

As requested.

--

Paul Harley

Confidential Communication

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**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To Company Name/Scheme Emperor Energy Limited

ACN/ARSN 008 024 764

**1. Details of substantial holder (1)**

Name Convening Group (refer to Schedule 1)

ACN/ARSN (if applicable) \_\_\_\_\_

The holder became a substantial holder on 11/1/2019

**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares (Shares)	143,385,134	143,385,134	15.23% (based on 967,859,728 Shares on issue)

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Refer Schedule 2	Refer Schedule 2	143,385,114 Shares

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Refer Schedule 1			

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Refer Schedule 1				

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Refer Schedule 1 and Schedule 2	

**7. Addresses**

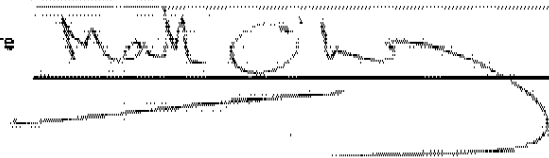
The addresses of persons named in this form are as follows:

Name	Address
Refer Schedule 1	

**Signature**

print name Mark Stephen O'Leary capacity Representative of the Convening Group

sign here



date

1 / 2 / 19

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

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**Schedule 1**

<b>Name</b>	<b>ACN</b>	<b>Address</b>	<b>Postcode</b>	<b>Shares</b>
Mr Mark Stephen O'Leary			2060	18,000,000
Mr Colin Searl and Mrs Cynda Searl			4306	12,410,000
Arlam Pty Ltd	096 315 561		2320	15,000,000
Buduci Fond Pty Ltd as trustee for Hromin and Tracey Super Fund	137 840 816		2010	12,400,950
Mr Carl Francis Dumbrell (part directly held and part held in name of Bond Street Custodians Ltd and ZLD Holdings Pty Ltd as nominees)		7 Stanley Street, Chatswood NSW	2067	72,247,101
Mr Philip McNamara		130 Adams Peak Road, Broke NSW	2330	15,000,000
H&M Investments Pty Ltd as trustee for Bronte Fund Super Fund Account	080 572 210	11 Leichhardt Street, Waverley NSW	2024	2,327,083
<b>TOTAL</b>				<b>147,385,134</b>

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## Schedule 2

Shareholders holding at least 5% of the votes that may be cast at a general meeting of Emperor Energy Limited ('Company') have called and arranged to hold a general meeting of shareholders for the purpose of considering and if thought fit passing the below resolutions in accordance with section 249F of the *Corporations Act 2001* (Cth) for the removal of Messrs Peters, Hovanessian, Shaw and Arian as directors and with Mr Carl Dumbrell selected to hold proxies and Messrs Harvey and McNamara to be elected as directors to the board of the Company with Mr Dumbrell:

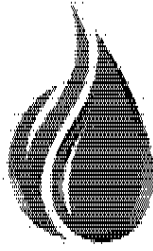
1. Resolution 1 - Removal of Mr Daniel Justyn Peters as Director;
2. Resolution 2 - Removal of Mr Vazrick Hovanessian as Director;
3. Resolution 3 – Removal of Mr Raymond Douglas Shaw as Director;
4. Resolution 4 – Removal of Mr Natt Arian as Director;
5. Resolution 5 - Election of Mr Nigel Howard Harvey as Director;
6. Resolution 6 - Election of Mr Philip McNamara as Director; and
7. Resolution 7 - that any additional director/s of the Company be removed.

A copy of the Notice of General Meeting, Explanatory Statement and Proxy Form is **attached** as Annexure A.

