0.03 to Geoff Geary (or his nominee Geological Consultant, on the terms and conditions described in the Explanatory Statement.”

Resolution 3 – Placement or Issue of Securities to company creditors

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

“That, for the purpose of ASX Listing rule 7.1 and for all other purposes, approval is given for the issue of up to 5,050,000 fully paid ordinary shares in the company at a price of \$0.03 as described in the Explanatory Statement which accompanied and formed part of the Notice of the Meeting”

BY ORDER OF THE BOARD



Carl Dumbrell
Company Secretary

23 June 2021

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 Annual 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 Annual 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 Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual 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) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 10:00 am (AEST)

Sydney time on Monday 19 July 2021. 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. How the Chair will Vote Undirected Proxies

Subject to the restrictions set out in Note 6 below, the Chair of the meeting will vote undirected proxies in favour of all the proposed resolutions. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolutions or to abstain from voting.

6. Voting Exclusion Statement:

Resolution 1 (a) & 1 (b)

The Company will disregard any votes cast on this resolution by any person who participated in the issue and any associates of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- a) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - I. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - II. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolutions 2(a), 2(b), 2(c), 2(d) and 2(e)

The Company will disregard any votes cast in favour of Resolutions 2(a), 2(b), 2(c) and 2(d) respectively and separately) by or on behalf of

- Carl Dumbrell, Nigel Harvey, Phil McNamara, Malcolm King & Geoff Geary respectively, or any person(s) who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or
- an associate of person referred to in the preceding paragraph.

However, this does not apply to a vote cast in favour of the resolution by:

- d) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- e) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- f) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - III. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - IV. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

A further restriction also applies to Key Management Personnel and their closely related parties voting undirected proxies on these resolutions - see Restriction on KMPs voting undirected proxies below.

Resolution 3

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issues (except a benefit solely by reason of being a holder of ordinary shares in the Company) or any associates of that person.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - I. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - II. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Restriction on KMPs voting undirected proxies:

A vote must not be cast as proxy on any of Resolutions 2 by a member of the Key Management Personnel (as defined by the Corporations Act) or a closely related party of Key Management Personnel.

However, a person described above (a "Restricted Voter") may cast a vote on any of Resolutions 2 as a proxy if:

- (a) The Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution(s); and
- (b) The Chair is the Restricted Voter and the written appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution(s) or expressly authorises the Chair to exercise the proxy even though the resolution(s) is or are connected with the remuneration of a member of the Key Management Personnel.

If you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

8. Enquiries

Shareholders are invited to contact Company Secretary, Carl Dumbrell on +61 2 9275 8878 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

This Explanatory Statement ("Statement") accompanies and forms part of the Company's notice of Extraordinary General Meeting ("Notice") to be held at 10:00am (AEST) on Wednesday 21 July 2021.

ORDINARY BUSINESS

Resolutions 1(a) & 1(b) – Ratification of Prior Share Issues

Background

The Company is seeking Shareholder approval to ratify the issue of fully paid ordinary shares issued on 18 January 2021 & 22 June 2021. On 18 January 2021 the Company issued 3,500,000 fully paid ordinary shares. On 22 June 2021 the Company issued 34,166,665 fully paid ordinary shares.

Broadly speaking, and subject to a number of exceptions ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of fully paid ordinary securities it had on issue at the start of that period.

The Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders' it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholders' approval under Listing Rule 7.1 for the 12-month period following the Issue Date.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved and under Listing 7.1 and so does not reduce the Company's capacity to issue further Equity Securities without shareholder approval under that rule.

The company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

To this end, resolutions 1(a) & 1(b) seeks the shareholder approval to the Issue under and for the purposes Listing Rule 7.4.

If resolutions 1(a) & 1(b) is passed, the Issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Issue date.

If resolution 1(a) & 1(b) is not passed, the Issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Issue date.

