

ASX:EEG

Pangaea and EMG Acquisition Update

27 May 2021



Level 19, 20 Bond Street
Sydney NSW 2000

Empire Energy Group Limited (“Empire” or “the Company”) is pleased to announce that EMG Northern Territory Holdings Pty Limited (“EMG NT”), Imperial Oil & Gas A Pty Limited (“Imperial A”), a wholly owned subsidiary of Empire, and Pangaea (NT) Pty Limited (“Pangaea”) have entered into an amended Share Purchase Agreement (“Amended SPA”) which gives legal effect to the EMG NT tag-along notice announced on 26 April 2021.

The Amended SPA replaces the Share Purchase Agreement between Imperial A and Pangaea announced to shareholders on 14 April 2021.

Subject to Completion detailed below, Empire will own a 100% interest in EP167, EP168, EP169, EP198 and EP305 (collectively, “the Tenements”), located in the Beetaloo Sub-basin, onshore Northern Territory.

Total consideration for the acquisition, as previously disclosed to Empire shareholders, will be:

- \$6.061 million in cash (to be funded from existing cash at bank);
- 169,696,970 ordinary Empire shares, of which 66,666,667 will be escrowed for 12 months from the date of issue and 88,348,485 will be escrowed for 24 months from the date of issue; and
- 9,696,970 options to acquire ordinary Empire shares at \$0.70 per share which will expire in 3 years after their issue date.

Completion

Completion of the acquisition is subject to market standard conditions precedent including Empire shareholder approval and Northern Territory Government approval.

An Independent Expert’s Report, which will form part of the Notice of Meeting, is being prepared. Once complete, an Extraordinary General Meeting of Empire shareholders will be convened.

Empire has commenced the Northern Territory Government approval process for transfer of the Tenements to Imperial A.

This ASX release has been authorised by the Managing Director.

For queries about this release, please contact:

Alex Underwood, Managing Director

Ph: (02) 9251 1846

info@empiregp.net