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**Annexure A**

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**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:  
**Tuesday, 2 April 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 convened by members with at least 5% of the votes that may be cast at a general meeting of the company (**Convening Members**) under section 249F of the Corporations Act 2001 (Cth) (**Corporations Act**).*

*Each of the resolutions is supported by the Convening Members.*

*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.*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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

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

**Date:** Tuesday, 2 April 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 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 2 – Removal of Mr Daniel Justyn Peters as a Director

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

*"That Mr Daniel Justyn Peters be removed as a Director of the Company, effective from the conclusion of the Meeting."*

##### Resolution 3 – Removal of Mr Raymond Douglas Shaw as a Director

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

*"That Mr Raymond Douglas Shaw be removed as a Director of the Company, effective from the conclusion of the Meeting."*

##### Resolution 4 – Removal of Mr Natt Arian as a Director

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

*"That Mr Natt Arian be removed as a Director of the Company, effective from the conclusion of the Meeting."*

##### Resolution 5 - Election of Mr Nigel Howard Harvey as a Director

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

*'That Mr Nigel Howard Harvey be appointed as a Director of the Company, effective from the conclusion of the Meeting.'*

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

##### Resolution 6 - Election of Mr Philip McNamara as a Director

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

*'That Mr Philip McNamara be appointed as a Director of the Company, effective from the conclusion of the Meeting.'*

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

##### Resolution 7 - Removal of additional Director/s of the Company

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

*'That any Director appointed from the date of the Notice until commencement of the Meeting at which this resolution is passed be removed as a Director of the Company with immediate effect in accordance with section 203D of the Act.'*

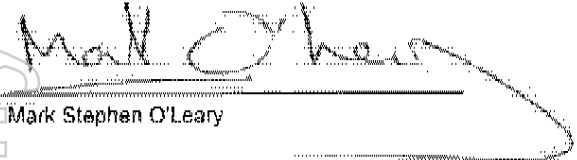


**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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DATED 1 FEBRUARY 2019

BY AUTHORITY OF THE CONVENING MEMBERS

  
\_\_\_\_\_  
Mark Stephen O'Leary

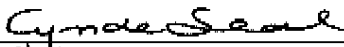
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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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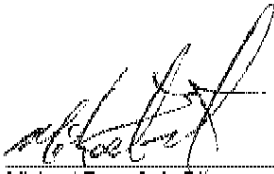
Colin Robert Searl



Cynda Searl

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**NOTICE OF EXTRAORDINARY GENERAL MEETING**



Michael East, Sole Director  
Ariam Pty Ltd

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**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Dragan John Hromin, Director  
Buduci Fond Pty Ltd



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Director / Secretary  
Buduci Fond Pty Ltd

Jacqueline Tracey  
Signature of Director / Secretary  
Buduci Fond Pty Ltd

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### 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 Sunday, 31 March 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 Entitlement**

Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the persons eligible to vote at the Extraordinary General Meeting are those who are registered as shareholders at 9:00am (AEDT) Sydney time on Sunday, 31 March 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 Tuesday, 2 April 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 Convening Members believe is material to shareholders in relation to the Resolutions.

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

### Authority to Convene the Extraordinary General Meeting

Section 249F of the Corporations Act provides that shareholders with at least 5% of the votes that may be cast at a general meeting of the company may call, and arrange to hold, a general meeting. The shareholders calling the meeting must pay the expenses of calling and holding the meeting.

The Convening Members hold over 5% of the votes that may be cast at a general meeting of the Company as at midnight of the day immediately prior to the date of this Notice of Meeting.

### Background to special business being put to the Meeting

On 1 February 2019, the Company received notice under section 203D of the *Corporations Act 2001* (Cth) (*Corporations Act*) that the Convening Members intended to move resolutions for the removal of current Directors Messrs Vazrick Hovanessian, Daniel Justyn Peters, Raymond Douglas Shaw and Natt Arian as Directors of the Company at an extraordinary general meeting of the Company.

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

The Convening Members are calling the meeting.