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:

- (A) The total number of fully paid ordinary shares in the company that were issued on 18 January 2021 is 3,500,000; The total number of fully paid ordinary shares in the company that were issued on 22 June 2021 is 34,166,665;
- (B) The shares issued 18 January 2021 were issued to 3D Geo Pty Ltd. The shares issued 22 June 2021 were issued to the following:

	Total Number of Shares Issued
Ms Pharothe San	500,000
Ms Paroth San & Mr Kaden San <PKSAN Superfund A/C>	500,000
Gotha Street Capital Pty Ltd <Blue Sky No2>	3,333,333
Slade Technologies <Embrey Family Super Fund>	7,000,000
Paul Anthony Evans	333,333
Tomlin Sales Pty Ltd	1,666,667
Mr Craig Graeme & Mrs Joanne Chapman <Weevchook Family A/C>	1,666,667

Mr Craig Graeme & Mrs Joanne Chapman <Nampac Discretionary A/C>	3,333,333
Scintilla Strategic Investments Limited	8,333,333
Osmetti Pty Ltd <Andersen Superannuation Fund>	833,333
Jathro Pty Ltd <Imon A/C>	125,583
Dr Christopher Michael Ross	179,404
Breakout Star Holdings Pty Ltd	119,603
Ms Furong Zhang + Mr Victor Zhou <Zhou Family Super A/C>	119,603
Mr Oon Tian Yeoh + Mrs Elzbieta Helena Yeoh	119,603
Mr Trent Millar	299,007
Mr XIANGTIAN ZHENG	179,404
Yucaja Pty Ltd <The Yoegiar Family A/C>	1,076,426
Mr Christopher Lindsay Bollam	125,583
Mr Nicholas Charles Richards	121,995
Mr Mitchell Atkins C/-Wilsons Investment Partner	299,007
Mr Christopher James Whitehead	119,603
Mr Sheng Huang	448,512
Mr Trent Millar	435,323
Pastro Holdings Pty Ltd	100,000
Mr Joel David Webb	487,012
Mr Jeff Thomas Stubbins	522,388
Gant Capital Pty Ltd	348,259
Mr Scott Robert Fairfax Seville	417,910
Mr Alexander Lewit	216,451
Dr Christopher Ross	174,129
Jayart Funds Management Pty Ltd	129,870
Mr Harjeet Singh Longia	261,194
Mr David Incher	174,130
Mr Khristopher Kit Lowe	66,667
Total	34,166,665

- (C) The shares issued 18 January 2021 were at a price of \$0.033 (3.3 cents per share). The shares issued 22 June 2021 were at a price of \$0.03 (3.0 cents per share).
- (D) The shares allotted and issued rank equally with the existing shares on issue;
- (E) The company raised no cash from the share issue on 18 January 2021, as it settled a liability with a company creditor. The company raised \$1,000,000 from the issue on 22 June 2021.
- (F) The funds raised / debt settled were used for the company ongoing exploration activities and corporate activities.

BOARD RECOMMENDATION

The Board unanimously recommends that the Shareholders vote in favour of Resolution 1(a) & 1(b).

Voting Exclusions

Refer to Note 6 and 7 for voting exclusions.

Resolutions 2(a), 2(b), 2(c), 2(d) and 2(e): Placement or Issue of Securities to a Related Parties

Background

Resolutions 2(a), 2(b), 2(c), 2(d) and 2(e) of the Notice seek Shareholder approval for the purpose of Listing Rule 10.11 and all other purposes for the future issue of fully paid ordinary shares to Directors and former Director of the company Carl Dumbrell, Nigel Harvey, Phil McNamara, Geoff Geary and Malcolm King as consideration for 100% of the Director's and Consultant's fees payable and key personnel payments.

It is the view of Directors that the proposed issue of Shares pursuant to Resolutions 2(a), 2(b), 2(c), 2(d) and 2(e) fall within the exception under section 211 of the Corporations Act (reasonable remuneration) given the circumstances of the Company and the position held by the Directors. Accordingly, the Directors are not seeking Shareholder approval under section 208 of the Corporations Act, although Shareholder approval must be obtained pursuant to Listing Rule 10.11.

Directors' Remuneration Package and Interests

As at the date of this Notice, the details (including amount) of the current total remuneration package of each of the directors and key personnel to whom (or to whose nominee(s)) Shares would be issued if Resolutions 2(a), 2(b), 2(c), 2(d) and 2(e) are passed are:

Name of the Director	Nature	Remuneration Package Details
Carl Dumbrell	Non-Executive Director	\$60,000 per annum excluding statutory superannuation.
Nigel Harvey	Non-Executive Director	\$60,000 per annum excluding statutory superannuation.
Phil McNamara	Non-Executive Director	\$60,000 per annum excluding of statutory superannuation.
Malcolm King	Project & Business Development	Bonus of \$15,000 in ordinary shares.
Geoff Geary	Geological	Bonus of \$15,000 in ordinary shares.

At the time of writing this Notice, there is approximately \$210,000 in unpaid fees owing to the Directors and key personnel. If each of the Directors & key personnel participated in the allotment of Shares via the conversion of 100% of their Directors and Consultants Fees, and taking into the account the balance above, then the following will be the effect on the holding of each of the Directors in the company:

Director (and key personnel)	Current Share Holding	% of Total Share Capital (i)	Shares Issued (ii)	Share Holding Upon Issue of Shares via the conversion of 100% fees (ii)	% of Total Share Capital
Carl Dumbrell	8,109,936	4.65%	2,000,000	10,109,936	5.57%
Nigel Harvey	3,406,645	1.95%	2,000,000	5,406,645	2.98%
Phil McNamara	4,190,396	2.40%	2,000,000	6,190,396	3.41%
Malcolm King	1,584,756	0.91%	500,000	2,084,756	1.15%
Geoff Geary	333,334	0.19%	500,000	833,334	0.46%

Assumptions and Explanations

- (i) This assumes that there are currently 174,559,611 shares
- (ii) This assumes the Shares will be issued at a price of \$0.03 per Share, being the placement price of the capital round completed 22 June 2021.

Corporations Act

The Board has formed the view that the issues of Shares to the above Directors and former Director (or their respective nominee(s)) do not require Shareholder approval under section 208 of the Corporations Act as the issues constitute "reasonable remuneration" in accordance with section 211 of the Corporations Act.

A "financial benefit" is defined in section 229 of the Corporations Act and includes granting Shares to a related party.

Section 228 of the Corporations Act defines a "related party" for the purposes of Chapter 2E to include:

- directors of the public company (section 228(2)(a)); and
- an entity controlled by directors of the public company (section 228(4)). Section 228(5) provides that an entity is a related party of a public company at a particular time if the entity was a related party of the public company of a kind referred to in subsection (1), (2), (3) or (4) at any time within the previous 6 months.

In reaching this view, the Board considers the proposed grant of Securities aligns the interests of each of the above Directors with the interests of Shareholders. The grant of Share to each of the above Directors and former Director is a cost-effective form of remuneration when compared to the payment of cash consideration.

Consistent with the desire to minimise cash expenditures, the Board believes that having regard to the Company's current cash position, and the Company's objective to use available cash to fund its operations in the near future, and in order to compensate the above Directors in line with current market practices, Shares provide an appropriate and meaningful remuneration component to the above Directors that is aligned with Shareholder interests. In addition, the estimated values of the Shares are not excessive when compared to the respective Directors' other remuneration from the Company.

ASX Listing Rule 10.11

Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities to certain persons, including

- 10.11.1: a related party; or
- 10.11.4: an associate of a related party

The proposed issue of the Shares falls within Listing Rules 10.11.1 above, as the proposed recipient of the Shares are directors (and former Director) of the company and are therefore related parties of the Company. The proposed issue of the Shares therefore requires the approval of the Company's shareholders under Listing Rule 10.11.

Resolutions 2(a), 2(b), 2(c) 2(d) and 2(e) seek the required shareholder approval to the issue under and for the purposes of Listing Rule 10.11.

If resolutions 2(a), 2(b), 2(c), 2(d) and 2(e) are passed, the company will be able to proceed with the issue of a total of 7,000,000 Shares to Carl Dumbrell, Nigel Harvey, Phil McNamara, Malcolm King and Geoff Geary or their Nominees.

If all of or any of resolutions 2(a), 2(b), 2(c), 2(d) and 2(e) are not passed, the Company will not proceed with the issue Shares to all the applicable Director(s) and key personnel (or their nominee(s)), and directors' and consultant's remuneration will be settled in cash.

If approval are given under ASX Listing Rule 10.11, approvals are not required under ASX Listing Rule 7.1.

Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under Listing Rule 10.11. For the purposes of Listing Rule 10.13, the following information is provided in relation to Resolution 2(a), 2(b), 2(c), 2(d) and 2(e) is:

- (a) the Shares are proposed to be issued to Carl Dumbrell, Nigel Harvey, Phil McNamara, Geoff Geary and Malcolm King (or their nominee(s)) and they are related parties by virtue of being Directors Consultants of the Company;
- (b) the maximum number of securities that may be issued under Resolutions 2(a), 2(b), 2(c), 2(d) and 2(e) is 7,000,000. Shares are proposed to be issued as follows:
 - Carl Dumbrell 2,000,000 fully paid ordinary shares
 - Nigel Harvey 2,000,000 fully paid ordinary shares
 - Phil McNamara 2,000,000 fully paid ordinary shares
 - Malcolm King 500,000 fully paid ordinary shares
 - Geoff Geary 500,000 fully paid ordinary shares
- (c) the issue price of the securities, in the case of ordinary shares, will be \$0.03;
- (d) any fractions of Shares resulting from the calculation will be rounded down to the nearest whole number;
- (e) the Shares will be issued no later than one month after the date of the Meeting;
- (f) the Shares will be issued of nil considerations;
- (g) the Shares will be issued as remuneration and the Company will not receive cash from, the issue of the Share.
- (h) the current total remuneration packages of each of the directors are set out in the table above.

The Company's Annual Report for any period during which the shares are issued to Carl Dumbrell, Nigel Harvey, Phil McNamara, Geoff Geary and Malcolm King (or their nominees) shall disclose the details of the number of Shares that were issued to them, including the percentage of the Company's issued capital represented by those Shares.

Voting Exclusions

Refer to Note 6 and 7 for voting exclusions.

Resolution 3: Placement or Issue of Securities to Company Creditors

Background

Resolution 3 seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 5,050,000 fully paid ordinary shares at an issue price of \$0.03 per shares to company creditors.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. One circumstance where an action or an issue is not considered in the calculation of the 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain further shareholder approval under Listing Rule 7.1. To do this, the Company is asking shareholders to approve the issue of shares under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

To this end, Resolution 3 seeks shareholder approval for the issue under and for the purposes of Listing Rule 7.1.

If shareholders pass Resolution 3, the Company will have the flexibility to issue these shares without using up any of its 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1. Issues of shares made under the approval will be excluded from the calculation of the number of equity securities the Company can issue without shareholder approval under Listing Rule 7.1. Receipt of shareholder approval does not, however, mean the Company will issue all or any of these shares, and the decision to issue shares remains with the Board.

If Shareholders do not approve Resolution 3 the Company will not issue the Shares to the Company Creditors and the Company Creditors will be settled in cash.

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.1:

(a) The Shares are anticipated to be issued to:

- 1) Zen88 Pty Ltd, 3,700,000 shares.
- 2) Shellia Chang, 333,333 shares.
- 3) Scintilla Funds Management, 1,016,667 shares.

(b) The maximum number of securities that may be issued under Resolution 3 is 5,050,000. The Shares will be fully paid ordinary shares.

(c) The shares are proposed to be issued within three months of the date of the Meeting. Any shares issued more than three months after the date of the meeting will be issued without shareholder approval and will use the Company's placement capacity. The Company may seek further approval to issue shares the subject of Resolution 3 in the event such shares are not issued within three months of the Meeting.

(d) The issue price of the securities, in the case of ordinary shares, will be \$0.03.

(e) The purpose of the issue is to settle outstanding company creditors.

BOARD RECOMMENDATION

The Directors, recommend that Shareholders vote in favour of Resolution 9.

Voting Exclusions

Refer to Note 6 and 7 for voting exclusions.

GLOSSARY

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

“\$” means Australian Dollars;

“**Annual Report**” means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2020;

“**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;

“**AEST**” means Australian Eastern 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 2020 and which is set out in the 2020 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.

Proxy Voting Form

If you are attending the virtual Meeting
please retain this Proxy Voting Form
for online Securityholder registration.

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **10.00am (AEST) on Monday 19 July 2021**, 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

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.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair 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 Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair 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.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

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

Joint holding: Where the holding is in more than one name, all 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>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT: <https://automicgroup.com.au/>

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