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

- Resolution 1 - Removal of Mr Daniel Justyn Peters as Director;
- Resolution 2 - Removal of Mr Vazrick Hovanessian as Director;
- Resolution 3 - Removal of Mr Raymond Douglas Shaw as Director;
- Resolution 4 - Removal of Mr Natt Arian as Director;
- Resolution 5 - Election of Mr Nigel Howard Harvey as Director;
- Resolution 6 - Election of Mr Philip McNamara as Director; and
- Resolution 7 - that any additional director/s of the Company be removed.

### Directors' Statements

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.

### Convening Members Recommendations

Each of the resolutions are supported by the Convening Members.

## SPECIAL BUSINESS

### Resolution 1 - Removal of Mr Vazrick Hovanessian as a Non-Executive Director

Resolution 1 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.

### Convening Members Recommendation

The Convening Members are in favour of the removal of Mr Hovanessian and recommend 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 Daniel Justyn Peters as a Non-Executive Director

Resolution 2 relates to the removal of Mr Daniel 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.

### Convening Members Recommendation

The Convening Members are in favour of the removal of Mr Peters and recommend that Shareholders vote in favour of Resolution 2.

### Voting Exclusions

There are no voting exclusions in relation to this Resolution.

### Resolution 3 – Removal of Mr Raymond Douglas Shaw as a Non-Executive Director

Mr Shaw is a geologist and geophysicist with a legal background and with over 35 years' experience in the energy and resources sector.

Mr Shaw was appointed to the board of the Company on 13 December 2018 without shareholder approval.

**Convening Members Recommendation**

The Convening Members are in favour of the removal of Mr Shaw and recommend that Shareholders vote in favour of Resolution 3.

**Voting Exclusions**

There are no voting exclusions in relation to this Resolution.

**Resolution 4 – Removal of Mr Natt Arian as a Non-Executive Director**

Mr Arian is a Petroleum Engineer. Mr Arian was appointed to the board of the Company on 13 December 2018 without shareholder approval.

**Convening Members Recommendation**

The Convening Members are in favour of the removal of Mr Arian and recommend that Shareholders vote in favour of Resolution 4.

**Voting Exclusions**

There are no voting exclusions in relation to this Resolution.

**Resolution 5 - Election of Mr Nigel Howard Harvey as Director**

Resolution 5 relates to the election of Mr Nigel Howard Harvey as Director.

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.

Mr Harvey is independent of the Convening Members.

**Convening Members Recommendation**

The Convening Members are in favour of the appointment of Mr Harvey and recommend that Shareholders vote in favour of Resolution 5.

**Voting Exclusions**

There are no voting exclusions in relation to this Resolution.

**Resolution 6 - Election of Mr Philip McNamara as Director**

Resolution 6 relates to the election of Mr Philip McNamara as Director.

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.

Mr McNamara is independent of the Convening Members.

**Convening Members Recommendation**

The Convening Members are in favour of the appointment of Mr McNamara and recommend that Shareholders vote in favour of Resolution 6.

**Voting Exclusions**

There are no voting exclusions in relation to this Resolution.

**Resolution 7 - Removal of additional Director/s of the Company**

Resolution 7 will only be relevant in the event the current Directors of the Company appoint additional Directors between the date of this Notice and the commencement of the Meeting.

In the event no additional Directors are appointed in this time, Resolution 7 will not be put to the Meeting.

**Convening Members Recommendation**

The Convening Members are in favour of the removal of any additional Directors and recommend that Shareholders vote in favour of Resolution 7 in the event it is necessary to be put to the Meeting.

**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;

"Convening Members" means the shareholders disclosed in Annexure A.

"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.

**Annexure A - Convening Members**

<b>Convening Members</b>	<b>Number of shares held at 31 January 2019</b>	<b>% of shares held at 31 January 2019</b>
Mr Mark Stephen O'Leary	18,000,000	1.86%
Mr Colin Robert Searl and Mrs Cynda Searl	12,410,000	1.28%
Arlam Pty Ltd	15,000,000	1.55%
Buduci Fond Pty Ltd as trustee for Hromin and Tracey Super Fund	12,400,950	1.28%
<b>Total</b>	<b>57,810,950</b>	<b>5.97%</b>
Total Shares on Issue at midnight on the day before the date of this Notice	967,859,728	

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**Annexure B - Consents to Act as Director**

**Consent to Act as Director  
Emperor Energy Limited ABN 56 006 024 764**

To: The Company Secretary  
Emperor Energy Limited ABN 56 006 024 764 (Company)  
15 Whiting Street  
Ardara NSW 2064

**1. Consent to nomination and appointment**

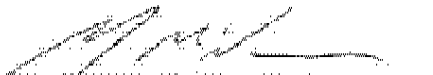
I consent to my nomination to act as a director of the Company. For the purposes of section 201D of the *Corporations Act 2001* (CA) and for all other purposes, I consent to act as a director of the Company from the date of my appointment.

**2. Personal details**

I provide the following particulars required by section 205B(3) of the *Corporations Act 2001* (CA):

Full name: Philip McNamara  
Former names: n/a  
Date of birth: 26 October 1983  
Place of birth: Singleton, New South Wales  
Residential address: 130 Adams Peak Road, Broke NSW 2330

Dated this 30TH day of JANUARY 2019.

  
Philip McNamara

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**Consent to Act as Director  
Emperor Energy Limited ABN 56 006 024 764**

To: The Directors  
Emperor Energy Limited ABN 56 006 024 764 (Company)  
15 Wharf Street,  
ARTARMON,  
NSW 2084

**1. Consent to nomination and appointment**


I consent to my nomination to act as a director of the Company. For the purposes of section 201D of the *Corporations Act 2001* (Cth) and for all other purposes, I consent to act as a director of the Company from the date of my appointment.

**2. Personal details**

I provide the following particulars required by section 205B(3) of the *Corporations Act 2001* (Cth):

Full name:	Nigel Howard Harvey
Former names:	n/a
Date of birth:	24 June 1966
Place of birth:	Amsterdam, the Netherlands
Residential address:	11 Leichardt Street, Waverley NSW 2024

Dated this 30<sup>th</sup> day of JANUARY 2019.

  
.....  
Nigel Howard Harvey

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**EMPEROR ENERGY**  
LIMITED

EMPEROR ENERGY LIMITED | ABN 58 006 024 784

**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), Sunday 31 March 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 Mr Carl Dumbrell 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, Mr Carl Dumbrell 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.

#### 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 ~~dispatched~~ 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

Contact us – All enquiries to AUTOMIC

CONTACT

BY MAIL:  
Automic Group  
GPO Box 5193  
Sydney NSW 2001

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

WEBCHAT: <https://automic.com.au/>  
EMAIL: [hello@automic.com.au](mailto:hello@automic.com.au)  
PHONE:  
1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

AUTOMIC

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 Tuesday, 2 April 2019 at 9.00am (AEDT) hereby:

Appoint Mr Carl Dumbrell OR if you are not appointing Mr Dumbrell 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, Mr Dumbrell, or Mr Dumbrell'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.

[Empty grid for appointing a proxy]

Mr Dumbrell intends to vote undirected proxies in favour of all Resolutions in which he is entitled to vote. Unless indicated otherwise by ticking the "for," against" or "abstain" box you will be authorising Mr Dumbrell to vote in accordance with Mr Dumbrell's voting intention.

Resolutions	For	Against	Abstain
1. Removal of Mr Vazrick Hovanesian as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Removal of Mr Daniel Justyn Peters as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Removal of Mr Raymond Douglas Shaw as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Removal of Mr Natt Arian as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of Mr Nigel Howard Harvey as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Election of Mr Philip McNamara as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Removal of any additional director/s 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.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name: [Empty grid]

Email Address: [Empty grid]

Contact Daytime Telephone: [Empty grid] Date (DD/MM/YY): [Empty grid]

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

STEP 3

EMP